

Moscow Food Co-op Board of Directors Meeting Minutes

5 December, 2023 6:00 p.m.

Held at the 1912 Center's Fiske Room (412 E 3rd Street, Moscow) and via Zoom

Facilitator: Erin Tomlin

Present: Mark Thorne (President), Ken Hart (Vice President), Candis Claiborn (Secretary), Priscilla Schmidt, Trish Hartzell, Stephen Barbuto, Kelsey Manning, David Nelson, Melinda Schab (GM), Sarah Tucker (Board Admin)

Absent: Dulce Kersting-Lark (Treasurer)

Guests: Sandra Kelly (Guest Speaker), Greg Meyer (Owner via Zoom)

8 of 9 directors present at the start of the meeting; a quorum is reached.

Facilitator Erin Tomlin called the meeting to order at 6:04pm

OWNER COMMENT PERIOD

There were **no** owners who wished to speak.

STUDY AND ENGAGEMENT

Guest Speaker Sandra Kelly, Alternative Giving Market of the Palouse (agmpalouse.org), presented to the board about how the AGMP works and how it supports local nonprofits. The Board asked follow-up questions.

Guest Speaker Sandra Kelly finished her presentation and departed the meeting at 6:25pm

PREPAREDNESS CHECK-IN

There were **no** Directors who were unprepared and therefore unable to vote.

CONSENT AGENDA

A motion made by David Nelson to accept the November 2023 draft meeting minutes, 2024 Board budget amendment, and December business agenda **8-0-0**.

ACTION ITEMS REVIEW

Sarah Tucker and Thane Joyal are working together to draft job descriptions for board officers.

BUSINESS AGENDA

GM Policy Monitoring

BI: Financial Condition and Activities

The Board reviewed Melinda's provided report in advance of the meeting. The board asked clarifying questions.

A motion made by Trish Hartzell to accept the report for Policy BI and find it compliant with no exceptions **carried 8-0-0**.

Board Monitoring Reports

C9: Board Member Nominating and Election Process

The Board reviewed and discussed the report as prepared by Mark, Candis, and David. There was clarifying discussion.

Action item: The Executive Committee will review the SOP for filling a vacant position.

A motion made by Kent Hart to accept the report for Policy C9 and find it compliant with no exceptions **carried 7-1-0**. David Nelson requested to be put on the record as having voted against the motion.

GM Policy Monitoring Summary

The Board reviewed Board action on GM Policy Monitoring in the past year. All policies in the past year were acknowledged as compliant.

The Board appreciated and congratulated Melinda for her hard work this year.

Committee Reports

EBOCC: Minutes were included in the Board Packet. Priscilla Schmidt shared the committee's current plans for the candidate forum and the annual meeting. The Board answered EBOCC questions about the new candidate orientation and what defines a participating owner. There was clarifying discussion.

Executive Committee: Minutes were included in the Board Packet. No supplemental verbal report.

Ad Hoc Policy & Bylaws Committee: Minutes were included in the Board Packet. Ken Hart will recommend the committee's proposed changes to policies C6:3, C6:5, C6:9 in the January meeting.

General Manager's FYI

Melinda shared an overview of the December GM FYI report.

The General Manager's FYI is available online [here](#).

Writing Assignments

Action item: Melinda Schab will ask Kristin to share the details of AGMP on social media before the 2023 event.

Reading Assignments

Board Members, the GM, and the Board's facilitator will be individually reading and reporting on *13 Ways to Kill Your Community*, as assigned below:

January

1. Priscilla
2. Melinda
3. Ken
4. Stephen

February

5. David
6. Mark
7. David
8. Candis

March

9. Dulce
10. Trish
11. Erin
12. Kelsey
13. Ken

Future Policy Monitoring

January: D: Trish, Stephen, Mark reviewing Global Board-Management Connection

February: Ken, Stephen, Mark reviewing D1: Unity of Control, D2: Accountability of the GM

March: David, Candis, Mark reviewing D3: Delegation to the GM, D4: Monitoring GM Performance

Meeting adjourned at 7:16pm

The Board entered into Executive Session for GM Evaluation.

Minutes recorded by Sarah Tucker, 5 Dec 2023

2024 Board Meeting Dates:

- 9th January
- 6th February
- 5th March
- 2nd April
- 7th May
- 4th June
- 9th July
- 6th August
- 3rd September
- 1st October
- 5th November
- 3rd December