

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

**Tuesday, August 8, 2023**

**Held in the Fiske Room at the 1912 Center**

**Present:** Mark Thorne (President); Dulce Kersting-Lark (Treasurer); Trish Hatzell; David Nelson; Stephen Barbuto; Priscilla Schmidt; Kelsey Manning; (Board); Melinda Schab (GM); Noelle Borkowski (Board Administrative Assistant)

**Absent:** Candis Claiborn (Secretary), Ken Hart (VP)

**Facilitator:** Erin Tomlin

**Guests:** Greg Meyer (Owner via Zoom), Sarah Tucker (Owner) Courtney Gossett (Co-op staff via Zoom) Kristen Strong (Co-op Marketing Manager)

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

**Erin called the meeting to order at 6:04 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.

Greg Meyer brought up issues of customer service.

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### **STUDY & ENGAGEMENT**

No guest speaker attended the meeting. .

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

#### **Minutes:**

The Board made no amendments to the June minutes:

Motion to accept the consent agenda and business agenda, passed **6-0-0**

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

**Board Action Items – 7/11/2023**

**General**

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#### **Committees**

**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**

**Completed**

*There were no updates to the action item list.*

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## **BUSINESS AGENDA**

### **GM Policy Monitoring:**

#### **Policy B7: Emergency GM Succession**

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

Motion to confirm compliance to the monitoring report Policy B9 passed 6-0-0.

### **Board Monitoring Reports**

#### **Policy C5: Board Code of Conduct**

Trish, Dulce, and Mark presented to the board of directors the board Code of Conduct C5 and its interpretation. The board asked clarifying questions. Edits were made to Policy C5.2b to require all Directors to re-sign Conflicts of Interest declaration annually at the April Board Meeting when new Directors are seated.

C5 with amendments passed 6-0-0

*Kelsey Manning joined the meeting*

### **New Calendar**

The Board reviewed the new proposed calendar.

Motion to approve with adjustments to accommodate the BOCC and N&E Committee Merger. Passed (7-0-0)

### **BOCC and N&E Merger**

Priscilla, Dulce, and Trish briefly elaborated on their proposed merger.

Adoption of the suggested merger with mandatory recusal language for those members running for a board position; removing "rolling basis" from the language; striking the remaining BOCC communication

plan; the committee composition will include 3 board members and 3-6 participating owners; and the title of the new committee is subject to change. **Passed 7-0-0**

Revised Board Calendar was approved with minor amendments to the proposed schedule to align with the timeline presented by the Nominations and Elections Committee.

Calendar passed 7-0-0 with amendments

### **Proposed Fall Retreat Topics**

GM Evaluation and Compensation process

### **Committee Check-In**

The committee chairs briefly elaborated on their committee notes.

### **General Manager's 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.

The General Manager's FYI is available online here.  
( <https://www.moscowfood.coop/gm-fyi-reports-owners> )

### **Writing Assignments**

#### Newsletter assignments

All assignments are due on the 15<sup>th</sup> of the month before the Newsletter is issued.

Topics will be emailed out.

*Notes taken by Noelle Borkowski  
Meeting adjourned at 7:47 p.m.*

Signature of the Board President

Date