

Moscow Food Co-op Monthly Board of Directors Meeting Tuesday, September 8, 2020

Held Virtually via ZOOM in response to COVID-19

Present: Melinda Schab (GM), Alice Ma (President), Laurene Sorensen (Secretary), Cheyne Mayer (Treasurer), Ken Hart, Mark Thorne, Rob Ely, Isabel Barbuto, Julia Parker, Maxine Durand, Chloe Rambo (Board Admin)

Facilitator: Alice Ma (President)

Guests: Julie Massa (Columinate consultant), Greg Meyer

Nine of nine directors present at the start of the meeting; a quorum is reached.

Alice Ma called the meeting to order at 6:03 p.m.

OWNER FORUM

Owner's Forum is a time for the Board to listen to Owner comments. The Board will, if requested, follow up after the meeting.

There were no owners present who wished to speak during the owner forum.

CONSENT AGENDA

The Board discussed edits to make to the list of August 2020 action items.

Motion to accept the consent agenda as amended, seconded, **passed 9-0-0.**

BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP

Board Action Items – 9.8.2020

Owner Engagement (*internal action items kept separately*)

1. The Owner Engagement Committee will investigate the restructuring of store discounts.

Nominations and Elections (*internal action items kept separately*)

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

1. Policy & Bylaw will create a draft of the Board's Mission Statement.
2. Policy & Bylaw will create an SOP on Roberts Rules of Order.
3. Policy & Bylaw will flag Policy D5 for monitoring in 6 months (from April 2020) to ensure the Board has addressed this for being within compliance.
4. Policy & Bylaw will review Policy B3: Asset Protection for monitorability.
5. Policy & Bylaw will review Policy C6: Officers' Roles to a) clarify the order of succession in the event of a Presidential vacancy and b) clarify how and when Board officers can be elected.

6. Policy & Bylaw will add the role of Secretary to Policy C6 after receiving clarification on the role from the Executive Committee.

Executive Committee (*internal action items kept separately*)

1. The Executive Committee will review the annual compilation of policy monitoring documents.
2. The Executive Committee will create/review guidelines of documentation needed to clarify future monitoring of Policy D5.

General

1. The Board will discuss internal Board policy monitoring at a future executive session.
2. Melinda will circulate the lease extension document for the campus location to the Board for review prior to the meeting/discussion.
3. Melinda will discuss with Marketing the addition of information about running for the Board/Board Service to the new Owner packet.
4. Melinda will ask department managers (of departments that are not meeting margin) for their plans to get back on track when they are not meeting the goals set for them

DONE

- ✓ Melinda will create an annual sales chart to illustrate annual sales growth in percentages for the next reporting of Policy B1, due September 2020.
- ✓ Melinda will ask Marketing if Owners are able to unsubscribe from different types of Co-op emails individually and if they think a third email will result in more Owners unsubscribing from the email list.
- ✓ Melinda will provide a plan to the Board regarding how the kitchen/deli/prepared food section is going to work to reduce overtime costs.
- ✓ The Owner Engagement Committee will discuss and/or bring forward recommendations on other mediums through which to provide owners with the information for the Annual Report.

Parking Lot:

- Melinda will research the cost and specs of the glass to sand machine and will send them to the Board for review
- Board meeting: A store tour for Board members
- Conversation about staff interest in training and purchasing using discount
- The Executive Committee will draft a statement regarding the Board's commitment to workplace excellence
- *Melinda will explore the cost of a trade area evaluation.
- *Melinda will research offering customers Bring Back Bags at no cost
- *Melinda will provide a plan to the Board regarding how the kitchen/deli/prepared food section is going to work to reduce overtime costs

- *Melinda will ask department managers (of departments that are not meeting margin) for their plans to get back on track when they are not meeting the goals set for them
- *Melinda will create a weekly email for the Board to compare labor costs to sales costs, with a note that the information is operational and not within the Board's direction
 - *Action items on hold due to COVID-19 response efforts.

CONFIRM BUSINESS AGENDA

Motion to confirm the business agenda, seconded, **passed 9-0-0.**

BUSINESS AGENDA

GM Monitoring Reports (MD)

Policy B1: Financial Condition & Activities (Q2)

The Board reviewed Melinda's provided report and asked clarifying questions.

Motion to send Policy B1.2 to Policy & Bylaw for review, seconded, **passed 9-0-0.**

Motion to accept the monitoring report with acknowledgment of noncompliance, seconded, **passed 9-0-0.**

Board Monitoring Surveys (MD)

Policy D2: Accountability of the GM

The Board discussed the monitoring survey for Policy D2.

Motion to send D2 to Policy & Bylaw for review, seconded, **passed 9-0-0.**

Motion to task Executive Committee to revisit the annual evaluation form for the GM and ensure it's in compliance with D4.6d, seconded, **passed 9-0-0.**

Action: Executive Committee will revisit the annual evaluation form for the GM and ensure it is in compliance with D4.6d.

Call to vote, **passed 9-0-0.**

Policy D3: Delegation to the GM

The Board discussed the monitoring survey for Policy D3.

Call to vote, **passed 9-0-0.**

Policy D4: Monitoring GM Performance

The Board discussed the monitoring survey for Policy D4.

Motion to send Policy D4 to Policy & Bylaw, seconded, **passed 8-0-0.**
Isabael's virtual connection to the meeting was lost prior to the vote.

Call to vote, **passed 9-0-0.**

Patronage Dividend Refresher (SI)

The Board discussed the provided educational resource on patronage dividends.

Draft Policy B3: Asset Protection (MD)

Cheyne, member of the Policy & Bylaw committee, presented recommendations for updates to Policy B3 - Asset Protection.

Motion to postpone the discussion until the October Board meeting, **passed 8-0-0.**

Store Policy on Open or Concealed Carry (PI)

Board discussed store policy on open or concealed carry.

Committee Reports (SI):

- Policy & Bylaw: Met in August to discuss the recommendations to Policy B3.
- Nominations & Elections: Did not meet in August. Mark noted that edits to the Candidate Packet have been sent to Chloe and the packet will be ready and will be sent to the Board for approval. The Packet needs to be approved by the October Board meeting so it can then go out to candidates. The Board will have an additional September meeting.
- Owner Engagement Committee: Alice stepped down and Maxine joined the committee. Debriefed from Owner Forum on Access Discounts. Reviewed "Board Transparency" regarding the Board email list and option to receive monthly emails. The committee

worked with Meilnda to implement the process to market the opportunity. Discussed the concept of “Own-Use-Serve-Belong” as a frame for conversation among the committee. Discussed Owner’s Month, upcoming.

- Strategic Vision: The committee did not meet in August. Alice gave an overview of the meeting with leadership from the Pullman Good Food Co-op and encouraged Melinda to advise in her role as GM as she feels appropriate.
- Executive Committee: The committee will start reviewing the agenda for the upcoming meeting and will review the minutes from the past meeting.

Board Assignments & Meeting Review:

Mark wrote an article in light of Labor Day. Julia will write an article on Owner’s Month.

*Notes taken by Chloe Rambo
Meeting adjourned at: 8:39 pm*

Signature of the Board President

Date