

**Moscow Food Co-op Monthly Board of Directors Meeting
Tuesday, September 13th, 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)

Absent: Tim Kohler (Board)

Facilitator: Colette DePhelps

Guests: Greg Meyer, Logan Morris

6 of 7 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: Cooperative Grocer articles

Death of the Supermarket? – Courageous leadership for the disruptive future-by Ellen Michel

“The Death of the Supermarket” describes a lively cultural and anthropological discussion of change in the way shoppers access consumer packaged goods. People living in both rural and urban areas gather their “groceries” in a broad array of ways: from the garden, the farmers market, Walmart, the specialty shop, and the Internet. How does the food co-op fit into the mix?

The board realizes that we are not in control of where and how consumers shop. However, we can stay focused on one of our main priorities as a food co-op to provide a very welcoming store for all shoppers.

Getting on the Train: Social media and co-op boards – by Holly Fearing

The board discussed the article “Getting on the Train”. The main topic was to encourage board members to use social media as a tool to communicate with Co-op owners and community. If the proper training and tools are used to educate the board to communicate through social media, it could increase our presence in a big and positive way.

The board had some hesitations using social media as a communication tool with owners. It has the possibility to be received badly and do more harm than good when a negative topic is being discussed. However, the article incorporated the fact that when owners use social media to vent frustrations it is still better to respond to the issue than to let the owners feel they are not being heard.

The board heard from a guest who is an employee of the Co-op regarding this topic. He feels that it is important to use social media in a professional and non-personal way in order to acknowledge and respond to accusations owners are upset about. If the board can make a unified decision to collectively support the response, it would be a powerful and positive presence on social media for the Co-op.

The board continued to discuss the topic of engaging owners through their personal social media accounts. Some directors were in support of this and some were very hesitant. The board would like this to be added as a possible topic for a future Owner Forum or Beer with the Board discussion.

Connecting the Dots: Strategic Board Leadership in Action-by Thane Joyal

The article “Connecting the Dots” talked about strategic leadership, one of the Four Pillars of Cooperative Governance. The process of strategic leadership is a circular process, in which cooperatives learn from their lived experiences and pay close attention to board development, capital needs, and internal and external trends. In order to keep pace with an ever-changing world and market, the cooperative needs to share information and learning throughout the organization.

CONSENT AGENDA

Idgi will abstain from voting (she just had a baby! and didn't have time to read the packet)

Minutes:

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

GM Compliance Reports:

Policy B1: Financial Condition and Activities

The General Manager (GM) provided a written report, per Policy B1, about the Co-op's financial activities.

The board appreciated the clarity in Melinda's reports and how it showed the Co-op's readiness for expansion. The reports also reflected moving towards a center store remodel with National Cooperative Grocers (NCG).

Motion to accept Policy B1: Financial Condition and Activities, and find it in compliance, seconded, **passed 5-0-1**

Policy B7: Communication to the Board

The General Manager (GM) provided a written report about events and trends affecting store performance and stability.

Motion to accept Policy B7: Communication to the Board, and find it in compliance, seconded, **passed 5-0-1**

GENERAL MANAGER (GM) FYI REPORT

The GM provided an FYI report as an informal opportunity for the GM to update the Board on important Co-op information and for the Board to ask brief, clarifying questions.

1. Our first call with the Development Co-op to further discuss reinvestment and remodel work on our current location is scheduled for Friday, September 9.
2. Our **P6 Launch Party** was a success. Although the parking lot was closed from noon until 8pm that evening, we saw no decrease in our daily sales. The smoothie bike was a huge hit, as we predicted. We estimated turn-out to be approximately 600 attendees. The feedback we received from staff, customers, and vendors was overwhelmingly positive.
3. **Owners Week Details:**

As you may know, our fall member-owner appreciation event, **Owners Week**, begins **Saturday, Sept. 10th** and runs through **Sunday, Sept. 18th**.

- The 15% OW discount is for **ONE** shopping trip from 10-18th.
- **The 15% OW discount is attached to owner accounts.** Owners choose when they want cashiers to apply the discount. Cashiers may want to say: "Would you like to use your 15% OW discount with this shopping trip or save it for another time before/by the 18th?"
- **The discount is not "stackable" with other owner discounts.** For example, on senior Thursday seniors can't combine the two for a 25% discount. They could choose to use their 15% that day, or use the 10% senior discount and save the OW 15% later. It does not stack with case discounts.
- **Why are we doing this?** We love our owners! A great discount is a reward for the folks who have invested in our co-op and make our work possible. The buzz of owner week is a also great opportunity to talk about what makes a cooperative different from other grocery stores - we're owned by the community!
- **Employees who are owners** will receive one **30% off** shopping trip during OW instead of the 15% discount. The grocery department encourages you to special order cases ahead of time!

4. **Eat Local Week Details**

- September 10: Moscow Farmers Market - Buy Local Moscow table selling event tickets and promoting ELW
- September 12: Co+Op Fall Gathering - Free Local Food Happy Hour (Maialina's Patio)
- September 13: Growers Market at 1912 Center, Co-op Beer with the Board
- September 13: Community Garden Open House (3 locations, guest speaker and light snacks?)
- September 14: Bike-to-Farm tour (Rolling Hills Bikes and Deep Roots Farm, tastings by Twin Creeks Farms and Camas Prairie Winery)
- September 15: Buy Local Moscow Farmer - Chef collaborative dinner (at 1912 center) Profits will benefit local nonprofit, maybe Backyard Harvest again, via tickets to fundraising dinner the following week?
- September 15 – 17: Latah County Fair: Dry Pea & Lentil Council sponsored Pulse backing competition Friday?
- September 17: Moscow Farmers Market - UI Extension Office table with Fall U-Pick guide (Include volunteer opportunities with Backyard Harvest?)

5. Co-op Facilities Manager, Bill Bonner, with the assistance of our Sustainability Committee have purchased a second composter (lightly used, identical to Eartha) for only \$1000. Look for installation sometime this fall. The addition of the second composter will enable us to begin composting food scraps from our Deli.

6. **Patronage Dividend** checks will be mailed on September 15th.

7. **October** is

- National Fair Trade Month
- National Cooperative Month
- Non-GMO Month

8. Melinda's upcoming schedule and other events:

- 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

BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

BOARD Action Items– 9.13.2016

Owner Engagement (*internal action items kept separately*)

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

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

1. Policy and Bylaw to prepare the Policy Appendices for adoption by the Board during the October Board Meeting. – *In Progress*

2. 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*)

3. Create an Advocacy Committee that will keep the Board informed of topics related to Food policy and democracy in action. (This item is on hold until further notice)

General

4. Schedule a Work Session to discuss the suggested FAQ's from the "Growth Roadway" article. – *In Progress*
5. 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*
6. Make a timeline for the capital campaign and consider hiring a capital campaign manager. (*On hold until project is specified*)
7. Melinda to email Colette a final draft of the patronage dividend letter for approval before sending out to the membership. – *Done*

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

Addition/changes to the Business Agenda:

- Adopting old Ends Policies into the new Policies.
- Elections Timeline – discuss voting process.

BUSINESS AGENDA

Appointment of Tim Kohler as new Director (P)

The Board of Directors formally appoints Tim Kohler to fill the vacant board position.

Board Code of Conduct Signing (P)

The Board of Directors signed Policy C5: Directors' Code of Conduct Form.

Update on Bylaw Review (D)

The Bylaw draft is being reviewed by Dorsey & Whitney law firm.

Incorporating our ends verbatim from old policies to new policies

Motion to move our Ends verbatim from old policy set to new policies, seconded, passed 6-0

Adopt Policy C9 – Board Member Nominating and Election Process (P)

Motion to move board member nominating and elections process from old policies into new policies labeled C9, seconded, passed 6-0

Elections Timeline (D)

The Nominations and Election Committee Chair, David Nelson, shared the elections timeline for this coming election.

- Candidacy packets available at Co-op and our website - 10/15/2017
- Deadline for candidate applications to be submitted - 01/04/2017
- Candidate statements due - 01/04/2017
- Board recognizes eligible candidates - 01/10/2017
- Candidate orientation – 6-8 pm - 01/25/2017
- Candidate statements published - 02/06/2017
- Notification of online absentee and in-store voting - 02/06/2017
- Deadline to drop out of the election process and be removed from ballot - 02/17/2017
- **Elections week - March 4th 8 a.m. –March 12th 5 p.m., 2017**
- Candidate Forum-1912 Center, Great Room 4-6 pm - 03/05/2017
~Candidate Forum will be video recorded to place on website~
- Election results announced - 03/13/2017
- New Board members seated at Board meeting - 04/11/2017
- Board members attend leadership training in Portland OR - TBD

Updates to the 2017 Nominations and Elections Packet:

- Candidate Orientation is scheduled before the final deadline to drop out of the election on February 17th. If the candidate does not drop out of the election prior to the deadline they are required to complete the entire election process.
- A final ballot will be provided five days before the election.
- The Election Packet answers will be used in the Voter's Guide for each final candidate.
- The Nominations and Elections Committee has added an application checklist that includes all candidate requirements for a completed application.
- All candidates will be required to have their photo taken by Erica, the Visual Media Coordinator for the Moscow Food Co-op. email ewagner@moscowfood.coop

The Board of Directors have different perspectives and opinions on how voting should be conducted for the 2017 election. How to conduct the election process will be discussed during the October meeting when all board members are present to vote.

Increase Board Directors to 9 seats (D)

The workload for board members has been increasing due to expansion and growth efforts. The board discussed increasing the board seats to nine, keeping with an odd number.

Increasing the board seats to nine would allow the directors to add more geographic diversity and experience to the board while decreasing the workload.

On the contrary, some of the board members hesitated on increasing the amount of directors to nine seats. With more directors the members could be harder to organize and be allowed an environment where members could slack off on attendance and work.

The board took a straw poll on where each director stood and the vote was split down the middle. The item will be voted on during the October board meeting when all directors are present.

Action: Add the topic “Increase Board Directors to 9 seats” to the October Board Agenda.

Co-op on Campus – Feedback received/ plan opening celebration (D)

Melinda gave an update for the Co-op on Campus location. Including some hold-ups with plumbing and the health department, we are hoping to open the location this semester.

The Co-op Marketing Department has been putting together an opening celebration for the location. The board would like to see a ribbon cutting ceremony that includes the local radio station and University band to celebrate the opening of the Co-op on Campus.

The board would like to communicate well with owners regarding expansion. If the Board has a continuous way to communicate the current facts regarding expansion, it will help owners feel more informed and confident of the process. The Owner Engagement Committee is working on what topics owners are interested knowing more about and how to communicate these topics well.

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, Nov. 12th at The Center on the UI campus from 9-5.

During the September Executive Session with Todd Wallace, the Committee discussed the upcoming Fall Retreat. The members want to work through pro forma reports and a sensitivity analysis for the Co-op and future growth projects. Todd will be recommending a consultant that can work with our board during the Fall Retreat.

Action item: Follow up with Todd Wallace about scheduling a consultant to lead the Fall Retreat.

Committees: Reports/Work Plans progress (report)

Nominations & Elections –

Policy & Bylaw –

Owner Engagement –

Strategic Initiatives –

Executive Session –

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) Owner Engagement – October Board meeting in Pullman
- (20th) elections – David

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

November 11th

- Elections timeline and article
- Forums or social events.
- Annual meeting

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

November 11th

Possible topics include:

- bylaw revision
- annual meeting
- location on campus
- elections

Upcoming dates to remember:

Beer with the Board: September 13th 5 pm
Board Meeting: September 13th 6 pm
Work Session: September 20th 5-7
CBLD 101: September 24th
Provender Conference: October 5-8th
Board Meeting in Pullman at the Armory: October 11th
Work Session: October 18th 5-7 pm
Board Meeting: November 8th
Fall Board Retreat: November 12th in Moscow

Meeting review –

Meeting motioned to adjourn at 8:05 p.m.

EXECUTIVE SESSION

Growth discussion

*Notes taken by Dena Van Hofwegen
Meeting adjourned at 8:42 p.m.*

The next meeting will be Tuesday, October 11th 6:00 p.m. in the “Board Room” of the Pullman Armory Building.

Signature of the Board President

Date