[BOARD REVIEW]

Moscow Food Co-op Monthly Board of Directors Meeting
Monday, June 7, 2021
Held Virtually via ZOOM in response to COVID-19

Present: Melinda Schab (GM), Alice Ma (President), Cheyne Mayer (Vice President), Julia Parker (Secretary), Mark Thorne (Treasurer), Ken Hart, Rob Ely, Isabel Barbuto, Dulce Kersting-Lark, Trish Hartzell, Chloe Rambo (Board Admin), Thane Joyal (Columinate consultant)

Facilitator: Alice Ma (President)

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

Alice called the meeting to order at 5:38 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 & APPROVAL OF BUSINESS AGENDA

Motion to accept the consent agenda and business agenda as presented, seconded, passed 8-0-0.

GENERAL MANAGER'S FYI

May 29, 2021

The General Manager's FYI is available online here.

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

Action: Melinda will share the approximate percentage of conventional items available from the warehouses of both UNFI and KeHe

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BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP

Board Action Items – 6.7.2021

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

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

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

1. Policy & Bylaw will review subpolicy B6.5.
2. *In Progress:* Policy & Bylaw will work with Thane Joyal on comprehensive review of Policy C1 and C2.
3. Policy & Bylaw will review Policy D2 for clarification of the top-level policy with assistance from Board consultant Thane Joyal

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

1. The Board Development Committee will review the process for GM compensation determinations and recommend a timeline for the process for the next GM compensation review.
2. The Board Development Committee will review the Board Resource Handbook for efficiency and useful information, with the goal to create a master handbook that is available online.
3. The Board Development (F.K.A. Executive) Committee will draft a statement regarding the Board's commitment to workplace excellence.

General

1. 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.
2. Melinda will send the Capital Budget to the board when it is ready.
3. Melinda will return a compensation proposal that meets the criteria in the RFP (request for proposal) from the March 2021 Board meeting.
4. Melinda will provide a plan to the Board regarding how the kitchen/deli/prepared food section is going to work to reduce overtime costs in September.

DONE

✓ The Board Development Committee will discuss internal Board policy monitoring.

✓ Melinda and Chloe will reach out to Matthew to see if we can make more years' worth of results available in SimplyVoting, or investigate why they are not appearing.

✓ The Board Development Committee will plan an executive session to discuss the GM compensation process.

Parking Lot:

- Policy & Bylaw will write the Board's mission statement.
- *Removed*: Melinda will research the cost and specs of the glass to sand machine and will send them to the Board for review. *(Melinda provided update on 10/26/2020 in FYI)*
- Board meeting: A store tour for Board members.
- Conversation about staff interest in training and purchasing using discount.

Motion to create a Doodle poll to schedule a store tour for the Board, passed 8-0-0.

Action: Chloe will put together a Doodle poll to schedule a store tour for the Board.

BUSINESS AGENDA

Board Education: GM Compensation Process (SI/MTC)

Thane presented an article on creating a process for making decisions regarding compensation of the General Manager. The Board discussed and asked clarifying questions.

GM Monitoring Reports (MD)

Policy B1: Financial Condition and Activities

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

Motion to accept the Policy B1 monitoring report with acknowledgement of noncompliance, passed 9-0-0.

Julia joined the virtual meeting during this discussion.

Policy B7: Communication to the Board

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

Motion to accept the Policy B7 monitoring report as in compliance, passed 9-0-0.

The Board took a five-minute break and reconvened at 6:52 p.m.

Board Monitoring Reports (MD)

Policy C5: Directors' Code of Conduct
The Board reviewed and discussed the monitoring survey.

Motion to find the Board in compliance of Policy C5, passed 8-0-1.

Review of Spring Retreat (SI/BTC)
The Board briefly discussed the Spring Retreat, which took place Saturday, June 5 at the Latah County Fairgrounds.

Committee Reports (SI)

- Nominations & Elections: The committee is taking a break for the summer.
- Policy & Bylaw: The committee is taking a brief break but will plan on meeting at least once in the summer.
- Board-Owner Communication Committee: The committee will meet again in July.
- Strategic Vision: The committee will be meeting in June and will take July off.
- Board Development Committee: The committee will focus on the GM compensation process and creating a statement for workplace excellence.

Trish's virtual connection was lost and regained multiple times during this discussion.

Board Assignments and Meeting Review (BC)
Marketing will be highlighting the following through the month of June:
Pride Month
Idaho Wine & Cider Month
Grilling/BBQ
General summer themes like eating outside, eating/cooking on the trail, growing season, cold drinks, and local produce

Pertinent historical photos - Dulce
Current drought - Mark Mark will write a piece about the drought
Dashboard cookies & recipe - Alice, August

Notes taken by Chloe Rambo
Meeting adjourned at 7:36 p.m.

Signature of the Board President Date

Signature of the Board Secretary Date