

## **Moscow Food Co-op Monthly Board of Directors Meeting**

**Tuesday, April 4, 2023**

**Held at the Latah County Fairgrounds and via Zoom**

**Present:** Mark Thorne (President), Alice Ma (Vice President), Ken Hart (Secretary), Isabel Barbuto, Rob Ely, Trish Hartzell, Candis Claiborn, Dulce Kersting-Lark (Treasurer), Melinda Schab (GM), Alison Lubo (Board Admin)

**Facilitator:** Erin Tomlin

**Incoming Board Members:** Mary Jo Hamilton, Chloe Rambo (Marketing Manager), Cortney Gosset (Marketing Coordinator) Priscilla Schmidt, Stephen Barbuto, Kelsey Manning, David Nelson

**Absent:** Julia Parker

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

Erin called the meeting to order at 6:05 p.m.

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### **OWNER COMMENT PERIOD**

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 who wished to speak at the forum.

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### **STUDY AND ENGAGEMENT**

Guest Speaker Mary Jo Hamilton presented to the board the "Weekend Food for Kids" program.

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### **CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA**

The Board decided to certify the election and seat the new board members in the consent agenda.

Motion to edit and accept the consent agenda and business agenda, passed **8-0-0**.

Alice Ma resigned from her position on the Board due to her family relocating. Rob Ely, Julia Parker, and Isabel Barbuto elected not to seek an additional term. The Board thanks them all for their service.

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### **BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP**

**Board Action Items – 3.7.2023**

#### **General**

- I. BOD training and retreat should include a section on how the BOD should monitor board

policies in relation to the GM evaluation.

2. Compile responses from each Director from Ends Activity during the March Board meeting and make those available to the GM and the Board.

**Board-Owner Communication Committee** (*internal action items kept separately*)

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

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

**Executive Committee** (*internal action items kept separately*)

**Parking Lot:**

1. Conversation about Staff interest in training and purchasing using discounts.
2. Melinda will share the approximate percentage of conventional items available from the warehouses of both UNFI and KeHe. (revisit the item once suppliers' product availability stabilizes)
3. The Executive Committee will discuss Director compensation.

**DONE**

- ✓ Nothing at this time

Board Action Items, Motion to accept the action items as amended passed 9-0-0.

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**BUSINESS AGENDA**

**Code of Conduct**

Directors signed Policy C5: Directors' Code of Conduct and delivered it back to Alison.

**Potential Conflicts of Interest Disclosures**

The Board shared any anticipated or current conflicts of interest. Directors joining the meeting via Zoom will return digital Conflicts of Interest documents to Alison via email.

**SEATING OF THE NEW BOARD OF DIRECTORS**

The Board officially certified the election and seated new Directors members Kelsey Manning, David Nelson, Priscilla Schmidt, and Stephen Barbuto. David Nelson, Priscilla Schmidt, and Stephen Barbuto have been elected for a three year term. Kelsey Manning is refilling the position vacated by Alice Ma.

## **CERTIFY ELECTION RESULTS**

Vote to certify, Vote passed **8-0-0.**

*Rob said goodbye to the Board of Directors and left the meeting.*

### **Election Of Officers**

The Board discussed the self-nominations received for each officer position.

The results were as follows:

President: Mark Thorne

Vice President: Ken Hart

Secretary: Candis Claiborn

Treasurer: Dulce Kersting-Lark

### **Committee Assignments**

The Board discussed the roles and responsibilities of each committee selected committee assignments.

**Executive Committee (See Election of Officers above):** Chair Mark Thorne with board members Ken Hart, Candis Claiborn and, Dulce Kersting-Lark

**Board-Owner Communication Committee:** Chair Priscilla Schmidt, with board members Candis Claiborn, Stephen Barbuto, Trish Hartzell

**Nominations & Elections:** Chair Trish Hartzell with board member Kelsey Manning

**Policy & Bylaw:** Chair Ken Hart with board members David Nelson and Stephen Barbuto

### **GM Policy Monitoring**

#### **Policy B: Executive Limitations**

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

Motion to accept the monitoring report on Policy B, **passed 9-0-0.**

#### **Policy A: Ends**

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

Motion to accept the monitoring report on Policy A, **passed 9-0-0.**

### **Board Monitoring Reports**

Policy C1: Governing Style

Alice presented to the board of directors the board Policy C1 and its interpretation. The board asked clarifying questions.

Motion to accept the policy monitoring report of Policy C1, passed 9-0-0.

**Committee Check-In**

The committee chairs briefly updated the board on committee activity. There where no notes included in the April board meeting packet.

Alice discussed the upcoming Annual Meeting on April 29 from 11:30 a.m. - 2 p.m. at Maialina in Moscow. The event will be celebrating the Co-op's 50th anniversary.

**General Manager's FYI**

The General Manager's FYI is available online here. (Will include link)

Melinda shared an overview of her provided FYI report and the Board asked clarifying questions.

**Writing Assignments:**

Ken, Stephen, and Candis will assist with interpretation of C2 for the May Board meeting.

Kelsy will review an article on the "Grow Banana" program.

*Notes taken by Alison Lubo  
Meeting adjourned at 8:12 p.m.*



5/2/2023

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Signature of the Board President

Date



5/2/2023

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Signature of the Board Secretary

Date