

Moscow Food Co-op Annual Meeting & Monthly Board of Directors Meeting Monday, October 5, 2020

Held Virtually via ZOOM in response to COVID-19

Present: Melinda Schab (GM), Alice Ma (President), Laurene Sorensen (Secretary), Cheyne Mayer (Treasurer), Ken Hart, Mark Thorne, Rob Ely, Isabel Barbuto, Julia Parker, Maxine Durand, Chloe Rambo (Board Admin)

Facilitator: Alice Ma (President)

Guests: Greg Meyer, BJ Swanson, Jessie Campbell, Linda Russo, Priscilla Wegars, Priscilla Schmidt, Tejasvi Prakash

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

ANNUAL MEETING

Alice called the Annual Meeting to order at 5:32 p.m.

Alice shared the 2019 Annual Report on her screen for all participants to view. She set the page to the 2019 Financial Report and opened the floor for questions.

There were many questions about the Co-op's current financial status and actions the Co-op has taken to recover profit.

Alice closed out the Annual Meeting and called the Board 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 owners present who wished to speak during the owner forum.

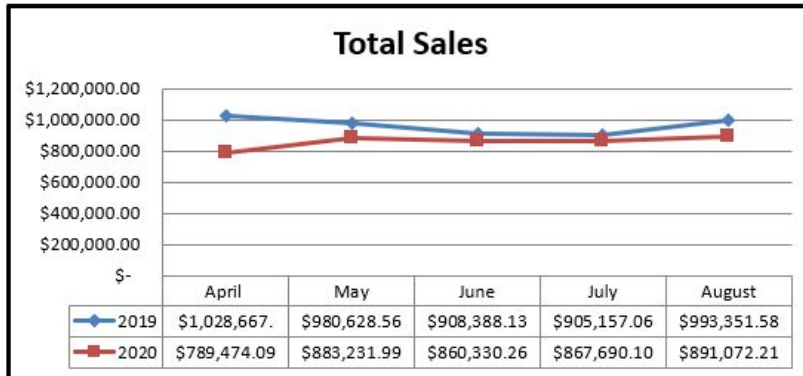
CONSENT AGENDA

Motion to accept the consent agenda, seconded, **passed 8-0-0.**

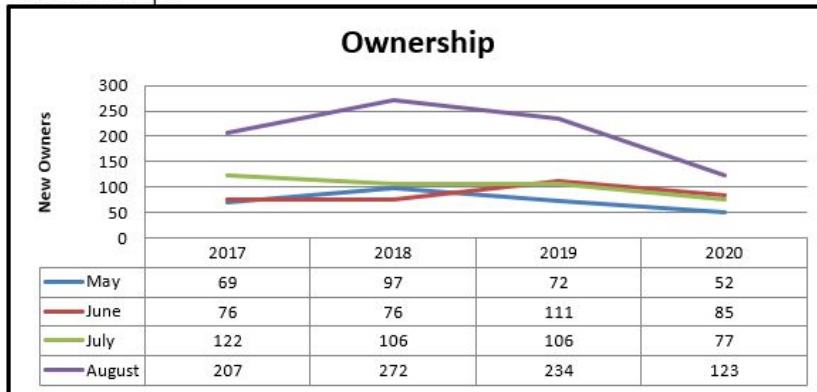
Cheyne's virtual connection to the meeting was lost just prior to the vote. He was connected to the meeting again just after the vote.

GENERAL MANAGER'S FYI

SALES: COVID-19 Department sales recap



New Ownerships:



CUSTOMER SERVICE

- Customer Experience Survey results:

	Aug-19	Aug-20
Overall Satisfaction	65%	74%
Availability of Staff	65%	74%
Friendliness of Staff	79%	82%
Helpfulness of Staff	76%	80%
Cleanliness of Store	76%	80%
Availability of Products	48%	52%
Greeted by Someone Other Than Cashier	61%	62%

Customer Experience Survey Comments:

Customer Experience Survey Comments are copied word for word and are not edited for grammar.

- A few months ago the coop was the only place in the Pullman/Moscow that could provide a reasonable facsimile of a true delicatessen bagel. Since that time it's as if you're buying them in bulk from Winco or Safeway and frankly, they're inedible.
- I was looking for a special cheese that turned out to be unavailable. The staff double checked to ensure it wasn't in stock and walked through other possible options with me. They were friendly and helpful. At the checkout counter, I only brought a \$20 bill. After tax, my purchase was slightly higher. I apologized and let the cashier know and she immediately grabbed coins from the small coin jars at the checkout counters so I didn't need to leave and return. She was extremely helpful and I greatly appreciated the help. Excellent experience - thank you!
- Some items were much more expensive than comparable stores. I would like if there were some cheaper options available.
- The Co-op provides a friendly almost intimate shopping experience. The products are tasty and healthy. The staff is friendly and helpful. I have no negative comments about my Co-op experience. The staff is particularly great, rating 5 stars.
- Great staff; excellent product selection; focus on well being.
- I think it would be very convenient to both cashiers and customers to automatically recognize member seniors on Tuesday and give the discount without having to remember to announce that you are a senior. As we all know, the memory is the first thing to go, so having our names in the system would save the hassle of having to redo an order to satisfy the discount. This should be fairly easy to program. Staff has been wonderful when redoing an order in order to apply a forgotten discount. Also linguica sausage should be available at all times, it is the best!
- I found a wide variety of high-quality products, above and beyond what I was looking for. Several

items were on sale and very reasonably priced. The hummus was delicious.

- The Co-op is doing a great job keeping as much in stock as they can during a pandemic. The produce is fresh. The cashiers are very friendly still, even when they have to wear masks all day long.
- The flower program helps me control my food bills as I am a low income household, getting a discount of 20% makes a huge difference.
- Life time member and appreciate steps they have and are taking to keep store open during the pandemic.
- The Moscow Food Co-Op carries everything I need, quality is always outstanding, and prices are fair. I'm constantly greeted with a smile from team members. I hardly ever have to go anywhere else to get what I need for my home! This is a unique place and living in Moscow would not be the same without it.
- The bakery seems to overflow with abundance, even with the store temporarily closing the day before! Oh how I cherish the MFC, and reminded to never take for granted this access to high quality products.
- It's a great store, one of the only health food stores in our area, and there used to be such a fun warm environment before Covid-19 and all the regulations.
- good produce selection right now. not too many customers and all mask and stay distance. Coop employees are very friendly and helpful - which helps in the current time.
- I enjoy the different, healthier options the coop offers.
- The Co-op produce is usually high quality. The prices are reasonable. The staff is always friendly and helpful. I shop here weekly. Love my Co-op!
- People who work there are friendly, very helpful, always ready to help. Store is well organized and clean. I really like the Coop and its variety of items for sale. Thank you for being there.
- Great selection, found everything I needed in a timely manner. The cashier was friendly and fun to talk to
- No pita bread in stock. I was also in the store because in my last visit I had been charged full price for an on-sale item. I was here to get my refund.
- The cashier was super nice. They always are. They always know what they are doing and are great about putting my flower discount on and don't have to run back and find out prices on my bulk or odd items. The produce is always fresh and good. The one time it wasn't I was able to return it. I know the price of items is high but the convenience of being able to buy fresh local vegetables dairy and milk without having to make many stops and phone calls is invaluable. I love the fact that I can get raw milk. I like buying local eggs. I like being able to buy dairy products without added mono and di-gliserides, msg, vitamin D and carrigenin that make me sick. I like buying meat without added salt and other things that make me sick. I can buy no spray vegetables so my mom doesn't sick. I can buy chocolate without soy lesithin at a reasonable price. Its so so nice to feel safer shopping and be able to obtain the foods that I need.
- Great products you can't get other stores. Great organic and local products.
- Thankful for special orders. Chloe and Logan in Produce are amazing. And Nick in grocery helps

me all the time with my bulk orders thank you coop team you are all fantastic!!!!

- My experience at the coop is always pleasant. The only complaint I would have is that it's so, so, so busy at times but that's obviously a good thing and out of their control. The man who helped me with my coffee was not particularly friendly, which has been my experience with this particular employee in the past.
- I highly appreciate the wide selection of gluten free and dye free foods & products! I always know I can come purchase fresh local produce & meat, which means a lot to me also.

Operations Updates

- FARE Idaho <https://fareidaho.org/>
 - The Co-op recently joined FARE Idaho, an organization of Idaho's small-scale independent restaurants, farms, and food/beverage businesses.
 - FARE is working to gather support for the Restaurants Act (S.4012/H.R. 7197).
- This October we are partnering with the UI to conduct a food drive for the Vandal Pantry. We will have signage and collection boxes downtown and at the Campus location.
- October is also Co-op Month. Learn more here <https://www.coopmonth.coop/>
- Reminder: 2020 Holiday Closures:
 - The Co-op is closed for business on Thanksgiving Day and the day after.
 - The Co-op is closed for business on Christmas Day and the day after.
 - The Co-op is closed on New Year's Day.
 - The Co-op opens late (approx. 2pm) on January 2nd after completing a complete inventory count.

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

BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP

Board Action Items – 10.5.2020

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 will create a draft of the Board's Mission Statement.
2. Policy & Bylaw will create an SOP on Roberts Rules of Order.
3. Policy & Bylaw will review Policy C6: Officers' Roles to a) clarify the order of succession in the event of a Presidential vacancy and b) clarify how and when Board officers can be elected.
4. Policy & Bylaw will add the role of Secretary to Policy C6 after receiving clarification on the role from the Executive Committee.

5. Policy and Bylaw will review Policy B1.2 for monitorability.
6. Policy and Bylaw will review Policy D2.
7. Policy and Bylaw will review Policy D4.

Executive Committee (*internal action items kept separately*)

1. The Executive Committee will create/review guidelines of documentation needed to clarify future monitoring of Policy D5.
2. The Executive Committee will revisit the annual evaluation form for the GM and ensure it is in compliance with D4.6d.

General

1. The Board will discuss internal Board policy monitoring at a future executive session.

DONE

- ✓ The Executive Committee will review the annual compilation of policy monitoring documents.
- ✓ The Owner Engagement Committee will investigate the restructuring of store discounts.
- ✓ Melinda will circulate the lease extension document for the campus location to the Board for review prior to the meeting/discussion.
- ✓ Melinda will discuss with Marketing the addition of information about running for the Board/Board Service to the new Owner packet.
- ✓ Melinda will ask department managers (of departments that are not meeting margin) for their plans to get back on track when they are not meeting the goals set for them.
- ✓ Policy & Bylaw will flag Policy D5 for monitoring in 6 months (from April 2020) to ensure the Board has addressed this for being within compliance.
- ✓ Policy & Bylaw will review Policy B3: Asset Protection for monitorability.
- ✓ Policy and Bylaw will review Policy C9 to confirm the use of “committee(s)” versus “committee” before approval of the 2021 Election Packet.

Parking Lot:

- Melinda will research the cost and specs of the glass to sand machine and will send them to the Board for review.
- Board meeting: A store tour for Board members.
- Conversation about staff interest in training and purchasing using discount.
- The Executive Committee will draft a statement regarding the Board’s commitment to workplace excellence

- *Melinda will explore the cost of a trade area evaluation.
- *Melinda will research offering customers Bring Back Bags at no cost.
- *Melinda will provide a plan to the Board regarding how the kitchen/deli/prepared food section is going to work to reduce overtime costs.
*Action items on hold due to COVID-19 response efforts.

Action: Melinda will ask all department managers to follow up on the “Margins for Retail” training and create a troubleshooting guide, including specific steps they will take to improve their department’s margin.

CONFIRM BUSINESS AGENDA

Motion to confirm the business agenda, seconded, passed 9-0-0.

BUSINESS AGENDA

GM Monitoring Reports (MD)

Policy B4: Membership Rights & Responsibilities

The Board reviewed Melinda’s provided report.

Motion to accept the GM’s monitoring report on Policy B4, passed, 9-0-0.

Action: The Secretary will research the proper wording of motion needed to accept the GM’s policy monitoring reports for future meetings.

Policy B8: Board Logistical Support

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

Action: Chloe will update the private Board site’s password and distribute it to the Board.

Action: Chloe will add Annual Reports to the Board website and to the public website.

Motion to accept the GM’s monitoring report on Policy B8, passed 9-0-0.

Board Monitoring Surveys (MD)

Policy C7: Board Committee Principles

The Board reviewed the monitoring survey. Cheyne raised the option of adding committee charters to the Board's monitoring calendar.

Motion to postpone discussion on Board monitoring of committee charters until the November Board meeting, **passed 9-0-0.**

Call to vote to accept the board monitoring survey of Policy C7, **passed 9-0-0.**

Policy C8: Governance Investment

The Board reviewed the monitoring survey. They did not have any clarifying questions.

Call to vote to accept the board monitoring survey of Policy C8, **passed 9-0-0.**

Policy C10: Process for Distributing a Petition

The Board reviewed the monitoring survey.

Action: Alice and Melinda will work together on a general response to include in complaint emails to include information on Policy C10 and/or invitation to a Board meeting.

Call to vote to accept the board monitoring survey of Policy C10, **passed 9-0-0.**

Campus Lease (MD)

Melinda provided a brief overview of the campus lease document.

Motion to approve the renewal of the lease for the location of the Co-op on Campus, **seconded, 9-0-0.**

Draft Policy C9: Board Member Nominating and Election Process (MD)

The Board moved ahead with discussing the 2021 Election Packet while Laurene prepped the document on a computer.

2021 Election Packet (MD)

Mark provided an overview of the Election Packet and edits that have already been made to the document in the Board packet. The Board suggested additional changes.

Motion to approve the 2021 Election Packet as amended pending approval of update to Policy C9, seconded, passed 9-0-0.

Draft Policy C9: Board Member Nominating and Election Process (MD)

Laurene and Cheyne, chair and Policy & Bylaw committee member, respectively, presented recommendations for updates to policy C9: Board Member Nominating and Election Process. The committee came back to this topic following the approval of the Election Packet as amended.

Motion to approve the updates of Policy C9: Board Member Nominating and Election Process, seconded, passed 9-0-0.

The Board took a 10-minute break and continued the meeting at 7:04 p.m.

Strategic Vision Committee Parameters and Proposal (SI/MD)

Rob gave an overview of the provided whitepaper regarding potential for growth in Pullman and Lewiston. The Board asked the committee clarifying questions.

Motion to approve the Board to, through one of its representatives, approach Columinate and set up a virtual meeting with Strategic Vision by December 1, 2020, seconded 9-0-0.

CBLD Enrollment (BTC/MD)

The Board reviewed the included materials on CBLD services and price points.

Motion to enroll in the same level of CBLD services as executed in 2020, seconded, passed by 9-0-0.

Draft Policy B3: Asset Protection (MD)

Laurene presented recommendations for updates to policy B3: Asset Protection.

The Board discussed the procedure by which Policy & Bylaw brings policy amendment recommendations to the Board.

Motion to approve the updates of Policy B3: Asset Protection, seconded, passed 9-0-0.

Patronage Dividend Refresher (SI)

Melinda reviewed the document delivered to the Board.

Committee Reports (SI):

- Policy & Bylaw: The committee met to create recommendations for Policy C9. The committee has been spending much time recently on policy review, and is now beginning work on other action items.
- Nominations & Elections: The committee is continuing to work on the candidate list for the 2021 Election. The committee discussed ranked choice voting to see if it is a better option for the election. The committee will soon begin brainstorming questions for the 2021 candidate forum. The committee crafted a letter to deliver to support outreach to a diverse population (to accompany the Election Packet).

Motion to accept the recruitment letter as amended to send to groups on the Palouse, seconded, passed 9-0-0.

- Owner Engagement Committee: The committee received another update as to the progress Chloe is making to the Board webpages. The committee provided very helpful feedback on how to advertise the Annual Meeting on the website from a user's perspective. The committee had an idea the previous month to create a bingo card for what turned out to be Owner Appreciation Month (September), but ended up funneling efforts into a bingo card for Co-op Month (October). The OEC bingo card was attached to the Annual Report.
- Strategic Vision: No further updates.

- Executive Committee: The committee is now integrating review of the Board minutes into monthly meetings to reduce the amount of time spent editing minutes in Board meetings. The committee is working on rewriting the GM's annual evaluation form with guidance from Columinate.

Board Assignments & Meeting Review:

Mark wrote an article about the candidate period opening.

*Notes taken by Chloe Rambo
Meeting adjourned at: 8:46 pm*

Signature of the Board President

Date