

**Moscow Food Co-op Monthly Board of Directors Meeting-DRAFT**

**Tuesday, May 2, 2023**

**Held in the Fiske Room at the 1912 Center**

**Present:** Mark Thorne (President); Ken Hart (VP), Candis Claiborn (Secretary); Dulce Kersting-Lark (Treasurer); Trish Hartzell; David Nelson; Stephen Barbuto; Priscilla Schmidt; Kelsey Manning; (Board); Melinda Schab (GM); Noelle Borkowski (Board Administrative Assistant)

**Absent:**

**Facilitator:** Mark Thorne

**Guests:** Andie Severson from SMART Transit; Chloe Rambo (Marketing Manager); Greg Meyer; Courtney Gossett (via Zoom)

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

**Mark called the meeting to order at 6:03 p.m.**

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**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

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**STUDY & ENGAGEMENT**

Guest Speaker Andie Severson from SMART Transit presented to the Board.

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**CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA**

**Minutes:**

The Board made no amendments to the April minutes:

Motion to accept the consent agenda and business agenda, passed **9-0-0**

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**BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP**

**Board Action Items – 4.25.2023**

**General**

The committee will review and correct necessary items in Policy C2.

**Completed:** The Board no longer wants a separate copy of each policy when the policy is being monitored because the policy language is included in the policy reports.

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**Committees**

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

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

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

**Executive Committee (internal action items kept separately)**

**Parking Lot**

**Completed**

1. BOD training and retreat should include a section on how the BOD should monitor board policies in relation to the GM evaluation
2. Compile responses from each Director from Ends Activity during the March Board meeting and make those available to the GM and the Board.

*There were no updates to the action item list.*

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## **BUSINESS AGENDA**

### **GM Policy Monitoring:**

#### **Policy B3: Asset Protection**

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

Motion to accept the monitoring report on Policy B3, **passed 9-0-0.**

#### **Policy B5: Treatment of Customers**

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

Motion to accept the monitoring report on Policy B5, **passed 9-0-0.**

### **Board Monitoring Reports**

#### **Policy C2: The Board's Job**

Ken presented to the board of directors the board Policy C2 and its interpretation. The board asked clarifying questions.

C2.1 **9-0-0**

C2.2 **5-4-0**

C2.3 through C2.6 **9-0-0**

### **Annual Meeting Recap**

The Board discussed the Annual Meeting, held Apr 29, 2023 at Maialina from 11:30 - 2 p.m.

### **Board Retreat Update**

The Board Retreat will be Jun 17, 2023 from 9:00 a.m. to 4:00 p.m.

**Committee Check-In**

The committee chairs briefly elaborated on their committee notes.

Priscilla informed the BOD that BOCC will need more participating owners to sit on the committee.

**General Manager’s FYI Report**

The GM provided an FYI report as an informal opportunity for the GM to update the Board on important Co-op information and for the Board to ask brief, clarifying questions.

The General Manager’s FYI is available online here.  
( <https://www.moscowfood.coop/gm-fyi-reports-owners> )

**Writing Assignments**

Newsletter assignments

All assignments are due on the 15<sup>th</sup> of the month before the Newsletter is issued.

Mark will write the Board Meeting Recap

Priscilla will write the Annual Meeting Recap

Candis will write a recap of the SMART Transit presentation

Kelsey Manning will write a brief blog post about the Moscow Famer’s Market

Candis, Mark, Stephen, Priscilla will be putting together the next Board policy report (C3)

**Chocolate Time**

The Board discussed what they heard and learned from the SMART Transit presentation

*Notes taken by Noelle Borkowski  
Meeting adjourned at 8:00 p.m.*

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Signature of the Board President \_\_\_\_\_ Date \_\_\_\_\_