

Moscow Food Co-op Monthly Board of Directors Meeting  
Tuesday, April 9, 2019  
Fiske Room, 1912 Center, Moscow, ID

**Present:** Dave Sutherland (elected President), Carol McFarland (elected Vice President), Cheyne Mayer (elected Secretary/Treasurer), Laurene Sorensen (elected Secretary/Treasurer), Rob Ely (Board), Willow Venzke (Board Admin)

**New Directors seated at this meeting:** Alice Ma, Ken Hart, Mark Thorne

**Absent:** Melinda Schab (GM), Tim Kohler (Board)

**Facilitator:** Carol McFarland

**Guests:** Joe Gilmore, Greg Meyer

Eight of nine Directors present; a quorum is reached.

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## OWNER FORUM

Owner Forum is a time for the Board to listen to owner comments. The Board will, if requested, follow up by e-mail after the meeting.

There were no owners present who wished to speak.

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## CONSENT AGENDA

### Seating of Board Members (BTC)

The Board officially seated new members Alice Ma, Mark Thorne, and Ken Hart to the Board for three-year terms. Idgi Potter and David Nelson chose not to re-run and are no longer on the Board. Tom Bitterwolf's seat was vacated when he passed away on January 30, 2019.

### Potential Conflicts of Interest (SI)

The Board stated (written and orally) their potential conflicts of interest. There were none that were concerning to Board members.

### Board Officer Elections (BTC)

Motion to change the structure of the Executive Committee to include two Co-Secretary/Treasurer positions, President, and Vice President, seconded, **passed 8-0-0.**

Motion to bring the slate of candidates to a vote, seconded, **passed 8-0-0.** Votes were cast by written ballot.

Elected Officers:

President: Dave Sutherland

Vice President: Carol McFarland

Co-Secretary/Treasurers: Cheyne Mayer and Laurene Sorensen

### Draft Minutes (MD)

Motion to approve the March 2019 minutes, seconded, **passed 6-0-2.**

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## GENERAL MANAGER FYI REPORT

April 3, 2019

No action needed

### SALES

- We recruited 78 new owners in March compared to 81 in March 2018.
- We are still planning to survey users of our Senior Discount this spring to inquire about potential changes that will make the program more financially sustainable for the Co-op.

### MARKETING

- During the month of March, 3 owners became **FLOWER** participants. 2 owners were moved out of the program because of a change in their needs (for the better!). The total # of participants was 135.
- Food and Mood - We have scheduled several other classes with Isabel for the coming months, including:
  - **Amino Acids: Key Building Blocks for Mood Support and Addiction Recovery** Friday, April 12 @ 5:30 p.m. in the 1912 Center (Fiske Room). At this brand-new class from the Moscow Food Co-op, Instructor Isabel is here to answer your questions about Amino Acids! Amino Acids are hard workers - at this class you'll learn how they affect your mind and body. This class covers subjects from high-protein food strategies for those eating plant-based diets, to the role of food in addiction treatment, mental health support, and nutritional therapy.
  - **Bliss Points: Cravings and Addictive Food Ingredients** Saturday, May 4 @ 4:30 p.m. in the 1912 Center (Fiske Room). Join us for another brand new Co-op class. At this meeting, we're tackling the subject of food cravings! You'll learn about how some food companies have developed recipes and engineering strategies designed to increase your cravings and increase their sales - and how to spot the ingredients that are used to get you hooked, including some that aren't legal in the state of Idaho.
  - **iRest® and Digest: Guided-Meditation/Gong Bath for Stress Reduction** Saturday, June 15 @ 4:30 p.m. in the 1912 Center (Arts Workshop). Take a moment to relax! Your central nervous system (ie - your brain and spinal cord) does a lot of work! Join us for a session of guided meditation and learning about the parts of your brain that are active even when you're not thinking about them! This class is a combination of education and relaxation, so bring comfortable clothes and a pillow if you desire, mats will be provided! Space is limited, so sign up now!

- We've seen tremendous website visitor growth since changing the eNewsletter platform. Compared to last year, the number of unique visitors has increased 26.4%, the number of website visits has increased 47.6%, and the number of page views has increased 48.6%!
- Upcoming changes to Rooted –
  - We'll be printing 3 editions annually instead of 4 to reduce our cost: Spring, Summer, and Fall/Winter.
  - We're increasing the number of copies that will be printed each time
- Marketing has been working hard to increase our press outreach and media coverage.
  - We were featured in Six "Get out and do it" articles in the Daily News in March.
  - Our Board Candidate Forum was covered by the Argonaut and let to some great additional Facebook exposure.
  - We're anticipating some good coverage from our record-breaking Board election and the announcement of the new Bakery space.

### PHYSICAL PLANT

- We're launching a partnership with Trex to recycle some kinds of plastic. There will be a collection bin at the front of the Co-op. Look for the Trex bins in the store sometime in April.
- The sustainability committee is working to encourage the City of Moscow to expand its municipal recycling and composting programs.
- Quarterly refrigeration maintenance is ongoing.
- It is possible that we will need to have our parking lot resurfaced sometime this summer. Stay tuned.

Clarifications from the discussion:

- There will be a budget and pro forma for the Bakehouse in the next 3-4 weeks.
- One non-load bearing wall will be removed from the Bakehouse.
- Trex bins arrived at the Co-op and will be put out after the ATM is moved over.
- Joe is getting quotes on parking lot resurfacing.

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## BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

### Board Action Items – 4.9.2019

**Owner Engagement** (*internal action items kept separately*)

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

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

I. Policy & Bylaw will review Policy C4.

2. Policy & Bylaw will review Policy C1.
3. Policy & Bylaw will look for Board references to “Strategic Plan” throughout the policies.

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

1. The Executive Committee will investigate how to evaluate GM compensation.
2. The new Executive Committee will take on continuing education.
3. The new Executive Committee will review Policy D5.

#### **General**

1. Idgi and Dave will look at the CBLD library for information on good owner number goals.
2. The Board will discuss employee health insurance coverage in September 2019.
3. Idgi will draft a statement regarding the Board’s commitment to workplace excellence.
4. Melinda and Willow will create job descriptions for Executive Committee positions.
5. Idgi will get the Board the health inspector’s contact information.

#### **DONE**

- ✓ Willow will add “choose Spring Retreat date” to the Board calendar for January.
- ✓ Willow will send a Doodle Poll to find out whether April 5-6 or 26-27 works best for the Spring Retreat.
- ✓ Melinda will find out what is the largest plastic waste stream item that the Co-op goes through and report back to the Board.
- ✓ Melinda will ask Produce about non-plastic alternatives for greens and herbs.
- ✓ Melinda will talk to Marketing about inviting owners to share pictures of how they are reusing plastic containers.
- ✓ Melinda will find out exactly what rules the Co-op was given by the health inspector regarding reusing plastic.

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#### **CONFIRM AGENDA**

Motion to add Nominations & Elections Committee business to the agenda before committee reports, seconded, **passed 8-0-0.**

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#### **BUSINESS AGENDA**

##### **Board Monitoring Report (MD)**

##### **Policy C9: Board Member Nominating and Election Process**

Call to vote, **passed 8-0-0.**

##### **Committee Assignments (MD)**

Motion to dissolve the Strategic Initiatives Committee and revisit in 6 months whether to bring it back, seconded, **motion withdrawn after discussion.**

The Board had a discussion about the future of the Strategic Initiatives Committee.

Motion to reinstate Strategic Initiatives as an active standing committee, seconded, **passed 8-0-0.**

The Strategic Initiatives Committee will revise their charter and meet regularly.

Committee structures:

Executive Committee: Dave, Carol, Cheyne, Laurene

Strategic Initiatives Committee: Rob (Chair), Dave, Ken, Laurene, Carol

Owner Engagement Committee: Cheyne (Chair), Alice, Mark, and Participating Owners.

Nominations and Elections Committee: Mark (Chair), Alice, and Participating Owners.

Policy & Bylaw Committee: Laurene (Chair), Cheyne, Ken

### Spring Retreat Recap (PI)

The Board discussed the Spring Retreat; they felt that it went really well. The laid-back atmosphere was appreciated.

### Annual Meeting Recap (PI)

The Board discussed the Annual Meeting.

Notes:

- It was a very successful event, with over 100 attendees.
- Owners asked great questions after the presentations.
- Having food at Moscow Brewing Company and cookies at Kamiak Coffee worked really well.
- Holding the event at the Bakehouse was less expensive and more interesting than renting a space.

### CCMA/Co-op Café (MD)

CCMA is in North Carolina this year, but there is a Co-op Café in Portland in October. The Board could attend that; it could be incorporated in a retreat.

Dave would like to attend CCMA, and Cheyne and Laurene are interested as well.

**Action: Dave will talk to Melinda regarding CCMA attendance.**

### Ends (AT)

Carol shared a history of the Ends work the Board has been doing. The Board will discuss the Ends in a future meeting.

**Action: Willow will email the heart activity final count.**

### Nominations & Elections (PI)

The Board discussed whether or not Tim should resign given his schedule limitations. They decided that though they don't want Tim to resign, it does make sense to have a full 9-member Board, and appointing someone sooner rather than later would be useful. The Board encouraged Tim to run again in the future if he does choose to resign.

Action: Carol will contact Tim to share the Board's recommendation regarding resigning.

Motion that in light of the recent election, the Board will appoint the next runner up in the case of a vacancy, seconded, passed 8-0-0.

### Committees: Reports (SI)

- Nominations & Elections – Motion to accept Idgi Potter as a Participating Owner on the Nominations & Elections Committee, seconded, passed 8-0-0.

Action: Willow will let Idgi know that she was approved to join the Nominations & Elections Committee.

- Policy & Bylaw – Hasn't met.
- Owner Engagement – The Committee planned the Annual Meeting, recapped the Candidate Forum, discussed holding an Owner Forum, and will discuss their self-evaluation at the next meeting.
- Executive Committee – The Committee planned the Spring Board Retreat.

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### BOARD ASSIGNMENTS AND MEETING REVIEW

eNewsletter 5/15: Laurene—Spring Board Retreat

Community News 5/15: Same as eNewsletter

### Meeting Evaluation

Cheyne appreciated the discussion about the Strategic Initiatives Committee.

### Upcoming dates to remember:

May Board meeting: May 14

May work session: May 21

*Notes taken by Willow Venzke  
Meeting adjourned at 9:07 p.m.*

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Signature of the Board President

Date