

**Moscow Food Co-op Monthly Board of Directors Meeting**  
**Tuesday, November 13, 2018**  
**Fiske Room, 1912 Center, Moscow, ID**

**Present:** Melinda Schab (GM), Idgi Potter (President), Carol McFarland (Vice President), Dave Sutherland (Secretary), Tom Bitterwolf (Treasurer), Tim Kohler (Board), Laurene Sorensen (Board), David Nelson (Board), Cheyne Mayer (Board), Willow Venzke (Board Admin)

**New Director seated at this meeting:** Rob Ely

**Absent:** -

**Facilitator:** Idgi Potter

**Guests:** Nils Peterson, Steven Barr, David Hall, Kerry Morsek, Jessica Blommer O'Malley, Logan Morris, Joe Gilmore

**Seven of eight seated Board members present for executive session; a quorum is reached.**

Executive session: Motion to approve Priscilla Schmidt to join the Owner Engagement Committee, seconded, **passed 7-0-0.**

**Nine of nine directors present; a quorum is reached.**

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#### **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.

**Steven Barr**, a long-time resident of Moscow, was on the Co-op's Board when they moved to the old Kentucky Fried Chicken building. He would like to ask the Co-op to start moving away from plastics. He recommended that the Co-op try compostable options, and he suggested that new members could be given a reusable utensil. He feels that the Co-op is doing well enough that they can afford options other than plastic.

Steven also suggested that for a one-week period, owners could be able to stack discounts, such as Owners Week and senior discounts. He shared that he really appreciates the discounts given by the Co-op.

Tim recommended to Steven the film "From the Waste Up: Life Without Plastic" that is being shown at the Kenworthy on November 28 as part of the Co-op's Food for Thought Film Series.

**David Hall** writes the environmental article and does the layout for Community News. He would like the Sustainability Committee information to be listed on the Board agenda so that he can get in touch with them. The Board will follow up with David with contact information for the Committee.

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#### **CONSENT AGENDA**

Motion to approve the October 2018 minutes, seconded, **passed 8-0-0.**

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## GENERAL MANAGER FYI REPORT

### MARKETING

- November is the beginning of Tasteful Thursdays at the Co-op! Each Thursday evening from 5-7 p.m., we are welcoming a selection of local vendors of popular Co-op products. The second Thursday, November 8, will also feature a special Remodel Celebration with live music by Moscow local band “The Mad Andersons.” The Remodel Celebration will also include three store tours, taking place at 5, 5:45 and 6:30 p.m. These tours will showcase the updates our store went through as part of the remodel process, led by the Education and Events Coordinator and the Co-op’s Retail Support Team!
- During the month of October, our guests contributed \$461.50 to the Dime in Time program by bringing in reusable cups and bags, bringing us to a total of 9,673 individual donations since the program was revamped.
- Healthy Eating on a Budget continues in November and December, with November’s “Everyday Desserts” class taking place on November 3, and December’s “Meal Planning + Store Tour” class taking place on December 1.
- The Co-op will host a free showing of the film “From the Waste Up: Life Without Plastic” on Wednesday, November 28 as part of the Food For Thought film series. This film follows a group of families in Vancouver, Canada, whose decision to reduce their plastic intake led them on quite a journey.
- Alycia secured a great media placement in the December issue of Edible Idaho. Keep your eyes open for that! We will spread the word once we receive the physical copy of the magazine.
- Max will be hosting a brief Sustainability Class for the Sigma Kappa sorority on WSU’s campus Wednesday, November 7. This class will cover topics from the Co-op’s “Zero-Waste Living” and “Zero-Waste Cooking” courses for a group of 85 on the campus of WSU.
- The Marketing Department is working directly with Charity Wight of the University of Idaho Housing and Residence life on some married/family-student focused events and activities, including on-site events, sponsoring a soup night, and tabling during their community nights to spread the word about Co-op programs, events, classes, and FLOWER.
- The Second Annual Local Vendor Forum, formerly known as the Farmer’s Mixer, was a success! The Co-op provided food and drink to around four dozen attendants who all had lots to share about their business and relations with the Co-op, and forged new connections to other local farmers.
- We are working on streamlining and updating some print media for the Co-op including a new owner benefits flyer. It is in production, so check it out early next month!

## PHYSICAL PLANT

- Masonry work will be completed later this fall in the cardboard baler room to rebuild part of a support structure that was dismantled when the Co-op relocated to this property in 2005.

Action: Melinda will look up how many new owners we had last October to compare with this year's numbers.

Addition from Melinda:

- The Vendor Forum was a delightful event. The Co-op shared with vendors the amount of local purchasing that has happened year-to-date, which is up from last year. Multiple local producers thanked the Co-op staff for all they do.

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## BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

### Board Action Items– 11.13.2018

**Owner Engagement** (*internal action items kept separately*)

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

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

1. Idgi will send an email to the Board that includes the draft of the multi-year plan and solicit feedback from the Board.
2. Policy and Bylaw will look at the policy on GM compensation and then report back to the Board.

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

1. 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.

### General

1. Melinda will look up why it was recommended to use “owner” instead of “member”.

### DONE

- ✓ The Board will conduct Melinda's evaluation.
- ✓ The Board will create an Advocacy Committee that will keep the Board informed of topics related to food policy and democracy in action. (Removed)
- ✓ Melinda will put into writing for the Board what she would like to see in the Ends policy. (Removed)

- ✓ When Alycia's Board Communication Plan is finalized, Willow will add the important dates onto the Board calendar. (Removed)
- ✓ Melinda will ask Willow to add an executive session material timeline expectation to the Board binder.
- ✓ Melinda will request feedback from IT regarding sending owners the Board owner packet and minutes.

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## CONFIRM AGENDA

The agenda stands as is.

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## BUSINESS AGENDA

### Board Monitoring Reports

#### Policy C3: Agenda Planning

Call to vote, passed 8-0-0.

Action: Policy & Bylaw will update the language of Policy C3.

#### Policy C8: Governance Investment

It was recommended that the Board has training targets for new Board members.

Action: Willow will add to the Policy C3 supplemental calendar that the Treasurer will present the Board budget in November.

Call to vote, passed 8-0-0.

Action: Policy & Bylaw will update the language of Policy C8.

#### Seating of Appointed Board Member (D)

The Board officially welcomes Rob Ely to fill the seat vacated by Ashley Hamlin. Rob will complete the term, which ends in 2020.

#### Center Store Project Debrief (D)

Joe Gilmore, Director of Infrastructure, attended the meeting and presented the Board with a report on the center store remodel. The Board complimented Joe on the thorough report.

Joe went over his report with the Board, highlighting costs, the timeline, and challenges. The Board shared that they appreciate the remodel and the work Joe put into the project.

#### Panhandle Bakery (P)

The Co-op is in negotiations to buy Panhandle Bakery. The lease and bill of sale have not been signed yet; they are in the process of being drawn up.

Motion to authorize Melinda to sign a lease agreement for one year with Jim Robinson, seconded, passed 8-1-0.

Motion to authorize Melinda to sign bill of sale for the equipment, seconded, passed 8-1-0.

Motion to authorize Melinda to plan a capital campaign to remodel the Panhandle Bakery space, seconded, passed 8-1-0.

### 2019 Board Budget (D)

Tom and Melinda created a proposed Board budget for 2019 and reviewed it with the Board. The Board discussed the costs associated with travelling to conferences.

The Board will reevaluate its budget after the retreat.

### Finalize Fall Retreat Agenda (D)

This agenda item will be discussed over email after the Executive Committee holds its call with Todd to discuss the agenda.

### Patronage Dividend Resolution (P)

Wegner CPAs suggested that the Board votes on the patronage dividend resolution every November.

Motion to approve the patronage dividend resolution, seconded, passed 9-0-0.

### Board Meeting and Work Session Dates (D)

The Board confirmed Spring 2019 meeting and work session dates.

### CBLD Contract (D)

Motion to renew the CDS Consulting Co-op contract, seconded, passed 7-0-2.

### Proposed C3 Updates (P)

Cheyne suggested editing the Policy C3 supplemental calendar so that new Board members aren't voting on policies during their first few months of service. The Board reviewed the suggested changes and made several additional changes.

### Proposed Minutes Approval Change (D)

Cheyne recommended that the Board approves minutes over email so they're available to owners sooner and so that the meeting discussions are fresher in Board member's minds. Another option is to send the minutes to everyone to edit instead of just the Board President.

**Action: Melinda will ask Willow to email minutes to the entire Board to edit.**

### Board Member Accessibility (D)

After the discussion with the Board at the last meeting, the Owner Engagement Committee has decided not to pursue Board office hours, and is instead recommending that the Board makes attendance at existing activities a high priority. It is important to provide the opportunity for

owners to interact with Board members. The Board could have topic prompts to start discussions with owners.

### Owner Recruitment (R)

Melinda had requested that the Owner Engagement Committee focuses on owner recruitment. The Committee decided that they have too much on their plate but have come up with two possible recommendations.

- Recommendation 1: The Board forms an ad hoc committee to do research and come up with a concrete goal.
- Recommendation 2: A new committee is formed to do research in the short term and owner recruitment in the long term.

It was noted that it's important that Board work doesn't overlap with Marketing's work.

The Board clarified with Joe Gilmore that the owner count is accurate. If an owner moves and becomes inactive, they're not counted. There are a significant number of vested owners who are no longer active. The vast majority of owners are active for 1-2 years.

Action: Melinda will ask Todd, Michael, and others in the Co-op's support network about what good owner number goals are.

Action: Idgi and Dave will look at the CBLD library for information on good owner number goals.

### Owner Forum Addition (D)

The Owner Engagement Committee recommended that an owner forum period be added to the end of each Board meeting. This would give owners a chance to discuss what they just heard. Another option would be to provide forms for owners to give the Board Secretary during the meeting if they would like to make a comment. The Secretary could read aloud relevant comments.

Action: Willow will update the agenda to include information about the owner comment option and the Secretary's email address.

Action: Cheyne and Dave will meet to discuss the changes to owner comments during Board meetings.

### Committees: Reports (R)

- Nominations & Elections – Application packets are now out and need to be returned by January 31. Every Board member should be keeping their eyes out for potential candidates. If there's anyone that Tim should approach, let him know.
- Policy & Bylaw – David is working on an updated draft of Policy D5.

- Owner Engagement – Updates on what the Committee discussed were mentioned earlier.
- Executive Committee – has not met.

## BOARD ASSIGNMENTS AND MEETING REVIEW

E-newsletter 12/10: Fall Board Retreat recap—ldgi

E-newsletter 1/10: Nominations & Elections—Election information reminder

Community News 12/10: Last minute Christmas presents from the Co-op—Laurene

Community News 1/15: Upcoming Board dates to remember—Willow

Rooted 1/31: *Topic to be determined*—Dave

### Upcoming dates to remember:

Fall Retreat: November 30 – December 2, 2018

*Notes taken by Willow Venzke*

*Meeting adjourned at 8:49 p.m.*

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Signature of the Board President

Date