

Moscow Food Co-op Monthly Board of Directors Meeting

Tuesday, September 12, 2017

Fiske Room, 1912 Center, 412 East Third St., Moscow, ID

Present: Laurene Sorensen (President); Alex Lloyd (Treasurer); David Nelson (Board); Idgi Potter (Board); Tim Kohler (Board); Carol McFarland (Board); Ashley Hamlin (Board); Tom Bitterwolf (Board); Willow Venzke (Board Administrative Assistant)

Absent: Colette DePhelps (Vice President/Secretary); Melinda Schab (GM)

Facilitator: Laurene Sorensen

Guests: Diana Armstrong, Greg Meyer, Joe Gilmore, Kerry Morsek, Deb Reynolds

8 of 9 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 wished to speak.

STUDY & ENGAGEMENT:

No Study & Engagement was held this evening due to the Board attending the Co-op deli's local apple tasting.

CONSENT AGENDA

Minutes:

Motion to accept the August 2017 Board of Directors meeting minutes, seconded, **passed 6-0-2**

GM Monitoring Reports:

Policy B1: Financial Condition and Activities

Melinda provided a written report about the Co-op's financial activities. The Board appreciated Melinda's extensive set of data in the report.

In Melinda's absence, Deb, Finance Manager, and Kerry, Store Manager, answered the Board's questions regarding compliance with Policy B1. It was clarified that a report can be accepted even if part of the policy is not in compliance because there is a plan to address the issue.

Motion to add further discussion of Policy B1.1 to the Business Agenda, seconded, **passed 8-0-0**

Policy B7: Communication to the Board

Melinda provided a written report about her communication to the Board.

Motion to accept Policy B7: Communication to the Board and find it in compliance, seconded, **passed 7-0-1**

Policy D4: Monitoring GM Performance

The Board will discuss Policy D4: Monitoring GM Performance at their next work session.

GENERAL MANAGER FYI REPORT

September 5, 2017

No action needed

1. Co-op on Campus

- We've learned that projects always take longer than expected.
- While we will still be opening on campus this fall, I simply cannot reliably predict when that will be. As we closer to construction completion, we'll be able to plan an opening party and begin advertising heavily.
- We've hired a manager for the campus location! I'm pleased to inform you that Alisa Melior has accepted the position (after a competitive interview process). She has a long history with our Co-op. She began volunteering by packing dried fruit in 2002. She also worked in our Produce Department in 2010 & 2011. Alisa brings nearly 20 years of customer service experience, 8 years of management & supervisory experience, and 10 years of barista/coffee experience to her position at the Co-op. Please join me in welcoming her to our team!

2. Composters

- As you know from the June FYI, we've been receiving lots of complaints about the smell the composters generate – and we even had a visit from the police department.
- We are working closely with PCEI to locate both composters on their property and working on ironing out all the details.
- There is no firm timeline for moving the composters.

3. Patronage Dividends

- Dividends notices for 2016 patronage went out at the beginning of August. Vouchers can be picked up at the Customer Service Desk and used or donated before October 31st.
- Through 9/4 almost 30% of all dividends have been returned to owners.

4. Workplace conversations

- In response to some feedback from staff, we've been working with managers on appropriate workplace conversations and how to manage when a conversation isn't appropriate.

5. Seed Sowers – Our Cooperative Community Fund

- As you know, we've been rounding up at the register for over a year to raise funds for Seed Sowers. This money is placed in an account with the Twin Pines Foundation and can be borrowed by other Co-ops. We earn interest on the money we have in our fund.
- Even though we've really just begun building this fund, we already have over \$340 in earned interest that we can pay out to community groups here on the Palouse.
- Grant applications are available on our website and can be found on our website under Community/Seed Sowers Fund

Kerry added:

- The Co-op's dishwasher sanitizer broke on Saturday morning. The replacement piece came in, but the dishwasher will most likely need to be replaced in the near future.
- We are working with the contractor to finalize the timeline of the campus location. Management will be working with prepared food staff on product mix.

BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

BOARD Action Items– 9.12.2017

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 committee will take each of the six parts of the current Ends Policy, turn it into a result statement, and identify its beneficiary. They will then report back to the Board.—*In process*

Executive Committee (*internal action items kept separately*)

Strategic Initiatives (*internal action items kept separately*)

1. Tom, as chair of the Strategic Initiatives committee, will do research and due diligence on the Citizens' Climate Lobby form, and will report back to the Board.--Done

General

2. Melinda will provide the Board with a document that specifies NCG and DC targets for expansion readiness.—*In process*
3. Melinda to verify that the ownership form aligns with new bylaws.—*In process*
4. Melinda to find out whether the 2009 industry standard referred to on page 3 of Melinda's Policy B3 report has been updated.—*In process*
5. Melinda to come up with preliminary research regarding purchasing or leasing a vehicle and let the Board know.—*In process*
6. Melinda will put into writing for the Board what she would like to see in the Ends policy.—*In process*
7. Willow will send the GM Monitoring form to the Board, and the Board will send completed form to Laurene. —*In process.*

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. The Board will make a timeline for the capital campaign and consider hiring a capital campaign manager. (Hold)
3. Colette to put together Farm Bill information for Study and Engagement. (To be completed in the fall.)

DONE

- ✓ Willow will add to September's agenda a vote on signing the Citizens' Climate Lobby as a Board.

Action: Willow will ask Colette about her action item regarding putting together Farm Bill information for Study & Engagement.

CONFIRM AGENDA

The following agenda items were added to the Business Agenda:

Final Audit Documents (D)

Policy B1.1 (D)

BUSINESS AGENDA

Fall Retreat Update (D)

The Board, Melinda, and Willow have planned to go to Bellingham October 20-22 for their Fall Retreat. They will meet with Art Sherwood of CDS Consulting Co-op and available management/Board of Bellingham's Community Food Co-op to discuss their expansion experience. The Board will look into renting a van that could hold everyone.

Citizens' Climate Lobby form (P)

Tom researched the Citizens' Climate Lobby, and reported back to the Board that he believes that the Citizens' Climate Lobby is a group of good people who are focusing an attainable goal: implementing a carbon tax and dividend program. Tom feels that the Co-op Board should sign the Citizens' Climate Lobby form.

Motion to sign the Citizens' Climate Lobby form as a Board, seconded, **passed 6-1-1**

Roll call:

Laurene: yes

Alex: no

Idgi: abstain

David: yes

Tim: yes

Carol: yes

Ashley: yes

Tom: yes

How Often the Board Meets (D)

The Board discussed how often they should hold Board meetings and work sessions. Currently, the Board meets twice a month, with one Board meeting (open to owners) and one work session (Board only).

They discussed possible benefits as well as potential drawbacks, and decided they would like to change the meeting schedule.

Motion that the Co-op Board change its schedule to hold one monthly meeting, alternating between Board meetings and work sessions, beginning in October with a work session, seconded, **passed 8-0-0**

Action: Policy & Bylaw will consult with Melinda, and then bring a revised Policy Monitoring Calendar to the Board.

Board Member Statements (D)

Laurene requested that all Board members answer the brief questions that the Marketing department requested regarding why they enjoy serving on the Board. This information will be used for publicity and Board recruitment.

Action: Willow will resend the Board the questions requested from the Marketing department.

Follow-up on White Paper discussion (R)

Laurene clarified the outcome of August's call with Dorsey & Whitney regarding the White Paper: that we keep the Moscow store in its present structure as an Idaho not-for-profit, and form a separate corporation under the Washington co-op statutes for the Pullman store. This setup doesn't need to happen until the Co-op is closer to opening a store in Pullman. Laurene will draw up Washington incorporation papers, which are inexpensive.

Final Audit Documents (R)

Laurene suggested that October's work session be a discussion of the audit and include a conference call with accountants. The Board agreed, and they will vote on the audit in November's Board meeting.

Policy B1.1 (D)

The Board revisited Policy B1.1. Deb assured the Board that slow sales are a national trend, and although the Co-op is not experiencing positive sales growth, they are making other changes to cut costs, and finances are steady. Idgi clarified that the data shows noncompliance with this part of the policy, but Melinda explained in her report what the plan is to become compliant.

Motion to accept the report with specific concern for net income and sales growth, seconded, passed 8-0-0

Motion to do additional monitoring of this policy in May 2018, seconded, passed 8-0-0

Committees: Reports/Work Plans progress (R)

Nominations & Elections – The committee met last week to update the Election Packet for the 2018 election. David reviewed the revised schedule.

Motion to accept the 2018 Board Election Packet, passed 8-0-0

Policy & Bylaw – The committee met to discuss changing the Ends policy. Their updated version was sent to Melinda.

Owner Engagement – Along with the Co-op's Film Series committee, the Owner Engagement committee has been organizing "Keep the Hives Alive", which will show on September 20th. Greg is drafting a submission about inclusivity for the Co-op's Community News.

Strategic Initiatives – Has not met.

Executive Committee – Executive committee had a call with Todd Wallace on Monday, and reviewed the action steps to be taken after the Board's White Paper discussion.

BOARD ASSIGNMENTS AND MEETING REVIEW

E-newsletter brief-200 words or less

Due the 10th and 20th of each month

- (September 20th) Laurene: Board meeting schedule change
- (October 10th) David: elections.

Community News online/printed: "Board News" – 800 words or less (20th)

October: Elections recruitment, including Board statements.

Rooted "Looking Forward" event submission – 80 words or less

- Willow
 - Board meetings
 - Board events

Rooted article – 600 words for single page

Upcoming dates to remember:

Fall Board retreat: October 20th

Meeting review

The Board enjoyed eating dinner in the deli during the local apple tasting. They would like to find a way to interact more with owners.

*Notes taken by Willow Venzke
Meeting adjourned at 8:34 pm.*

Signature of the Board President

Date