

Moscow Food Co-op Monthly Board of Directors Meeting

Tuesday, January 9, 2018

Meeting room of Umpqua Bank, Pullman, WA

Present: Melinda Schab (GM), Laurene Sorensen (President), Alex Lloyd (Treasurer), Idgi Potter (Board), Tim Kohler (Board), David Nelson (Board), Carol McFarland (Board), Ashley Hamlin (Board), Tom Bitterwolf (Board), Willow Venzke (Board Administrative Assistant)

Absent: Colette DePhelps (Vice President/Secretary)

Facilitator: Laurene Sorensen

Guests: Alycia Rock, Greg Meyer, Cheyne Mayer

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.

There were no owners present who wished to speak.

STUDY & ENGAGEMENT:

The Board discussed the article “What’s in a Name? PCC Rebrands” by Heather Snively.

When the Moscow Food Co-op opens a store in Pullman, a name change for the Moscow store is a possibility, and the Board should start thinking about that now. It was noted that the rebranding process takes time, but implementation can happen overnight.

The Board felt that this was a good article, and Laurene expressed appreciation that PCC shared so many of the results from their extensive market research.

CONSENT AGENDA

Minutes:

Motion to accept the November 2017 Board of Directors meeting minutes, seconded, **passed 7-0-1.**

GM Monitoring Reports:

Policy B: Global Executive Constraint

Melinda provided a written report regarding global executive constraint. The Board appreciated the amount of work she put into it.

Melinda was commended on keeping profits up even during times of slow sales. Melinda shared that employees have been working hard to make smart labor decisions, and to control spending and losses.

It was noted that the Produce department is doing really well. Logan, the manager, has been following trends and looking for good deals. He has a great team that works well together.

Motion to accept Policy B: Global Executive Constraint, and find it in compliance, seconded, **passed 8-0-0.**

Policy B1: Financial Condition and Activities

Melinda provided a written report on the Co-op's financial condition.

The Board discussed new ownerships, and it was shared that the Co-op may not be able to expect an unending upward trend in new ownership, but that what is needed is more lifetime owners.

Motion to accept Policy B1: Financial Condition and Activities, and find it in compliance, seconded, **passed 8-0-0**.

Policy B6: Staff Treatment and Compensation

The Board discussed the report provided to them by Carolee Colter from CDS Consulting, who administered the Co-op's 2017 Employee Opinion Survey.

Motion to accept Policy B6: Staff Treatment and Compensation, and find it in compliance, seconded, **passed 8-0-0**, with the "N" typo on page 7 noted. (It should have been a "Y".)

Action: Melinda will email Carolee to inform her of the error in her report for Policy B6.

Policy B7: Communication to the Board

Melinda provided a written report on communication to the Board.

Motion to accept Policy B7: Communication to the Board, and find it in compliance, seconded, **passed 8-0-0**.

Policy C2: The Board's Job

The Board voted to find Policy C2: The Board's Job in compliance, **8-0-0**.

Policy C5: Directors' Code of Conduct

The Board voted to find Policy C5: Directors' Code of Conduct in compliance, **8-0-0**.

Policy C7: Board Committee Principles

The Board discussed the importance of committee work being a productive use of members' time.

The Board voted to find Policy C7: Board Committee Principles in compliance, **8-0-0**.

GENERAL MANAGER FYI REPORT

January 2, 2017

No action needed

1. Co-op on Campus

→ Grand Opening Celebration is scheduled for Thursday, January 11th from 10 a.m.-6 p.m.
Please feel free to come by and visit or to stay awhile!

2. Center Store Project

→ Deli seating was removed temporarily to accommodate our bulk fixtures in preparation for construction

→ Concrete cutting began this morning (January 2nd). The contractor has informed us that although originally he predicted the whole process would take about 3 weeks, we got a last minute update that they may be ready to pour new concrete on Monday, January 8. If so, we could restore the deli seating area as early as Wednesday, January 10!

- The Produce Department is getting new dry fixtures for the center portion of the department. These are scheduled to be installed January 17 and 18.
- The Meat Department will be getting a new grease trap installed. This portion of the project should take 5 days and is tentatively scheduled for the week of January 22.
- New POS lanes are scheduled to be installed beginning on February 12.

3. Composters

- Composting tubs have successfully been relocated to PCEI!

4. CBLD Training

- CBL 101 is being offered on 3/24/18 in Portland, OR. Directors who want to attend should let Willow know.

5. Western Corridor Winter Meeting

- February 1 & 2 in Los Angeles – I'll travel on the 31st and be back very late on the 2nd.

Melinda shared more updates:

- Concrete was poured this morning, not yesterday.
- Bulk fixtures will be moved back and Deli seating returned on Thursday evening.
- Dry produce fixtures will be in Friday.
- Another co-op sold us a cheese case that is getting delivered Friday.
- A new grease trap will be installed in the Meat department. On Monday, the store is closing at 6 p.m. so they can cut cement. Plumbing will be done Tuesday and Wednesday. On Thursday and Friday, concrete will be poured. The Meat department could be open Saturday or Monday.
- Meat is vacuum sealing product and stocking freezers to have enough product while they are closed.
- POS systems are now coming Feb. 19th
- The Corridor meeting is actually January 31st and February 1st.
- Single-stream recycling cans were delivered.

BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

BOARD Action Items– **01.09.2018**

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 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.
2. Policy and Bylaw will revisit Policy B4 to make it consistent with the new bylaws.

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 find out whether the 2009 industry standard referred to on page 3 of Melinda's Policy B3 report has been updated.

3. Melinda to come up with preliminary research regarding purchasing or leasing a vehicle and let the Board know.
4. Melinda will put into writing for the Board what she would like to see in the Ends policy.
5. Melinda will ask Alycia to help create a Board communication plan.
6. Willow will add to February's work session a discussion of Policy C3.
7. Laurene will call Todd Geidl to ask him to begin the Washington incorporation process.
8. Colette will contact David Montgomery to determine his availability for the Annual Meeting on April 17, 2018.
9. Colette will send the Board a link to David Montgomery's webpage.
10. Melinda will ask IT what owner demographic is available.
11. Willow and Melinda will look up past notes to see where the discussion on an owner-led Community News landed.
12. Willow will add to January's agenda a discussion about Board members and political office.

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 for expansion into Pullman. (Hold)

DONE

- ✓ Policy & Bylaw committee will consult with Melinda, and then bring a revised Policy Monitoring Calendar to the Board.
- ✓ Melinda to verify that the ownership form aligns with new bylaws.
- ✓ Willow will send the GM Monitoring form to the Board, and the Board will send completed forms to Laurene.
- ✓ Willow will send the Board information on the CBLD conference when it comes available.
- ✓ Willow will reserve the Great Room of the 1912 Center for April 17th from 5-8 pm.
- ✓ Willow will call Hunga Dunga to reserve the back room for December 12th.

CONFIRM AGENDA

BUSINESS AGENDA

Draft Policy B4 (P)

Called to vote, approved, 8-0-0.

Draft Policy C3 (P)

Called to vote, approved 8-0-0.

Spring Retreat (D)

A local location for the retreat is yet to be determined. Friday night there will be a social. Todd Wallace will be here to do an onboarding of new Board members on Saturday, and all Board members will attend the retreat on Sunday.

Board Communication Plan (D)

Alycia attended the Board meeting to discuss a Board Communication Plan. She introduced herself and shared her background.

Alycia and the Board discussed the best way to help the Board connect with owners and community members, both in person and through written communication.

It was determined that Board members would like

- a job to do while tabling.
- talking points regarding expansion into Pullman.
- a Board communications guide.
- a stronger connection between Board members and staff.
- an overhaul of the communication schedule on the Board meeting agenda.
- rolling Board updates in Community News.
- an opportunity to share features and exciting news in *Rooted*.

Tim, as chair of the Owner Engagement committee, will be the Board's point of contact for communication.

March Board Meeting (P)

The second Tuesday of March falls during Spring Break, so the Board meeting will be moved to the 20th.

Board Members and Political Office (D)

Laurene and David will be running for legislature. Political campaigns take a lot of time, and the Board should keep this in mind when electing officers. Also, it is important to serve all owners, not just those with similar political beliefs.

Committees: Reports/Work Plans progress (R)

Nominations & Elections – We have received one Board application so far. To approve the candidate slate, the committee will send an email to the Board asking all members to reply to Laurene. If there's anything controversial, the committee will call a phone meeting.

Policy & Bylaw – The committee will be talking to Todd at the next meeting about a multi-year plan.

Owner Engagement – Plans for the Forum, in partnership with the Human Rights Commission, are moving forward for the first week of April.

The Annual Meeting will be April 20th at Gladish in Pullman.

Strategic Initiatives – Has not met.

Executive Committee – The committee holds its monthly calls with Todd Wallace.

BOARD ASSIGNMENTS AND MEETING REVIEW

Until the Board's Communication Plan is complete, the Board authorizes Willow to discuss with Alycia what communications are requested.

Upcoming dates to remember:

February work session: February 13, 5-7 p.m.

Action: Willow to contact Hunga Dunga to reserve space for the February work session.

Meeting Evaluation

Executive Session

The Board approved a compensation increase for Melinda Schab and approved the creation of an ad hoc committee focused on GM compensation.

*Notes taken by Willow Venzke
Meeting adjourned at 8:27 p.m.*

Signature of the Board President

Date