

Moscow Food Co-op Monthly Board of Directors Meeting

Tuesday, March 20, 2018

Fiske Room, 1912 Center, 412 East Third St., Moscow, ID

Present: Melinda Schab (GM), Laurene Sorensen (President), Colette DePhelps (Vice President/Secretary), Alex Lloyd (Treasurer), Idgi Potter (Board), David Nelson (Board), Carol McFarland (Board), Ashley Hamlin (Board), Tom Bitterwolf (Board), Willow Venzke (Board Admin)

Absent: Tim Kohler (Board)

Facilitator: Colette DePhelps

Guests: Alycia Rock, Greg Meyer, David Hall, Cheyne Mayer, Amanda Argona, Aaron Sparks

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.

David Hall, a lifetime member of the Co-op, requested that we remove the words “have the opportunity to” on the Board agenda, so that it reads, “*Is there anyone present who did not ~~have the opportunity to~~ read his or her Board packet?*” David, who is in charge of Community News layout, also requested that the date for the Board to submit articles for the Community News be changed on the agenda from the 20th of the month to the 15th to align with the production schedule. Additionally, he shared that some owners didn’t know about the remodel project until it was happening, and that the Co-op should make sure to communicate better about big upcoming projects to owners.

STUDY & ENGAGEMENT:

NONE

CONSENT AGENDA

Minutes:

Motion to accept the January 2018 Board of Directors meeting minutes with the amendment of correcting a name in the account of Study & Engagement and including the creation of an ad hoc committee on GM compensation, seconded, **passed 8-0-0.**

GM Monitoring Reports:

Policy A: Global Ends

Idgi felt that the policy report was really good and contained the appropriate level of detail. Possible changes to the Dime in Time program were discussed.

Motion to accept Policy A: Global Ends, 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 to the Board.

The Board discussed some of the factors that influenced the 4th quarter's results:

- Additional staff training for the Co-op on Campus
- An increase in community support payouts
- An increase in advertising expenditures
- Cost of living adjustment for the majority of employees
- Access discount usage increase, especially the Tuesday senior discount

There was a decline in annual total owner equity dollars from 2015-2017. Currently there is not a Board or NCG established target for new ownerships, but the Board could set one in the future.

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

Policy B2: Planning and Financial Budgeting

Melinda provided a written report on financial planning to the Board. A discussion of Policy B2 was moved to the business agenda.

Motion to accept Policy B2: Planning and Financial Budgeting, and find it in compliance, seconded, passed 7-1-0.

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 C4: Board Meetings

It was noted that some Board members feel that meeting every other month isn't allowing the Board to get all their work done.

The Board voted to find Policy C4: Board Meetings in compliance, passed 8-0-0.

Policy C6: Officers' Roles

Motion to move this item to the business agenda, seconded, passed 7-0-1.

Policy D5: GM Compensation Review

Motion to move this item to the business agenda, seconded, passed 6-2-0.

GENERAL MANAGER FYI REPORT

February 28, 2018

No action needed

1. Co-op on Campus

- The Grand Opening Celebration on Thursday, January 11th was a huge success. We gave out 100 gift bags in the first 13 minutes and had lines out the door for most of the day.
- We have planned some additional marketing and advertising to encourage new customers after spring break.

2. Center Store Project Timeline (approximate, as of 2.27.18)

- Anytime between now and March 20th we will be temporarily relocating bulk, beer, bread, cheese, and all the shelves adjacent to the salad bar.
- The week of March 9th our new lane lights (for cash registers) should be installed.
- Between now and the end of March the public restrooms will be refreshed and new sinks/faucets will be installed. This work will be completed after hours so there will be no disruption for our customers.
- On March 23rd all of our new refrigeration is scheduled to be delivered. Installation will take 7-10 days. Coolers/freezers must be running for 48 hours before any product can be safely held in them.
- On April 2nd our help from the Development Co-op arrives to begin a week-long reset (putting things in their new homes).
- New floor lighting is scheduled to be installed the week of April 9th, at which time new aisle signs will also be installed.
- New bulk fixtures arrive the week of April 16th.
- New shopping carts have been ordered and will arrive before the end of April.

3. Tuesday Growers Market

- It's that time of year when we start planning the summer market season. Our plan going forward is to hand off ownership of the TGM to a community steering committee while continuing to offer the Co-op's support.

4. Earth Month Events

- Alice Ma will be teaching a **Zero Waste Cooking Class** on April 13th.
- The **Food For Thought Film Series** is screening Island Earth on April 18th. There will also be a guest speaker talking about GMOs
- We're partnering with PCEI's Sustainability Festival on a **Sustainability Bike Ride** on April 28th

5. NCG Spring Meeting

- April 11 and 12 in Durham, NC. I'm traveling out on the 10th and back on the 13th.

6. Owners Week

- Scheduled for May 19th – 27th.

Updates from Melinda:

- Refrigeration equipment is arriving tonight after hours, so the parking lot will be closed in the morning during equipment unloading. Yellow Duck Refrigeration will be in the store for set up.
- Compressors are up on the roof. Installation was very smooth.
- Bulk fixtures arrive April 23rd.

BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

Board Action Items— 03.20.2018

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. (Hold)

Executive Committee (*internal action items kept separately*)

Strategic Initiatives (*internal action items kept separately*)

General

1. Willow and Melinda will look up past notes to see where the discussion on an owner-led Community News landed.

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)
3. Melinda will put into writing for the Board what she would like to see in the Ends policy. (Hold)

DONE

- ✓ Policy and Bylaw will revisit Policy B4 to make it consistent with the new bylaws.
- ✓ Melinda will ask Alycia to help create a Board communication plan.
- ✓ Laurene will call Todd Geidl to ask him to begin the Washington incorporation process. (Update: will be Dorsey & Whitney)
- ✓ Colette will contact David Montgomery to determine his availability for the Annual Meeting on April 17, 2018.
- ✓ Colette will send the Board a link to David Montgomery's webpage.
- ✓ Willow will add to January's agenda a discussion about Board members and political office.
- ✓ Willow to contact Hunga Dunga to reserve space for the February work session.
- ✓ Willow will add to February's work session a discussion of Policy C3.
- ✓ Melinda will provide the Board with a document that specifies NCG and DC targets for expansion readiness.

- ✓ Melinda to come up with preliminary research regarding purchasing or leasing a vehicle and let the Board know.
- ✓ Melinda will ask IT what owner demographic is available.

Action: Laurene will email the ad hoc committee's reports on owner communications from the December 2015 meeting.

Notes:

- Alycia organized an interview with KLEW today. It will air Thursday.
- The Facebook Live numbers from the Candidate Forum were good.
- Over 400 people have voted so far in the Board elections, and this is only the third day voting has been open.

CONFIRM AGENDA

Added to the Business Agenda:

- A presentation from Alycia, Marketing Manager, on the Board Communication plan, 20 minutes
- Policy C6: Officers' Roles, 10 minutes
- GM Compensation Committee, 5 minutes
- Policy D5: GM Compensation Review, 10 minutes

Removed from the Business Agenda:

- Candidate Forum Introduction

BUSINESS AGENDA

Board Communication Plan

Alycia, Marketing Manager, presented the Communication Plan she created after getting the Board's input on their communication goals at the January Board meeting. She asked that Board members read over the draft and provide feedback to her by Friday, March 30th.

Improving Board Communication (D)

It was noted that meeting dates shouldn't change, because it is hard for Board members to reorganize their already busy schedules. The Board agreed that meeting publicly every other month is not often enough.

Motion to begin holding 9 public Board meetings every year beginning in May, seconded, passed 8-0-0. The Board will not meet in July, August, and December.

The Board considered possible changes to the Consent Agenda. A discussion of the Consent Agenda will be moved to the Board Retreat in order to include new Board members.

Board Engagement Opportunities (D)

It was recommended that possible Board engagement opportunities be added to the agenda.

Action: When Alycia's Board Communication Plan is finalized, Willow will add the important dates onto the Board calendar.

The Board discussed the importance of retreats compared with the cost of holding them.

Action: The new Executive Committee will add Board retreats onto their work plan.

Spring Retreat Update (D)

The Spring Board Retreat will be April 6-8, and will be led by Todd Wallace, CBLD Consultant.

- Friday evening social time, 6-8 p.m. (location to be determined)
- Saturday 9 a.m.-5 p.m., Uma Center: new Board member orientation
- Sunday 9 a.m.-2 p.m., Uma Center: All Board members, current and newly elected.

Board Calendar—Executive Compensation (P)

Motion that the Board confirms an ad hoc GM compensation committee that is charged with reviewing GM compensation as a whole and will report back to the Board with recommendations of a process of evaluating and determining GM compensation, seconded, passed 8-0-0.

The committee will be composed of Alex, David, Tom, and Laurene.

Board Meeting Schedule (D)

This item was discussed during “Improving Board Communication”.

Elections Update (D)

Quorum has been reached; there are about 478 votes so far. Voting ends March 31 at 5 p.m.

Summer 2018 Rooted Article (D)

Action: Laurene will write an article that recaps the Annual Meeting and will turn it in by April 30th.

Annual Meeting Update (D)

- Friday, April 20, 5:30-7:30 p.m. in the Gladish View Room
- Max will facilitate.
- Nathan Weller, Pullman City Council member, will be the featured speaker.
- Melinda will discuss the Co-op on Campus, growth, internal readiness, and the remodel.
- Laurene will speak as Board President, and the treasurer’s report will be given.
- Musical entertainment will be provided by Inland Harmony Chorus and The Intentions.
- Food will be provided by Porch Light Pizza.

Action: Willow will work with Alycia to create an online option to RSVP to the Annual Meeting.

Officers (D)

Action: Willow will check the Policy Manual and the Bylaws to see whether new Board members can apply to be officers.

Officers will be elected at May’s Board meeting.

Reschedule NCG Trends Discussion (D)

New Board members should be privy to this information, so it was recommended that it be discussed at the Board Retreat.

Action: Melinda will ask Todd to add a discussion of the NCG Trends Report to the Board Retreat agenda.

Forum with Human Rights Commission Update (D)

The Film *Food Chains* will be shown Tuesday, April 10 at 6:30 p.m. at the Kenworthy. Following the film will be a forum with two speakers, David Granatstein, WSU Sustainable Agriculture Specialist, and Victor Canales, UI CAMP Recruiter. The Board is invited to attend.

Policy C6: Officers' Roles (P)

It was recommended that it be added to the calendar in January that Board members start thinking about becoming officers.

Action: The newly elected Board officers will review committee structure to determine whether the Board has the bandwidth to take on another committee to ensure that officers are following policies better.

Motion to accept Policy C6: Officers' Roles, and find in compliance, seconded, passed 8-0-0.

Policy D5: GM Compensation Review

Motion to accept Policy D5: GM Compensation Review, and find it in compliance, seconded, passed 8-0-0.

Committees: Reports/Work Plans progress (R)

Nominations & Elections – The election is going smoothly.

Policy & Bylaw – The committee talked to Todd, CBLD Consultant, to get some preliminary ideas about what the Board should be looking for when writing a multi-year work plan. There was a discussion on management-driven growth vs. Board-driven growth.

Action: Idgi will send an email to the Board that includes the draft of the multi-year plan and solicit feedback from the Board.

A suggestion for the next Board work session: growth and the strategic plan, and how they work together.

Owner Engagement – The Annual Meeting will be April 20th from 5:30-7:30 p.m. at Gladish in Pullman.

Strategic Initiatives – Has not met.

Executive Committee – The committee held its monthly call with Todd Wallace.

BOARD ASSIGNMENTS AND MEETING REVIEW

Rooted, April 30: Laurene

eNewsletter, April 10: Elections Committee

Community News, April 15: eNewsletter elections piece plus new Board member bios

Looking ahead, Rooted, April 30: Willow

Upcoming dates to remember:

Board elections end: March 31

Spring Board Retreat: April 6-8

Annual Meeting: April 20, 5:30-7:30 p.m., Gladish View Room, Pullman

May Board meeting: May 8

Meeting Evaluation

It was noted that there was more cross talk than usual this meeting, and that there seemed to be tension between following agenda time limits and allowing discussion. Ashley reminded the Board of the importance of professionalism. Laurene appreciated that the Board is starting to move past the polite stage and get into things more deeply.

*Notes taken by Willow Venzke
Meeting adjourned at 8:55 p.m.*

Executive Session

Motion to authorize Melinda to spend some of her time over the next six months investigating the feasibility of an expansion opportunity, but will need Board approval for spending any money, seconded, passed 7-1-0.

Signature of the Board President

Date