

Moscow Food Co-op Monthly Board of Directors Meeting
Tuesday, October 9, 2018
Fiske Room, 1912 Center, Moscow, ID

Present: Melinda Schab (GM), Idgi Potter (President), Carol McFarland (Vice President), Dave Sutherland (Secretary), Tom Bitterwolf (Treasurer), Cheyne Mayer (Board), Willow Venzke (Board Admin)

Absent: Tim Kohler (Board), Laurene Sorensen (Board), David Nelson (Board)

Facilitator: Idgi Potter

Guests: Isabel Gaila Barbuto, Rob Ely, Greg Meyer

Five of eight 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.

There were no owners present who would like to speak.

BOARD APPOINTMENT APPLICANTS Q&A

The Board held a Q&A with the two Board appointment applicants, Rob Ely and Isabel Gaila Barbuto. Applicants also had the opportunity to ask questions to the Board.

The Board will vote during Executive Session on which applicant to appoint.

CONSENT AGENDA

Motion to accept the September 2018 minutes with one amendment, seconded, **passed 5-0-0.**

GENERAL MANAGER FYI REPORT

MARKETING

- October is Co-op Month!
- We're offering a free movie at the Kenworthy on Wednesday, October 17 at 7 p.m. called "Food for Change" which tells the story of Food Co-ops in the United States.
- We're featuring a set of beautiful co-op themed posters in the deli gallery. There will be a special art opening Friday, October 12 at 5 p.m. The posters were designed by Christie Zangrilli to reflect the seven cooperative principles. We purchased the posters from the Austin Cooperative Business Association.
- October's Healthy Eating on a Budget is scheduled for Saturday, October 20 at 4:30 p.m. in the Fiske Room at the 1912 Center.

- All Owners who make an additional \$10 equity payment (this will include new owners) will be entered into a raffle to win a gift basket from Garden of Life. For an additional \$20 equity payment, owners will receive a Co-op branded shopping bag and pint glass, while supplies last.
- We'll be tabling at the University of Idaho football game on October 20 outside the Kibbie Dome from 11- 2 p.m.

PHYSICAL PLANT

- Additional painting will be completed this month in some much needed areas: back hallway, staff restroom, receiving area, and on the floor behind the mirrors in Wellness.
- 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.

BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

BOARD Action Items– 10.9.2018

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. The Board will conduct Melinda's evaluation.
2. Melinda will request feedback from IT regarding sending owners the Board owner packet and minutes.

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. Melinda will put into writing for the Board what she would like to see in the Ends policy. (Hold)
3. When Alycia's Board Communication Plan is finalized, Willow will add the important dates onto the Board calendar.

DONE

- ✓ Willow will email the Owners Week tabling sign-up to the Board.
- ✓ Melinda will share the owner equity recommendation with the management team.
- ✓ Melinda will publicize the Board appointment by Friday, 9.14.18.
- ✓ The Board will make a timeline for the capital campaign and consider hiring a capital campaign manager for expansion into Pullman. (Removed)
- ✓ Policy & Bylaw committee will look at Policy B3.8 and add more specific language.
- ✓ Policy & Bylaw will look at Policy B6 to see if there's an appropriate place to include language regarding paying out bonuses.
- ✓ Willow will add an "abstain" option onto the Board Monitoring surveys.

CONFIRM AGENDA

Added to the Business Agenda:

- Motion to add a vote on the Owner Engagement charter to the Business Agenda before committee reports, seconded, passed 5-0-0.

BUSINESS AGENDA

GM Monitoring Reports

Policy B4: Membership Rights and Responsibilities

Melinda provided a written report on Co-op membership. It was suggested that the word "responsibilities" is added to the materials that are given to owners.

Motion to change "member" to "owner" in all materials, seconded, passed 4-1-0.

Action: Melinda will look up why it was recommended to use "owner" instead of "member".

Motion to accept Policy B4: Membership Rights and Responsibilities and find it in compliance, seconded, passed 5-0-0.

Policy B8: Board Logistical Support

Melinda provided a written report on the Board's logistical support. The Board appreciated the support they receive. It was noted that there were many months without an eNewsletter submission from the Board.

Motion to accept Policy B8: Board Logistical Support and find it in compliance, seconded, passed 5-0-0.

Board Monitoring Reports

Policy C1: Governing Style

It was shared that the Board used to be focused on growth, and now it is in a period of reset with many new Board members.

Call to vote, passed 5-0-0.

Policy D1: Unity of Control

Call to vote, passed 5-0-0.

Board Professionalism (D)

It is important for the Board to be more professional than the average shopper. Board members should make every effort to avoid parking in the Co-op parking lot, return shopping carts, and be polite and courteous to everyone.

The Board speaks with one voice, so one Board member can't ask an employee to do something. If a Board member, as an owner, has an operational suggestion, a good option is to use the comment box.

Draft Policy B6 (P)

The difference between bonuses and gain sharing were discussed, and it was clarified that while bonuses will not be given, gain sharing is still an option. Melinda will clarify this in her interpretation of Policy B6 when it is monitored.

Call to vote, passed 5-0-0.

Executive Session Material Timeline (D)

In order for Board members to have adequate time to review materials that will be discussed in executive session, the Board would like to set a timeline expectation. Whenever possible, material will be included in the Board packet. If that is not possible, all efforts will be made to get the material to the Board 24 hours before the meeting.

Action: Melinda will ask Willow to add an executive session material timeline expectation to the Board binder.

Fall Retreat Update (D)

The Board discussed the upcoming Fall Retreat (November 30-December 2). They shared ideas of what could be covered in the retreat and reviewed the schedule. Friday evening's dinner will be at Nectar, and the weekend retreat will be at the Uma Center.

Tasteful Thursdays Tabling (D)

The Board requested a celebration of the center store remodel, so during the November 8th Tasteful Thursday, management will be giving store tours to customers. The Board will be there to interact with customers and help with the tours.

The Board recognized that this is a great opportunity to talk with owners, so they would like to be involved in future Tasteful Thursdays as well.

Owner Engagement Committee Charter (D)

The Owner Engagement Committee updated its charter. Dave and Cheyne explained the changes.

Motion to adopt the Owner Engagement Committee charter, seconded, passed 5-0-0.

Committees: Reports/Work Plans progress (R)

- Nominations & Elections – has not met.

- Policy & Bylaw –
 - Numerous policies were reviewed. It was recommended to keep several as they are written.
 - The Committee is reviewing the terminology of Policy C9, and solicited feedback from the Board.

- Owner Engagement –
 - The Committee solicited feedback from the Board on Board accessibility (office hours) and will discuss it at their next meeting.
 - Owners week tabling was not well staffed. The Committee is recommending reducing staffing hours in order to be staffed during the busiest times.

- Executive Committee – has not met.

BOARD ASSIGNMENTS AND MEETING REVIEW

E-newsletter 10/10: Elections –Tim

E-newsletter 10/25: An invitation from the Board for the Tasteful Thursday tours – Willow and Melinda

E-newsletter 11/10: Introducing the new Board appointee – Willow and Melinda

Community News 10/15: Co-op month – Laurene

Rooted: Board service – Idgi

Upcoming dates to remember:

Work session: October 16, 2018

November Board meeting: November 13, 2018

Fall Retreat: November 30 – December 2, 2018

Notes taken by Willow Venzke

Meeting adjourned at 8:30 p.m.

During executive session, the Board voted to appoint Rob Ely to the Board to fill Ashley Hamlin’s seat and discussed Melinda’s evaluation.

Signature of the Board President

Date