Moscow Food Co-op Monthly Board of Directors Meeting
Tuesday, January 4, 2022
Held virtually via ZOOM in response to COVID-19
Present: Melinda Schab (GM), Alice Ma (President), Cheyne Mayer (Vice President), Julia Parker (Secretary), Mark Thorne (Treasurer), Rob Ely, Isabel Barbuto, Dulce Kersting-Lark, Trish Hartzell, Chloe Rambo (Marketing Manager)
Facilitator: Alice Ma (President)
Guests: Greg Meyer, Bill Beck, Ashley Jennings
Absent: None

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

Alice called the meeting to order at 6:01 p.m.

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.

Isabel joined the virtual meeting during the Owner Comment Period.

CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA

Cheyne requested moving the creation of the action item for Policy & Bylaw to be right after the Board Retreat Review.

Motion to accept the consent agenda as presented and business agenda as amended, passed 7-0-0.

Guest Ashley Jennings arrived during the approval of the consent and business agenda.

BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP

Board Action Items – 1.4.2022

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

1. The Board-Owner Communication Committee will draft elevator speeches for the frequently asked questions in the Board-Owner Communication Plan.
2. The Board-Owner Communication Committee will finalize the mechanics of making GM and Board monitoring reports available to owners after meetings.

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

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

1. Policy & Bylaw will review Policy D2 for clarification of the top-level policy with assistance from Board consultant Thane Joyal.
2. Policy & Bylaw will review and revise Policy C7 to add a top-level policy and review subpolicy C7.1.

3. Policy & Bylaw will work with Thane Joyal on comprehensive review of Policy C10.

Board Development Committee (*internal action items kept separately)*

1. The Board Development Committee will research how GM compensation is monitored in other food co-ops, (as part of reviewing Policy B6 Staff Treatment and Compensation, subpolicy 5.)

General

1. The Board will discuss Julia's presentation on meeting efficiency at the November Board meeting. Feedback can be provided in advance via email.
2. Melinda will return a complete GM compensation proposal by the February Board meeting.

DONE

✓ Chloe will send the link to the updated Board Handbook to the Board for review.
✓ Chloe will secure a location for the retreat.

Parking Lot:

- Conversation about staff interest in training and purchasing using discount.
- Melinda will share the approximate percentage of conventional items available from the warehouses of both UNFI and KeHe. *(Revisit the action item once suppliers' product availability stabilizes)*
- The Board Development Committee will discuss Director compensation.

Rob joined the virtual meeting during the discussion of Action Items.

BUSINESS AGENDA

GM Policy Monitoring

Policy B1: Financial Condition and Activities (Q3)

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

Julia joined the virtual meeting during the discussion of Policy B1 prior to the vote.

Motion to accept the monitoring report on Policy B1 with acknowledgement of noncompliance of B1.1, passed 9-0-0.

Policy B6: Staff Treatment and Compensation

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

Motion to accept the monitoring report on Policy B6, passed 9-0-0.

Board Monitoring Reports

Policy C1: Governing Style

The Board reviewed and discussed the policy monitoring survey.

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

Meeting Efficiency

Julia briefly reviewed what the Board learned at the Winter Retreat regarding meeting efficiency. There was no additional update to share at this time.

Review Winter Retreat

The Board shared their thoughts on high-priority topics for future learning and discussion.

Creation Action Item for Policy & Bylaw Committee

Cheyne requested the creation of an action item for the Policy & Bylaw Committee following discussions at the Board's Retreats.

Rob's virtual connection to the meeting was lost during this discussion prior to the vote.

Motion for Policy & Bylaw to review Policies C5 (Directors' Code of Conduct) and C9 (Board Member Nominating and Election Process) for consistency of rules regarding Moscow Food Co-op employment vis-à-vis Board service/candidacy, passed, 8-0-0.

Review Committee Charters

Alice gave a brief overview of the process for reviewing committee charters.

Motion to dissolve the Strategic Vision Committee and move these responsibilities to ad hoc committees as needed by the Board, passed 8-0-0.

Motion to accept the charters of the Policy & Bylaw Committee, Nominations & Elections Committee, Board-Owner Communication Committee, and Board Development Committee as presented, passed 8-0-0.

The Board took a five-minute break and reconvened at 7:35 p.m.

Committee Check-In

The committee chairs briefly elaborated on their committee notes.

- Board Development Committee: No updates to share.
- Board-Owner Communication: Nothing needed from the Board.
- Nominations & Elections: The committee will host a cider tasting at the downtown store from 4:30 - 6:30 p.m.

General Manager's FYI

The General Manager's FYI is available online here.

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

Chocolate Time:

The original topic was postponed because Rob's virtual connection was lost earlier in the meeting..

The Board instead discussed the Co-op's public image.

Action Item: Melinda will research the survey tools available to us to research the public opinion of the Co-op.

Notes taken by Chloe Rambo
Meeting adjourned at 8:15 p.m.

Signature of the Board President Date

Signature of the Board Secretary Date