**Moscow Food Co-op Monthly Board of Directors Meeting**
**Tuesday, January 3, 2023**
**Held at the Latah County Fairgrounds and via Zoom**
**Present:** Mark Thorne (President),Alice Ma (Vice President), Ken Hart (Secretary), Dulce Kersting-Lark (Treasurer), Isabel Barbuto, Trish Hartzell, Candis Claiborn, Melinda Schab (GM), Alison Lubo (Board Admin)
**Facilitator:** Erin Tomlin
**Guests:** Nils Peterson (Guest Speaker) Greg Meyer, Chloe Rambo (Marketing Manager), Courtny (Marketing Coordinator)
**Absent:** Rob Ely, Julia Parker

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

*Mark called the meeting to order at 6:04 p.m.*

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## OWNER FORUM

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.

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## CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA

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

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## BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP

### Board Action Items

Guest Speaker from Moscow Affordable Housing Trust - Nils Peterson discussed affordable housing in Moscow.

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## BUSINESS AGENDA

**GM Policy Monitoring Reports:** Melinda discussed compliance to the B1 and B6 policies
B1: Financial Condition and Activities
- Policy B1, Policy B1 Monitoring Report

B6: Staff Treatment and Compensation
- Policy B6, Policy B6 Monitoring Report

Motion to accept B1 in compliance passed 7-0-0.

Motion to accept B6 in compliance passed 7-0-0.

**Review Committee Charters**

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

- Reviewing Committee Charters for 2023
  - **Nominations and Elections** (internal action items kept separately)
    Dulce discussed with the Board updates from the Nominations and Elections committee.

  - **Policy & Bylaw** (internal action items kept separately)
    Ken discussed the Board updates from the BOCC committee.

  - **Board-Owner Communication Committee**
    Alice discussed with the Board updates from the BOCC committee.

  - **Board Development Committee** (internal action items kept separately)
    Mark discussed the committee name on changing it back to the Executive Committee

Motion to change the name of the committee from Board Development Committee to the Executive Committee passed 7-0-0

Motion Motion to accept committees Nominations and Elections, Policy & Bylaw, and Board-Owner Communication as is, passed 7-0-0.

Action Item: The board will discuss N & E and BOCC composition in the next BOD meeting in February.

**Board Meeting Schedule and C & D Policy Monitoring Framework**

- Justification for Meeting Monthly
  - Mark discuss the current schedule

- Replacing Surveys with Discussion for C & D Policy Monitoring
  - Discussed changing the way the way the BOD monitors policies
    - Policy Monitoring motioned to discontinue monitoring surveys and begin adopting written reports passed 7-0-0
  - Limiting meetings to 2 hour max
  - Motion to go to a 12 month schedule with December meeting to have some

festivities to be added.
    - Motion to change to a 12 month meeting passed 7-0-0

- New Monitoring Calendar (C3)
    - Motion to accept the updated C3 Supplementary Calendar passed 7-0-0

**Committee Reports**

The committee chairs briefly elaborated on their committee notes.

**GM FYI**

- January 2023 FYI: Melinda updated the board on the Moscow Co-op

**Writing Assignments**

- Mark will write a short piece to update the community on the January meeting.

**Chocolate time:**

- Board members shared thoughts and reflected on the presentation from the guest speaker.

**Parking Lot:**

1. Conversation about staff interest in training and purchasing using discounts.
2. 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)
3. The Board Development Committee will discuss Director compensation.

Meeting adjourned at 8:09pm

Minutes taken by Alison Lubo