Moscow Food Co-op Monthly Board of Directors Meeting
Tuesday, November 2, 2021
Fiske Room, 1912 Center, Moscow, ID and via ZOOM in response to COVID-19
Present: Melinda Schab (GM), Alice Ma (President), Cheyne Mayer (Vice President), Mark Thorne (Treasurer), Rob Ely, Isabel Barbuto, Dulce Kersting-Lark, Trish Hartzell, Chloe Rambo (Marketing Manager)
Facilitator: Alice Ma (President)
Guests: None
Absent: Julia Parker (Secretary), Ken Hart

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

Alice called the meeting to order at 6:05 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 who wished to speak at the forum.

CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA

Cheyne requested the Board-Owner Communication plan be removed from the consent agenda, and instead be discussed in January 2022. Alice removed Meeting Efficiency from the agenda as Julia is not present to lead the discussion.

Cheyne requested the GM Compensation Request for Proposal be moved to the Business Agenda.

Motion to accept the consent agenda and business agenda as amended, passed 7-0-0.

GENERAL MANAGER'S FYI
October 26, 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.

Cheyne requested to see the New Ownerships chart in a bar graph in the future.

BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP
Board Action Items – 11.2.2021

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

1. The Board-Owner Communication Committee will draft elevator speeches for the frequently asked questions in the Board-Owner Communication Plan.
2. The Board-Owner Communication Committee will finalize the mechanics of making GM and Board monitoring reports available to owners after meetings.

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

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

1. Policy & Bylaw will review Policy D2 for clarification of the top-level policy with assistance from Board consultant Thane Joyal.
2. Policy & Bylaw will review and revise Policy C7 to add a top-level policy and review subpolicy C7.1.
3. Policy & Bylaw will work with Thane Joyal on comprehensive review of Policy C10.

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.

General

1. The Board will discuss Julia's presentation on meeting efficiency at the November Board meeting. Feedback can be provided in advance via email.

DONE

✓ Melinda will follow up with Cheyne about committee charters and where they are accessible.
✓ Rob will conduct a survey to solicit feedback from the Board by the end of October.
✓ Chloe will update the date of packet release within the document.
✓ 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.
✓ 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. *(removed)*
✓ 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. *(removed)*
✓ Annabelle will follow up with Julia and Ken to confirm the discussed meeting time.
✓ Policy & Bylaw will write the Board's mission statement. *(removed)*
X The Board-Owner Communication Committee will plan a forum in January. *(removed)*
X Melinda will send the Capital Budget to the board when it is ready. *(removed)*
X Melinda will return a compensation proposal that meets the criteria in the RFP (request for proposal) from the March 2021 Board meeting. *(removed)*

Parking Lot:

- Conversation about staff interest in training and purchasing using discount.
- 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)*

Action: Chloe will send the link to the updated Board Handbook to the Board for review.

BUSINESS AGENDA

Board Monitoring Reports (MD)

Policy C: Global Governing Style

The Board reviewed and discussed the monitoring survey.

Motion to find the Board in compliance of Policy C, passed 7-0-0.

Policy C1: Governing Style

The Board reviewed and discussed the monitoring survey. The distributed survey was based on an outdated version of Policy C1. The Board will discuss whether to monitor the policy again based on the updated language.

Motion to find the Board in compliance of Policy C1, passed 7-0-0.

Policy C2: The Board's Job

The Board reviewed and discussed the monitoring survey.

Cheyne requested 5 extra minutes to discuss this topic.

Motion to find the Board in compliance of policy C2 with the exception of noncompliance of C2.2, passed 7-0-0.

Patronage Dividend Resolution (MD)

Motion to approve the patronage dividend resolution as written, passed 7-0-0.

Meeting Efficiency (SI/BTC)

This topic was removed from the Business Agenda and will be discussed in January 2022.

GM Compensation Request for Proposal (SI/MD)

The Board discussed the definition of "vision" within the request for proposal.

Action item: Melinda will return a complete GM compensation proposal by the February Board meeting.

Motion to approve the GM Compensation Request for Proposal, passed 7-0-0.

Survey Results Review (SI)

This topic was removed from the Business Agenda.

Fall/Winter Retreat (SI/BTC)

The Board discussed the upcoming Winter Retreat. The confirmed date is Saturday, December 4 from 12 - 4 p.m. with the location to be determined.

Action: Chloe will secure a location for the retreat.

GM Compensation Request for Proposal (SI/MD)

The Board briefly revisited this topic to answer ongoing questions.

Committee Check-In (SI)

- The committee chairs briefly elaborated on their committee notes.
- Strategic Vision: The committee will meet next on Friday, November 19.
- Board-Owner Communication: Met in October and discussed the Board-Owner Communication Plan, which will be presented to the Board in January 2022.
- Policy & Bylaw: Did not meet in October. The committee will reconvene after the Winter Retreat to continue working on assigned action items.
- Nominations & Elections: The election packet will be coming out on November 8, 2021. The committee will host a Q&A session via Zoom on Wednesday, December 1 from 6 - 6:45 p.m. and an in-person Q&A session alongside a wine or beer tasting on Thursday, December 2 from 4 - 6 p.m. to help share more information on the Board of Directors.

Board Assignments and Meeting Review (BC)

There are no Board writing assignments. The Board-Owner Communications Plan will replace this segment of the agenda moving forward.

Meeting Evaluation

The Board discussed the best way to facilitate more training on what constitutes "operational work" when discussing visioning and goals. The Board agreed this could be a good topic for a retreat or future work sessions.

Dulce left the meeting during this discussion.

Notes taken by Chloe Rambo
Meeting adjourned at 7:41 p.m.

Signature of the Board President Date

Signature of the Board Secretary Date