

Moscow Food Co-op Monthly Board of Directors Meeting

Tuesday, August 8, 2017

Fiske Room, 1912 Center, 412 East Third St., Moscow, ID

Present: Laurene Sorensen (President); Colette DePhelps (Vice President/Secretary); David Nelson (Board); Idgi Potter (Board); Tim Kohler (Board); Carol McFarland (Board); Ashley Hamlin (Board); Tom Bitterwolf (Board); Melinda Schab (GM); Willow Venzke (Board Administrative Assistant)

Absent: Alex Lloyd (Treasurer)

Facilitator: Laurene Sorensen

Guests: Diana Armstrong, Greg Meyer, Joe Gilmore

8 of 9 directors present, a quorum is reached

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.

Diana Armstrong, lifetime owner of the Co-op, spoke on behalf of the Citizens' Climate Lobby of the Palouse. Citizens' Climate Lobby is a non-partisan international organization that aims to get national governments to pass legislation addressing climate change. Diana asked the Board as a whole to sign a letter that will go out to our members of Congress. Signing of the letter will be discussed during the business agenda. Individuals may also sign the letter on their personal behalf if they wished.

STUDY & ENGAGEMENT:

The Board watched CDS Consulting Co-op's video "Demystifying Ends" and discussed whether they should change our current Ends Policy to be more visionary in nature. It was clarified that the Ends Policy's audience is the General Manager (GM). An Ends Policy should not tell the GM what to do, but rather, provide a vision for where the Board would like to see the Co-op in the future. The Board would like more guidance from Melinda. A follow-up discussion on the Ends Policy is in the business agenda.

CONSENT AGENDA

Minutes:

Motion to accept the June 2017 Board of Directors meeting minutes with one amendment, seconded, passed 8-0-0

GENERAL MANAGER FYI REPORT

General Manager FYI

July 25, 2017
No action needed

I. Co-op on Campus

→ We expect construction to begin any day and to last approximately 7 weeks. That means we won't be open for the start of the semester, but we will be open by Homecoming on October 7, 2017.

2. Composters

- As you know from the June FYI, we've been receiving lots of complaints about the smell the composters generate – and we even had a visit from the police department.
- We are working closely with PCEI to locate both composters on their property and working on ironing out all the details.
- There is no firm timeline for moving the composters.

3. Patronage Dividends

- Dividends notices for 2016 patronage will be in mailboxes by August 2nd. They can be picked up at the Customer Service Desk and used or donated before October 31st.

4. Employee Opinion Survey

- The Survey goes live on July 31st and runs through August 21st.
- Please see the attached memo to staff.

5. Wage Increases

- As we discussed at the June Board Meeting, we raised our entry level wages by \$.75 as of July 16th.
- Please see the attached Wage Increase Memo to staff, the updated wage tiers, and the new Raise Matrix document.

6. Farmers Insurance Loss Control Survey

- On June 23rd we had an on-site visit from a Loss Control Field Supervisor. The purpose of this visit was to assist us in evaluating likely causes of workplace accidents arising from our normal business activities and to provide recommendations on how to reduce the chance of injuries and losses. Here's a summary of the recommendations we've received.
- **Loss Prevention Recommendations – Listed in Order of Priority:**
 - i. Cut resistant gloves required for all Kitchen, Bakery, and Meat department workers.
 - ii. Slip resistant shoes required for all Kitchen, Bakery, and Meat department workers.
 - iii. Certifications of insurance – additional insured endorsements required from all farm direct product suppliers.
 - iv. Repair paver bricks near northwest corner of the building
 - v. Eye/face safety – provide for eye/face safety in the vicinity of the cardboard baler.
- We intend to comply with all the recommendations we received.

7. National Lentil Festival

- The Co-op is participating again this year! Friday, August 18th 5-8pm and Saturday, August 19th 11am-5pm
- Our booth will be located by the cooking stage (this is a different location from last year) and it will be a smaller set-up with better overall visibility.
- We're hosting an "Ask the Experts" panel on Friday night and we'll be showing off our Smoothie Bike both days.

8. P6 Parking Lot Party

- 4-7pm on Sunday, August 27th in the Co-op's parking lot

→ So far we have 12 vendors who've committed to coming, including 3 wineries and 4 breweries.

9. Seed Sowers – Our Cooperative Community Fund

- As you know, we've been rounding up at the register for over a year to raise funds for Seed Sowers. This money is placed in an account with the Twin Pines Foundation and can be borrowed by other Co-ops. We earn interest on the money we have in our fund.
- Even though we've really just begun building this fund, we already have over \$300 in earned interest that we can pay out to community groups here on the Palouse.
- Look for an announcement in the next Rooted edition!

Melinda shared additional information with the Board:

- She signed the lease extension today for the Co-op's current downtown location. The lease now extends to the year 2035.
- The Co-op's insurance company requested that any producer that does business with our store list the Co-op as additional insured. Although it is easy for producers to do this, some, especially those without liability insurance may be upset with this new rule. Colette will help word the letter that goes out to producers.
- Melinda spoke with the Western Corridor Risk Management Committee regarding the Co-op on Campus. This was done as a courtesy, not as a requirement. Their feedback was overwhelmingly positive. Kenna (the Co-op's former GM) is on the committee, and she congratulated Melinda and shared that she had looked for a way to open a branch on campus for over 20 years.
- Co-ops across the nation, including the Moscow Food Co-op, were recently overcharged for credit card processing. The Moscow Food Co-op will be reimbursed nearly \$3,500, which should be paid by the end of August. When the class action lawsuit settles, the Co-op should receive additional money.

BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

BOARD Action Items– 8.8.2017

Owner Engagement (*internal action items kept separately*)

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

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

1. Policy & Bylaw committee to look at how to get good, honest staff input.

Executive Committee (*internal action items kept separately*)

Strategic Initiatives (*internal action items kept separately*)

General

1. Melinda will provide the Board with a document that specifies NCG and DC targets for expansion readiness.
2. Melinda to verify that the ownership form aligns with the new bylaws.
3. Melinda to find out whether the 2009 industry standard referred to on page 3 of Melinda's Policy B3 report has been updated.

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

1. The Board will create an Advocacy Committee that will keep the Board informed of topics related to Food policy and democracy in action. (Hold)
2. The Board will make a timeline for the capital campaign and consider hiring a capital campaign manager. (Hold)
3. Colette to put together Farm Bill information for Study and Engagement. (To be completed in the fall.)

DONE

- ✓ Laurene to send Todd Geidl's contact information to the Board.
- ✓ Willow to bring to May's work session the Conflict of Interest form for Board members to sign.
- ✓ Willow to contact Dave Swanson to determine his availability to be on a conference call with the Board during a meeting or work session to discuss White Paper.
- ✓ Willow to find out when the Co-op's Film Series schedule is released and let the Owner Engagement committee know.
- ✓ Willow to add immigration statement to Co-op's website.
- ✓ Melinda to email to the Board the letter that staff receives before taking part in the Employee Opinion survey.
- ✓ Policy & Bylaw will review the draft of the Ends policy created at the May work session.

CONFIRM AGENDA

The following agenda items were added to the Business Agenda:

GM Monitoring (D)

Eat Local Week (D)

BUSINESS AGENDA

Finalize fall meeting and work session dates (D)

Melinda will be out of town for the September Board meeting. The Board decided to keep the meeting on September 12th. The Board will finalize later fall meeting dates at September's meeting.

Strategic Initiatives committee charter (P)

Motion to accept the Strategic Initiatives charter, seconded, passed **7-0-1**

Purchasing a Co-op vehicle (D)

Melinda shared with the Board that when the Co-op on Campus opens, Melinda or managers will be delivering food from the downtown location. In the future, Melinda may bring to the Board a discussion about purchasing a vehicle.

Action: Melinda to come up with preliminary research regarding purchasing or leasing a vehicle and let the Board know.

Citizens' Climate Lobby (D)

Action: Tom, as chair of the Strategic Initiatives committee, will do research and due diligence on the Citizens' Climate Lobby form, and will report back to the Board.

Action: Willow will add to September's agenda a vote on signing the Citizens' Climate Lobby as a Board.

Possible reimbursement for Forum guest (D)

Owner Engagement committee is holding a Forum after “Keep the Hives Alive”, the Co-op’s Film Series movie, which will be shown on September 20th. The committee would like to know if they can offer reimbursement to a Forum participant if they come in from out of town. The Board agreed to this travel reimbursement.

An event in conjunction with opening the Co-op on Campus location (D)

The Board and Owner Engagement committee would like to be part of the grand opening of the Co-op on Campus. The event will be discussed in further detail as it gets closer.

Ends Policy (D)

This item was discussed at length during Study & Engagement. The following action items resulted from the discussion:

Action: Melinda will put into writing for the Board what she would like to see in the Ends policy.

Action: Policy & Bylaw committee will take each of the six parts of the current Ends Policy, turn it into a result statement, and identify its beneficiary. They will then report back to the Board.

GM Monitoring (D)

September’s Board Monitoring report is D4: Monitoring GM Performance. Each Board member will fill out a monitoring sheet to evaluate Melinda’s compliance. Those will then be summarized into one document by Laurene, the Board President, and discussed as a group with Melinda. It was clarified that this compliance report is different than the GM’s performance review, which is done during Executive Session.

Action: Willow will send the GM Monitoring form to the Board, and the Board will send completed form to Laurene.

It was noted that the GM has the opportunity during the performance review to request a salary raise. Melinda opted to forgo that request this year.

Eat Local Week (D)

On the Tuesday of Eat Local Week (September 12th), the Co-op is hosting a local apple tasting. The Board would like to attend this event, and have dinner in the deli before the September Board meeting that day. The Board will arrive for dinner at 5:30 in the Co-op deli, and will begin the Board meeting at 6:30 in the Fiske room of the 1912 Center in Moscow.

Committees: Reports/Work Plans progress (R)

Nominations & Elections – The committee will meet and begin working on Elections packets.

Policy & Bylaw –

Owner Engagement – On August 27th, from 4-7pm is the Co-op’s P6 Party. The Owner Engagement committee will be helping at the event, and Board members are encouraged to attend also.

Strategic Initiatives –

Executive Committee – Laurene wrote an article for Community News on her experience at CCMA. Laurene would like to get reports from Joe and Kerry on the sessions they attended.

BOARD ASSIGNMENTS AND MEETING REVIEW

E-newsletter brief-200 words or less

Due the 10th and 20th of each month

- (10th) New committee members, P6 Parking Lot Party, Film/Forum—Tim
- (20th) Remind owners to redeem Patronage Dividends—Laurene

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

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

- Willow
 - Board meetings
 - Board events

Rooted article – 600 words for single page

The Board will not write an article for Rooted’s fall edition.

Upcoming dates to remember:

August work session: August 15, 2017, via conference call.

Meeting review

Notes taken by Willow Venzke

Meeting adjourned at 9:15 pm.

The next meeting will be September 12, 2017 in the Fiske Room at the 1912 Center.

EXECUTIVE SESSION

The Board approved appointment of Linda Russo to the Owner Engagement committee, 8-0-0

Signature of the Board President

Date