

**Moscow Food Co-op Monthly Board of Directors Meeting
Tuesday, August 23rd, 2016
1912 Center, Fiske Room – Moscow, Idaho**

Present: Colette Dephelps (Board President), Kurt Obermayr (Vice President/Secretary), Laurene Sorensen (Treasurer), Idgi Potter, Alex Lloyd, David Nelson (Board); Melinda Schab (GM); Dena Van Hofwegen (Board Administrative Assistant)

Facilitator: Colette DePhelps

Guests: Ashley Hamlin, Tim Kohler, Greg Meyer, David Hall

6 of 6 directors present, a quorum is present

PUBLIC FORUM

Public Forum is a time for the Board to listen to owner and general public comments; follow-up is considered outside of the forum.

There were no guests that wished to speak during Public Forum.

STUDY & ENGAGEMENT: Board of Director Appointment Applicants Question and Answer

Colette DePhelps, the Board President, welcomed the Board of Director Appointment Applicants Tim Kohler and Ashley Hamlin and thanked them for considering serving on the Moscow Food Co-op Board of Directors. Michael Curley also applied for the director position but was unable to attend the meeting.

Each applicant was given an opportunity to share a little information about themselves, including why they are interested in serving on the Board of Directors and what they would bring to the Board.

The applicants were given a chance to ask questions of the Board and confirmed that they were still interested in serving on the Board. The applicants were considered during Executive Session at the end of the Board meeting. Colette DePhelps will contact the applicants directly with the Board results.

CONSENT AGENDA

There were no compliance reports due for the month of August.

Motion to accept the Consent Agenda including the July 2016 Board of Director meeting minutes as amended, seconded, **passed 5-0-1**

Action: Melinda will report on the quarterly financials and whatever topic she deems necessary for the month of September.

GENERAL MANAGER (GM) FYI REPORT

Melinda thanked David Nelson, Kurt Obermayr, and Ashley Hamlin for volunteering during the Lentil Festival last weekend.

1. **Reminder!!** Our **P6 Launch Party** is approaching quickly – Sunday, August 28 from 4-7pm in the Co-op’s parking lot. We’ll have local producers, live music, our smoothie bike, and more.
 - P6 signage is up around the store (outside the restrooms, in the deli) as well as at the shelf.
2. **Owners Week** has been scheduled for September 10 through September 18! All Co-op owners receive a coupon for 15% off one shopping trip.
3. **Eat Local Week** again this year Buy Local Moscow is coordinating events for a weeklong celebration of local foods. Our Owners Week intentionally overlaps with Eat Local Week which is scheduled for September 11 through September 17.
 - We’re hosting an event called “Fall Gathering” at Maialina on Monday, September 12 from 5-7pm
4. **Film Series for August:** Kombat is scheduled for August 31. We’ll have staff present to speak about P6.
5. We’ve scheduled a **Crob Mob** September 18 at Pokey Creek.
6. **October** is
 - National Fair Trade Month
 - National Cooperative Month
 - Non-GMO Month
7. Melinda’s upcoming schedule and other events:
 - August 28th – P6 event in the Co-op’s parking lot
 - September 20-22 – Fall GM Meeting in St. Paul, MN
 - October 5-7 – Provender Conference in Hood River, OR
 - October 8 – Co-op Café in Hood River, OR

Action: Melinda to send the updated “Eat Local Week” schedule to the Board.

BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

Colette announced that the 2016 Inland Northwest Partners Fall Meeting will take place on September 15th from 9 a.m. – 2 p.m. at the Lindsay Creek Vineyards in Lewiston, Idaho. The topic for the annual meeting will be “Culinary Tourism – How to Develop Your Taste of Place”

For more information please visit: <http://inwp.org/events/eventscurrent-event-information/>

BOARD Action Items– 8.23.2016

Owner Engagement (*internal action items kept separately*)

1. *Standing Action Item:*
 - a. Owner Engagement Committee will regularly submit a statement, 80 words or less, for the *Rooted “Looking Forward”* publication. – *remove this item, to be kept in the Committee Charter and Internal Action Items.*

Election/Recruitment (*internal action items kept separately*)

Policy & Bylaw (*internal action items kept separately*)

2. Policy and Bylaw to prepare the Policy Appendices for adoption by the Board during the August Board Meeting. – *In Progress, update to September.*
3. Policy and Bylaw Committee will develop a policy that allows the Co-op membership access to notify members of a special meeting to meet the quorum requirements of 10%. – *In Progress*

Executive Committee (*internal action items kept separately*)

Strategic Initiatives (*internal action items kept separately*)

4. Create an Advocacy Committee that will keep the Board informed of topics related to Food policy and democracy in action. – *On Hold*

General

5. Change the legal review of the Bylaws to happen during the month of August. – *In Progress*
6. Schedule a Work Session to discuss the suggested FAQ's from the “Growth Roadway” article. – *In Progress*
7. Kurt and Idgi will meet to discuss Board document archiving and decide how they would like to move forward before discussing the topic with Melinda, then Joe. – *In Progress*
8. Laurene will contact the State Securities Commissioner to find out where they feel this provision fits under our current statute. – *remove this item, delegated to Dorsey Whitney*
9. Make a timeline for the capital campaign and consider hiring a capital campaign manager. – *In Progress*
10. Create the option of purchasing a gift card to renew memberships online through the MoscowFood.Coop website. – *remove this item, for Management*

Future Action Items (These items are in process and ongoing)

Revisit the topic of “staff serving on the Board of Directors” January 2017

CONFIRM AGENDA

The Following changes were made to the Business Agenda:

- Add a discussion for Policy and Bylaw in regards to special member meetings (10 minutes).
- Update the agenda topic heading “Adopt Bylaws” to “Approve Bylaws for legal review”.
- Add a discussion “DC Contract Language” before the topic of Patronage Dividends (5 minutes).

BUSINESS AGENDA

Committee Code of Conduct Signing (P)

This Committee Code of Conduct comes motioned and seconded, all those in favor of adopting the Committee Code of Conduct as amended, **passed 6-0**

Board Code of Conduct Approval (P)

The Board Code of Conduct comes motioned and seconded, all those in favor of accepting Policy C5 – Directors’ Code of Conduct as amended, **passed 6-0**

Action: The Board of Directors to sign Policy C5 – Directors’ Code of Conduct during the September Board meeting.

Policy and Bylaw – Special Member Meetings (D)

The Policy and Bylaw Committee has compiled a rough draft policy for members being able to call a special meeting.

Proposed Policy for a Special Member Meeting

- A member would take action on an issue they feel the board is not resolving.
- The member would write a petition and collect 10% of the members’ signatures in support of the petition, all without the help from the board.
- If enough signatures are collected, the board is under the obligation to disburse the petition to the full membership at the cost of the member taking action.
- The board has the option of including a personal statement in regards to the proposed petition in the disbursement to members.
- The board would distribute the petition information to the membership as to preserve the confidentiality of personal information. If the member would like to sign the petition, they may contact the member taking action.
- If Special Member Meeting requirements are met, the board is required to move forward with validating the signatures and scheduling the special meeting for a vote.

The Board discussed the proposed policy for calling a special meeting and had the following comments:

- Does the Co-op give any member access to the membership list who requests it?
 - The Co-op will never, under any circumstances, release members personal contact information for any reason. If a member receives enough signatures to call a special meeting, the Co-op will email the topic of discussion to the owner email list and mail a special mailing to the owner mailing list at the cost of the member calling the special meeting.
- How does the board know if the petition contains original and certified signatures?
 - All signatures on the petition will be signed on paper
- Can owners be accessed outside of the Moscow Food Co-op to sign the petition?

The Policy and Bylaw Committee has collected feedback on the topic and will create a policy and report back to the board for further discussion.

Approve Bylaws for Legal Review (P)

The board discussed the proposed bylaw Article II Section 4 which reads:

***Responsibilities.** Members shall keep current in equity investments due to the Cooperative; shall keep the Cooperative informed of any changes in name, email address, and mailing address and shall abide by these bylaws and the policies and decisions of the Cooperative or the Board. A member who upholds these responsibilities is considered a member in good standing. Any further reference to a member in these bylaws shall refer only to a member in good standing.*

There are currently 11,000 members in the membership database, with around 8,000 being considered active according to the above bylaw. The number of members being considered active will be important when a special meeting is called in order to reach a quorum for decision-making, which is 5% of the membership. Legally, there is no such thing as an inactive member.

Motion to send the proposed bylaw draft as amended for legal review to Dorsey & Whitney LLP, seconded, **passed 6-0**

DC Contract Language (D)

The Moscow Food Co-op General Manager, Melinda Schab, began preliminary work with the National Co-op Grocers (NCG) last October, 2015. The proposed Development Agreement would authorize Melinda to continue working with the NCG to help remodel and update our current Moscow location. If the Board does not authorize Melinda to sign the Development Agreement, the Co-op is only required to pay the NCG for the work they have done thus far. If the Board authorizes Melinda to sign the Development Agreement, Melinda will continue to work with the NCG to help the Co-op remodel the store.

The Board discussed the Development Cooperative (DC) Contract during the July Board meeting and asked Melinda to update the contract and replace the verbiage “remodel” with “center store remodel”. Melinda brought this request to the DC and they were not able to complete the request because some

of the updates that the DC is proposing include updates to the deli and back areas of the Co-op that are not technically considered “center store”.

Motion to accept the remodel language in the DC contract instead of inserting “center store remodel” as previously requested, seconded, **passed 6-0-0**

Patronage Dividends (D)

Melinda provided the Board with a past patronage dividend letter that was sent to the Co-op membership in 2014. Co-op membership will be receiving a patronage dividend for the year 2015 and Melinda would like the Board to proof the letter and revise with changes.

The Board gave Melinda some suggested updates for the patronage dividend letter. Colette will approve the final draft before the letter is disbursed to the membership.

Action: Melinda to email Colette a final draft of the patronage dividend letter for approval before sending out to the membership.

Resolution (P)

Motion to remove Kyle Parkins and Joan McDougall as signatories on Banner Bank checking account xxxx and be replaced with signatories Laura Johnson, Alex Bramwell, and Joe Norris, seconded, **passed 6-0-0**

Motion to authorize Melinda Schab and Kerry Morsek as owners of the above account and that Joan McDougall be removed as owner of the above account seconded, **passed 6-0-0**

Northwest Co-op Café – October 8th participants (D)

The 2016 Co-op Cafés will focus on a powerful theme that emerged in 2015: ***Embracing Change with Courageous Leadership***. Designed to introduce and orient Board members to policy governance.

Any Board member that is interested in attending this conference should email Colette and Melinda with a request to attend. The Café will be held in Hood River, Oregon on October 8th.

Fall Retreat (D)

The Board scheduled a Fall Retreat for Saturday, November 12th.

Action: Dena to schedule the fall retreat for November 12th at the Campus Christian Center (CCC). If the CCC is unavailable to reserve, the retreat will be held at Laurene’s home.

Committees: Reports/Work Plans progress (report)

Nominations & Elections – Dena to reschedule the September Committee meeting

Policy & Bylaw – Dena to cancel September Committee Meeting

Owner Engagement –

Strategic Initiatives –

Executive Session – A conference call with Todd is scheduled for Monday, September 12th @ 9 a.m.

BOARD ASSIGNMENTS AND MEETING REVIEW

Communication Schedule: send to ewagner@moscowfood.coop

E-newsletter brief-200 words or less

Due the 10th and 20th of each month

- (10th) October Board meeting in Pullman-Dena
- (20th) TBD – Co-op on Campus

Community News online/printed: “Board News” – 800 words or less

Due the 25th of each month

- Introduction of appointed board member
- Co-op on Campus

Rooted “Looking Forward” event submission – 80 words or less

Rooted article – 600 words for single page; – 1200 words for double page

Upcoming dates to remember:

P6 Launch Party in Co-op Parking Lot: August 28th 4-7 pm

Beer with the Board: September 13th 5 pm (Arts Room-1912 Center)

Board Meeting: September 13th 6 pm (Fiske Room-1912 Center)

Work Session: September 20th 5-7 pm (Fiske Room-1912 Center)

Provender Conference in Hood River, OR: October 5-8th

Board Meeting at the Armory in Pullman: October 11th

Fall Retreat: November 12th in Moscow

Meeting review –

The board is relieved that the bylaws are being sent to legal review.

Meeting motioned to adjourn at 8:13 p.m.

EXECUTIVE SESSION

The Board selected Tim Kohler to fill the vacant director seat.

Notes taken by Dena Van Hofwegen

Meeting adjourned at 8:42 p.m.

The next meeting will be Tuesday, September 13th 6:00 p.m. (with Beer with the Board beginning at 5:00 p.m. in the Arts Room) in the Fiske Room of the 1912 Center.

Signature of the Board President

Date