

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

**Tuesday, October 4, 2023**

**Held Virtually via ZOOM**

**Present:** Melinda Schab (GM), Ken Hart (Vice President), Cheyne Mayer (Secretary), Rob Ely, Isabel Barbuto, Trish Hartzell, Alison Lubo (Incoming Board Admin),

**Facilitator:** Erin Tomlin

**Guests:** Greg Meyer, Chloe Rambo (Marketing Manager)

**Absent:** Dulce Kersting-Lark (Treasurer), Alice Ma (President),

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

Cheyne called the meeting to order at 6:02 p.m.

### **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 additional owners who wished to speak at the forum.

### **CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA**

Motion to remove the 2023 election packet packet from the consent agenda and instead discuss it in the November meeting, **passed 5-0-0.**

Motion to accept the consent agenda as amended, **passed 5-0-0.**

Motion to accept the business agenda as presented, **passed 5-0-0.**

Julia Parker joined the meeting during this discussion.

### **BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP**

#### **Board Action Items – 10.4.2022**

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

1. The Board-Owner Communication Committee will finalize the mechanics of making GM and Board monitoring reports available to owners after meetings.
2. BOCC will coordinate filming of Board members answering FAQs.

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

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

1. Policy & Bylaw will review Policy C3:Agenda Planning to add language about the Board multi-year strategic work plan back in.

**Board Development Committee** (internal action items kept separately)

1. The Board Development Committee will research how GM compensation is monitored in other food co-ops, (as part of reviewing Policy B6: Staff Treatment and Compensation, sub policy 5).
2. The Board Development Committee will continue to work on Cheyne's draft work plan.
3. The Board Development Committee will consult with Thane on GM evaluation vis-à-vis subpolicy D4.6.

**General:**

1. Melinda will research the survey tools available to us to research the public opinion of the Co-op.
2. Ken will write a 500-600 word piece for International Co-op Month and coordinate with MFC marketing to distribute.

**Parking Lot:**

1. Conversation about staff interest in training and purchasing using discount.
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.

**DONE:**

- The Board-Owner Communication Committee will draft elevator speeches for the frequently asked questions in the Board-Owner Communication Plan.
- BOCC will discuss how advertisements for Board meetings can be adjusted to be in line with the communication plan's goals and prepare a recommendation.
- The Board Development Committee will continue to work on Cheyne's draft work plan.
- The Board Development Committee will add review of the Board multi-year strategic work plan to the Policy C3:Agenda Planning annual calendar.

## REMOVED:

- Policy & Bylaw will review the B policy monitoring schedule to consider adjusting January - April monitoring per the GM's request.

## BUSINESS AGENDA

### GM Monitoring Reports

Policy B4: Membership Rights & Responsibilities

Policy B8: Board Logistical Support

The Board reviewed and discussed Melinda's provided reports. The Board asked clarifying questions.

Motion to accept the Policy B4 and Policy B8 monitoring report, **passed 6-0-0.**

### Board Monitoring Reports

Policy C6: Board Officers

The Board reviewed and discussed the monitoring survey.

Motion to accept the monitoring of Policy C6, **passed 6-0-0.**

Policy C10: Board Committee Principles

Policy C10 was dissolved during the September 2022 Board meeting.

Policy C3: Agenda Planning

The Board reviewed and discussed the monitoring survey. Motion to accept the monitoring of Policy C3, **passed 6-0-0.**

Policy C4: Board Meetings

The Board reviewed and discussed the monitoring survey. Motion to accept the monitoring of Policy C4, **passed 6-0-0.**

Policy C8: Governance Investment

The Board reviewed and discussed the monitoring survey.

Motion to send Policy C8 to Policy & Bylaw to review the top-level policy vis-a-vis comments on the September 2022 monitoring survey, **passed 5-0-1.**

Motion to accept the monitoring of Policy C8, passed 6-0-0.

### **Annual review of re-enrolling in CBLD**

The Board briefly discussed their current CBLD (consulting) enrollment package.

Motion to enroll in the same level of CBLD services as executed in 2022, passed 5-0-1.

### **GM Evaluation and GM Self-Assessment Report**

Melinda briefly reviewed the self-assessment report. The Board asked clarifying questions.

Action: The board will write their annual GM Evaluation letter.

### **Update on Community Needs Assessment Survey Distribution**

Cheyne gave a brief overview of the recent focus of the Board-Owner Communications Committee, a community needs assessment. The committee recommends for the Board to prepare and discuss the community needs assessment survey results at the November Board meeting so that the BOCC will be able to plan a related forum in January.

### **Committee Reports**

The committee chairs briefly elaborated on their committee notes.

The Board took a five-minute break and reconvened at 7:03 p.m.

### **Board Culture Discussion**

Cheyne gave a brief overview of an open letter about MFC cooperative culture he penned to the Board. The Board discussed and asked clarifying questions.

### **GM FYI**

Melinda shared an overview of her provided FYI report and the Board asked clarifying questions.

### **Writing Assignments**

“Run for the Board” - Nominations & Elections Committee

Trish will attend the Sojourners fundraiser event on 10/31/22

Action: Nomination & Elections Committee will submit a “Run For the Board” piece for publication in November’s Community News.

**Meeting Evaluation**

The Board discussed their evaluation of the meeting.

*The board entered executive session at 7:44 p.m.*

*Notes taken by Alison Lubo and edited by Chloe Rambo*

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

Date \_\_\_\_\_

Signature of the Board Secretary \_\_\_\_\_

Date \_\_\_\_\_

