

Moscow Food Co-op Monthly Board of Directors Meeting

Tuesday, September 6, 2022

Held at The Classroom at the Latah County Fairgrounds (1021 Harold Drive, Moscow, ID) and via ZOOM

Present: Ken Hart (Vice President), Cheyne Mayer (Secretary), Isabel Barbuto, Trish Hartzell, Candis Claiborn, Rob Ely, Melinda Schab (GM), Chloe Rambo (Marketing Manager), Adam Cunningham (Board Admin)

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

Facilitator: Erin Tomlin | **Guests:** Mark Thorne, Greg Meyer

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

Erin called the meeting to order at 6:09 p.m.

OWNER COMMENT PERIOD The Owner Comment Period 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 who wished to speak during the comment period.

CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA

- Cheyne motioned to add the Board Meeting Advertisements Recommendation to the Consent Agenda, **passed 6-0-0.**
- Cheyne motioned to amend the spring retreat notes to reflect Kerry being present and to clarify that she and Cheyne attended via Zoom, **passed 6-0-0.**
- Trish motioned to add BOCC recommendations to the FAQs to the business agenda, **passed 6-0-0.**

Motion to accept the consent agenda as amended, **passed 6-0-0.**

Motion to accept the business agenda as presented, **passed 6-0-0.**

BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP

Board Action Items – 9.6.2022

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

- The Board-Owner Communication Committee will draft elevator speeches for the frequently asked questions in the Board-Owner Communication Plan.
- The Board-Owner Communication Committee will finalize the mechanics of making GM and Board monitoring reports available to owners after meetings.
- BOCC will coordinate filming of Board members answering FAQs.
- 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.

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

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

- Policy & Bylaw will review the B policy monitoring schedule to consider adjusting January - April monitoring per the GM's request.
- 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 add review of the Board multi-year strategic work plan to the Policy C3:Agenda Planning annual calendar .
4. The Board Development Committee will consult with Thane on GM evaluation vis-à-vis subpolicy D4.6.

General:

- Melinda will research the survey tools available to us to research the public opinion of the Co-op.

Parking Lot:

- Conversation about staff interest in training and purchasing using discounts.

- 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)*
- The Board Development Committee will discuss Director compensation.

DONE

- ✓ Policy & Bylaw will work with Thane Joyal on comprehensive review of Policy C10.

REMOVED

The Board-Owner Communication Committee will plan and execute a price comparison with other local grocery stores for comparable products.

BUSINESS AGENDA

(GM) Policy Monitoring

Policy B1: Financial Condition and Activities

The Board reviewed Melinda's provided report. The Board asked clarifying questions. Motion to accept the monitoring report on Policy B1 as in compliance, **passed 6-0-0.**

Board Monitoring Reports

Policy C3: Agenda Planning

Policy C4: Board Meetings

Policy C8: Governance Investment

Some Board members reported a technical issue with the monitoring survey. At the time of the meeting, seven members had taken the survey. Rob motioned to postpone discussing the above policies until the October Board Meeting, **passed 6-0-0.**

Spring Retreat

The Board debriefed on the June 2022 Board retreat.

Community Needs Survey

Cheyne presented the progress from the BOCC on drafting and distributing a community needs assessment survey.

Cheyne shared a draft and the Board provided feedback and suggested edits.

Motion to accept the survey as amended and direct the BOCC to distribute it to MFC owners, passed 6-0-0.

Committee Check-in

The committee chairs briefly elaborated on their committee notes.

Board Development:

No additional updates.

Nominations and Elections:

- Ken shared an update prepared by Dulce: the committee is reviewing the current election packet and timeline for elections.
- Cheyne will be resigning his seat effective November 2022.

Cheyne motioned to direct the Nominations & Elections Committee to begin the appointment process to fill Cheyne's anticipated-to-be vacant seat, pending receipt of Cheyne's formal letter of intent to resign, passed 6-0-0.

Board-Owner Communication:

The Board discussed BOCC's recommended draft answers to the FAQs.

Cheyne motioned to approve the draft FAQ answers as amended, passed 6-0-0.

Policy and Bylaws:

No additional updates.

General Manager (GM) FYI

[The General Manager's FYI is available here.](#)

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

Board Member Writing Assignments

The Board referred to the Board-Owner Communication Plan.

Cheyne shared Board owner communication plan, mentioned that it calls for photo op in September 2022. October 2022 calls for writing assignments by board. Asked members if they

had subjects they'd like to write on. Ken said he had a paper he recently wrote that he'd like to condense for an article.

Action item: Ken will write a 500-600 word piece for International Co-op Month and coordinate with MFC marketing to distribute.

*Notes taken by Adam Cunningham (Board Admin)
Meeting adjourned at 7:48pm*

Signature of the Board President

Date

Signature of the Board Secretary

Date