**Moscow Food Co-op Monthly Board of Directors’ Meeting**

**Tuesday, September 12, 2011 6:30pm**

**Present:** Andrika Kuhle, Sheryl Hagen-Zakarison, Donal Wilkinson, Jamie Bentley, Colette DePhelps, Mark Mumford, (Interim GM Team): Deb Reynolds, Joan McDougall, Theresa Nuhn.

**Absent:** Kimberly Vincent

**Facilitator:** Kay Keskinen

**Guests:** Nils Peterson

**Check-In**

Kay won the senior North Idaho horseshoe competition!

**Announcements**: The BOD hired a new Board Admin. Assistant – Alexis Long. She could not be here this evening, so Jamie, as secretary, is taking the minutes for this meetings.

**Member Forum**

Nils Peterson- Outcome of GM search process for Nils; 501C3 creation with Co-op with a parallel mission to the Co-op with the use of the same board and the foundation would have no staff. The idea would be to use the foundation to create a larger change in the community because if you pool members’ money together we could do more. The Board could then decide the percentage of money to set aside for some sort of charitable act/grant/etc. This is a mechanism to let the Co-op do both the retail side and community work it is interested in. (Nils left after comment period)

Andrika mentioned the strategic plan, how it is a living document and this is a great suggestion that will be discussed and examined in the future.

**Study & Engagement**

Kimberly is absent so Study and Engagement will not happen and is delayed until next meeting.

We may want to think about a more productive Study and Engagement for October because Seth will be joining us next month.

**ACTION:** Andrika and Sheryl will converse with the Professional Development Committee to decide what to do.

**Consent Agenda**

Minutes:Add Colette to the Present line and change typos on second page.

Motion to accept the minutes as amended, seconded, passed (6-0)

GM compliance reports:

Motion to find B1 in compliance, seconded

Discussion about the employee survey report ensued on sharing information with the public. Sheryl would like to note that she was impressed with the overall satisfaction and high numbers shown in the report.

Passed (6-0)

**Brief Announcements and Action Items Follow-Up**

ACTION: Jamie will connect with Marcia to exchange contact info so Jamie can become the BOD’s media liaison in cases of special events.

Donal and Mark’s item (joint committee meeting between Elections and Policy and Bylaw) still needs to be completed and will tonight.

**Confirm Agenda**

**Business Agenda**

GM Financial Reports: Thank you for including the Local 50, 100, 150 purchases in the spreadsheet. It is really helpful to see how well we are doing in are local products.

Added an extra month to the report so it shows 14 months instead of 13.

Discussion about rising meat prices and needs for future development.

When does a difference in sales from last year to this year become a red flag? Deb has stated that looking at one month really does not do justice to the departments viability, looking at a year is really what will show you any red flags.

Motion to accept GM Financial Reports, seconded, passed (6-0)

Annual Meeting: Sheryl—A prototype of 3 different artwork prints has been printed 75 times each. A WSU student created them as a way to volunteer. Each print is a limited edition for $75 and will be sold at the Annual Meeting to fundraise for the Green Commerce committee to help support committee endeavors. These will be available at the Co-op, as members cannot actually pick them up at the Annual Meeting. Discussion then ensued about details and logistics of the   
Annual Meeting and welcome party for Seth Marcantonio, the new General Manager.

ACTION: Andrika will share the Annual Meeting agenda once it is finalized with the BOD

Board Packets and Podcast Request: Bill Beck has asked several times to continue getting board packets including financials, reports, etc. even though he is no longer on the board. He believes members should be able to have this information and he would like to stay informed as he plans on running again for the BOD.

Discussion ensued about pros and cons of giving out board of directors meeting information to the public

In general, this is not something that has been done before. Theresa has spoken with legal counsel discuss whether is it prudent and/or legal to give out financial information, as well as if it is really desirable that members know as many specifics as the BOD about finances and inner workings of the Co-op. Legal counsel suggested that only light financial information be made available to the members on paper and to not podcast the meetings. Any other information would not be prudent to give out to members as board members only get to see detailed information of the Co-op after signing a code of conduct. Also, outside editing could occur once made available electronically.

Motion to give members agenda and minutes when asked for board packet: Not seconded

Bill Beck would also like to see when any upcoming policy change is occurring. Discussion about obligation of giving this information to members. Committee notes are included in board information and those are not something which the board is legally obligated to share. In general, this is asking to make board information member information. It was suggested a member packet be created to include the agenda, minutes, summary of financial information and policy changes.

Motion to create a member packet that includes agenda, proposed policy changes, minutes from last meeting, four summary financial reports, and cover letter explaining what it in the packet and why this is what we can offer because of legal counsel and responsibility. Seconded, passed (6-0)

ACTION: Andrika will let Alexis know a member packet will need to be printed for each following board meeting.

Fall Retreat Ideas

Talk about what we want to do with our profit

Calibrate expectations with GM

Joint Committee Meeting P&B and E&N

First Monday October 3rd at 7pm – 8pm

Breakfast with the Board

September 17th  Colette and Andrika; Topic: Ask members and patrons if we are we on track with the strategic plan? Any suggestions?

October 15th Donal

November 19th

Yay Kay is back!

Meeting adjourned at 8:39pm

Notes taken by Jamie Bentley

Next meeting is October 11th, 2011 at the Fiske Room in the 1912 Center

BOD President Signature Date