Moscow Food Co-op Monthly Board of Directors Meeting
Tuesday, September 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 (Outgoing Board Admin), Annabelle Bettger (Incoming Board Admin)
Facilitator: Alice Ma (President)
Guests: Greg Meyer, Tej Prakash, Steve Smallwood, Bill Beck

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

Alice called the meeting to order at 5:32 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.

Greg Meyer shared a comment via meeting chat during the forum.
"This is an operational issue but the larger question is, I feel, something the board should reflect on. Today the Department of Health and Welfare implemented a Crisis Standards of Care in North Idaho. Presuming you all are aware of this, what it means, and why it was deemed necessary, I believe the co-op should let its customers know how seriously we are taking the latest surge, and now this crisis, by once again requiring all customers to wear masks when in the store. I would encourage the board to encourage management to take this step."

There were no additional owners who wished to speak at the forum.

CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA

Motion to accept the consent agenda as presented, passed 5-0-0.

Motion to accept the banking resolution as presented, passed 5-0-0.

Motion to accept the business agenda as presented, passed 5-0-0.

GENERAL MANAGER'S FYI

August 20th, 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.

Julia joined the meeting during this discussion.

BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP

Board Action Items – 9.7.2021

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 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 Board Resource Handbook for efficiency and useful information, with the goal to create a master handbook that is available online.
2. 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.
5. Melinda will share the approximate percentage of conventional items available from the warehouses of both UNFI and KeHe

DONE

✓ Chloe will put together a Doodle poll to schedule a store tour for the Board.
✓ Board meeting: A store tour for Board members.
✓ Policy & Bylaw will review subpolicy B6.5.
✓ Policy & Bylaw will work with Thane Joyal on a comprehensive review of Policy C1 and C2.
✓ 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.

Parking Lot:

- Policy & Bylaw will write the Board's mission statement.
- Conversation about staff interest in training and purchasing using discounts.

BUSINESS AGENDA

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, passed 6-0-0.

Board Monitoring Reports (MD)

Policy C3: Agenda Planning

The Board reviewed and discussed the monitoring survey.

Motion to find the Board in compliance of Policy C3, passed 6-0-0.

Policy C4: Board Meetings

The Board reviewed and discussed the monitoring survey.

Motion to find the Board in compliance of Policy C4, passed 6-0-0.

Policy C8: Governance Investment

The Board reviewed and discussed the monitoring survey.

Motion to find the Board in compliance of Policy C8, passed 6-0-0

Cheyne joined the meeting during this discussion.

Policy Updates (SI/MD)

Cheyne provided a brief review of the Policy & Bylaw Committee's recommendation for Policy B6.

Motion to send "external compensation comparison" to the Board Development Committee as a priority for Board learning, passed 7-0-1.

Cheyne also provided a brief review of the suggested scrivener's updates to Policies B6 & D4.

Action: Annabelle will make the recommended scrivener's updates to Policies B6 & D4.

Rob joined the meeting during this discussion.

Review Draft Board Communications Plan (SI/MD)

Cheyne provided a brief review of the Draft Board-Owner Communications Plan. The Board asked clarifying questions.

Motion to add a discussion of the monthly board meeting highlights to the October Board agenda, passed 8-0-0

Action: BOCC will plan a forum in January.

Motion to task BOCC with drafting elevator speeches for the frequently asked questions noted in the Draft Communications Plan, passed 8-0-0.

Cheyne reviewed the component of the plan discussing the Board documents' transparency. The board discussed and asked clarifying questions.

Motion to make GM monitoring reports and Board monitoring reports available to any Owner that asks for viewing in-store once the minutes from the meeting where those report(s) were acted on are approved, passed 8-0-0.

Motion to direct the BOCC to finalize the mechanics of making GM and Board monitoring reports available to owners after meetings, passed 8-0-0.

Motion to direct the BOCC to format this draft plan into a formal plan for the Board to consider and/or adopt, passed 8-0-0.

Julia left the meeting during this discussion.

The Board took a five-minute break and reconvened at 7:17 p.m.

GM Compensation Process Questions Discussion (SI)

Alice gave a brief overview of the process for GM compensation discussions, based on a prior conversation with Thane Joyal.

Rob, Mark, and (Julia or Alice) will join an ad-hoc committee to craft an RFP (request for proposal) to present to the general manager in November.

Childcare Reimbursement (SI/MD)

The Board discussed the recommendation of the Nominations & Elections Committee to provide reimbursement for the cost of childcare for Directors.

Motion to task the Board Development Committee with further researching and developing this protocol into policy, passed 7-0-0

Ken left the meeting during this discussion.

Monthly Board Meeting Day (MD)

The Board discussed shifting the weekday of the monthly Board meetings due to a Director's future conflict. The Board will tentatively reschedule Board meetings for Tuesdays at 6 p.m.

Action: Annabelle will follow up with Julia and Ken to confirm the discussed meeting time.

Committee Reports (SI)

- Nominations & Elections: The committee did not meet over the summer.
- Policy & Bylaw: The committee addressed a number of action items and will be presenting other policy recommendations at the October Board meeting.
- Board-Owner Communication Committee: The committee has been developing the Draft Board-Owner Communications Plan.
- Strategic Vision: The committee last met in June.
- Board Development Committee: The committee discussed creating a statement of workplace excellence, but will pause that project.

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 Development Committee will discuss the feasibility of meeting in person in October.

Notes taken by Chloe Rambo (outgoing Board Admin) & Annabelle Bettger (incoming Board Admin)
Meeting adjourned at 8:15 p.m.

Signature of the Board President Date

Signature of the Board Secretary Date