

Moscow Food Co-op Monthly Board of Directors' Meeting

Tuesday, November 11, 2014, 6 p.m.

Present: Colette DePhelps , Glenn Holloway, Laurene Sorenson, Kurt Obermayr, Idgi Potter, Bill Beck, Mary Simonsen (Board); Melinda Schab (General Manager), Sara Miller (Administrative Assistant)

Facilitator: Kay Keskinen

Guests: Joan Rutwoski, Hunt Paddison

PUBLIC FORUM

Public Forum is a time for the Board to listen to owner and general public comments; follow-up is considered outside of the forum. No one present who wished to speak.

BOARD APPOINTMENT

Acknowledging and welcoming Mary to the Board, acknowledging the Board voted to seat Mary Simonsen to replace Julia Parker, through March 2015 of next election.

Board Administrative Assistant Introduction

Acknowledging and introducing Sara Miller as the new Board Administrative Assistant

STUDY & ENGAGEMENT: Spirit of Generosity

The Board and GM discussed what they found most relevant from the [Spirit of Generosity](#) reading. The following ideas were discussed as pertinent to Co-op growth:

- Spirit of Generosity highlighted the importance of understanding your own motivation while not being judgmental of others. Other Co-ops may have different motivations, but using generosity as a vessel for collaboration can support broad End goals for cooperatives.
- The directors analyzed the five levels of cooperation, highlighting the complexity behind "getting ahead". There is a level of survival in getting ahead, but with getting ahead there is also a higher level of growth because the Co-op reaches more people and does more for the local economy.
- Generosity can be a method of accountability between cooperatives. Organizations cannot stand alone in sustainability. Sustainability should not stop within one organization, until everyone is doing what you are doing within a system, it's not sustainable. Cooperatives can't stand alone if they are going to advance, and generosity is a good way to close that gap.
- Cooperatives compared to non-cooperative natural grocery stores. Chain natural grocery stores bottom line is profit, while within the Moscow Food Cooperative the value of people/place/profit are all in the same footing.
- Cooperative model is a great model, but many other models can be beneficial. Directors explored the definition and ethics of profit. Making a profit is necessary to sustain, on the other hand letting profit become the only priority doesn't sustain long-term business. Profit is what is left-over once everyone has been paid; often the ethics of a business are represented by what they choose to do with said profit. Profits within a cooperative should be invested back into the organization and the community it supports.
- Generosity has many faces, and can be represented with time and services provided to the community.

CONSENT AGENDA

Minutes:

Motion to accept the October 2014 BOD meeting minutes as amended, seconded, passed 4-0-3

ACTION: Sara will take out “and according to the article, would cost around \$1 million” from Study and Engagement.

GM Compliance Reports:

Policy B3: Communication and Counsel to the Board Welcome Back Students Block Party – Colette asked about Melinda’s general sense and impact of the event. Melinda said it was not well attended. However, it was important to be there even if it didn’t have a big impact.

Motion to accept B3 and find it in compliance, motion seconded, passed 6-0-1

Policy B9: Current Financial Conditions/GM Update

GM provided written report on Current Financial Conditions.

Motion to accept B9 and find it in compliance, seconded, passed 6-0-1

BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

As of November 11, 2014:

Owner Engagement Action Items discussed with Charter Draft (*internal action items kept separately*)

- Owner Engagement will determine how many openings for owners and staff they have and let Advancement know this information for publicity; Owner Engagement will create a call for owners to join the committee.
- The Owner Engagement Committee will prioritize looking at how policy should guide owner engagement in general and how that outcome should shape how staff proceeds with the Participating Owner Program.
- The PO Program discussion will resolve whether to seek feedback from POs and/or owners on how the Board’s discount should be structured and/or whether to consider Board stipends.
- Owner Engagement will consider how to involve owners in the growth conversation/process.
- Policy & Bylaw will continue to look at B policies (other than B13, B6 and B7) for congruence with the new Ends and the purpose of B policies.
- P&B will change B7 references to member to “owner”
- Bill and Glen will figure out a time and focus for an owner engagement opportunity in October and share set-up needs with Board Admin.
- Melinda will ask the Advancement team to include the Board in emails about upcoming newsletter topics.
- The Board will include time during the December retreat to discuss the Board’s financial indicators, now that the Strategic Plan update is finalized.
- Directors will discuss writing a series of articles about the strategic plan priorities, possibly starting with the October issue.
- Laurene will review the Co-op’s bylaws by February Board meeting (using drafted version with member-owner changes), and if she finds anything significant she will put it on the Board’s agenda for directors to consider submitting for owner approval at the Annual Meeting in April.
- Board Admin will remind Colette of the Co-op bylaws review by December meeting.
- Melinda will share the draft design of the primary, visual Strategic Plan document in December.
- November Work Session: November 17, 4:00 pm – 6:00pm Fiske Room
- January 2015: Melinda will present the Board with Operational details for working on the Strategic Plan. She may provide updates via monthly B3 reports prior to this check-in.
- April 2015: Annual Meeting will focus on Strategic Plan celebration (?) and will include telling the story of the Co-op’s evolution and where the new Strategic Plan will take us.

DONE

- ✓ Owner Engagement will draft a committee charter for submission to the Board.
- ✓ Policy & Bylaw will ask Todd to look through our governance policies for gaps or needs that should be addressed in advance of growth or exploration of growth options. *In process: the request has been made*
- ✓ To inform Board discussion about its spending, Idgi will look at how the Board's budget breaks down.
- ✓ Melinda will research what other Boards of similar-sized co-ops budget for their needs and look into what's considered "best practice."
- ✓ Owner Engagement will develop a draft Communications Plan and/or Work Plan for owner engagement.

CONFIRM AGENDA

The Board agreed to add the Board Budget to agenda and discussed the Board's spending during the 2014 year in comparison to 2013. Directors discussed training opportunities, including CBLD 101, Advanced Leadership, Co-op Café, and decided to evaluate with each Board member which training would be beneficial to them in the future.

ACTION: Idgi will follow up with Deb on why premiums went up for Director's insurance.

BUSINESS AGENDA

Motion re: long-term facilities plan (P)

Long-term facilities plan discussion moved to Executive Session.

Owner Engagement charter (Proposal)

Exploring purpose of the Owner Engagement Committee: Joan expressed concern the owner engagement committee's draft purpose - too operational in nature, and some duties outlined for the Committee are being handled by staff already. Joan pointed out her concern is the focus is on Co-op and owners rather than the Board and owners, making the committee entirely focused on Co-op and owner engagement rather than Board and owner engagement. Colette suggested the Committee focus on the Board engaging members, and the charter should focus on Board-owner-community engagement.

ACTION: Laurene will revise Owner Engagement Charter for December BOD meeting, to include changing "proposing to "reporting" in Owner Engagement Charter Proposal (located in the 3rd bullet from the bottom on the original Charter Proposal).

BOD Policy Compliance: C3, D1, D10 (P)

C3: Board discussed separating out evaluation and compensation into two events, and writing a separate policy for GM compensation review every 2 years rather than every year.

D1: The Board needed at least 5 responses to the online evaluation of D1 in order to vote on compliance.

ACTION: Move D1 to December agenda, Board members who have not completed need to complete by December meeting.

D10: Board did not complete online evaluation, as the Calendar was recently updated and changes made approved by the Board.

Motion to find calendar in compliance, seconded, **passed 6-0-1**

Policies re: Growth

Looking at B policies with growth in mind might be a good idea once the Co-op has decided on a project. Rather than going through all B policies, directors thought adding a new bullet point to B policy specifically regarding growth would be beneficial. The Board may find it helpful to lay out the kind of information we would like to have to review growth. In addition, separate B section with growth and evaluating growth subtitles. The Board plans on looking further at Co-op growth during their December retreat.

Community Events Sponsorships (D)

The Board discussed maintaining professionalism between Co-op Directors, Co-op staff, and community organizations, and discussed different scenarios (such as vendor and donation requests) to define what topics are appropriate. Professionally, Colette is involved with co-op community partnerships and has learned that because she's on the Board people feel that somehow she governs operations, and give her feedback that should go to Melinda. So few organizations operate by policy governance that people don't understand the role of the Board and the Board president. Also, staff often see Directors only in their roles as Board members. The Board discussed whether it would be beneficial to discuss the best practices for individuals as Board members on how to communicate with organizations where the Co-op is related. The question was asked: would it be valuable to be clear that there is a protocol in place for requests? Glenn voiced concern with putting up these barriers and cutting channels, which may prevent staff and Board engagement.

The Board and GM discussed the channels that already exist within the Co-op to handle requests. For any donor or vendor requests involving a Board member and possible conflict of interest, the Board member may need to recuse themselves entirely. All requests should go through the GM first, and the GM may delegate to other staff members upon review, creating clear channels of communication. If GM has approved other staff involvement, the Board may discuss requests with only approved staff. If GM is going to be unavailable, it may be a good practice to assign a point of contact in advance the Board can bring questions to. In general, the Board and staff conversation is considered appropriate as long as Co-op strategic plans are not discussed.

Winter Retreat (D)

The Board confirmed winter retreat location at Laurene's home. Todd will be arriving on Friday for the retreat. Colette will confirm his lodging; Colette and Joan will work with Sara to coordinate food. Board members will need to bring extra chairs. Todd's target is Dec 1st to get out draft agenda

ACTION: Set time and agenda for retreat gathering

Tentatively:

Friday 6:00pm – 9:00pm (social gathering)

Saturday 9:00am – 9:00pm (breakfast on our own)

Sunday 9:00am – 12:00pm

Growth Work session schedules (D)

The Board decided to schedule regular growth work sessions the 3rd Monday of the month from 4:00-6:00 p.m. (no work session in December, as growth will be discussed during Board retreat). In January the work session will be January 12th rather than the 19th (as the 19th is a holiday).

ACTION: Sara will reserve Fiske room in 1912 Center for the Board Growth Work Sessions.

Committees: Reports/Work Plans progress/Schedule (R/D)

Many committees are meeting on Thursday afternoons from 4:00-6:00 pm. The Board discussed locations for committee meetings and holding all regular committee meetings on Thursday afternoons, as it fits with Board admin schedule. The Board also discussed whether or not it is appropriate to hold committee meetings at Board residences when owners are invited from the public. The Board concluded they were comfortable with holding meetings at personal residences. The Policy and Bylaw Committee will meet at Kurt’s; the Mezzanine room will be used for the Professional Development, Strategic Initiatives, and Nominations and Elections committee meetings.

ACTION: Sara to update Committee schedule draft, reserve Mezzanine for these meetings, and add Mary to Owner Engagement and Strategic Initiatives Committees.

BOARD ASSIGNMENTS AND MEETING REVIEW

Newsletter assignments

ACTION:

- Idgi: dividend reminder
- Bill: elections reminder

Upcoming dates to remember

- CBLD 101 in March – good orientation for new Board members
- Food Summit 4.0, January 30, 2015
- Local Investment 101 Workshop, February 18, 2015
- CCMA – June 2015, good opportunity for Board development, possibly to be added in budget for next year if people can commit the time. Cost estimated at \$650 per person. Sending directors to trainings allows Board to get the most out of their budget.

ACTION: Melinda and Idgi will add trainings to next year’s Board budget.

Meeting evaluation: Glenn expressed him was pleased with the meeting, as it opened up a lot of good discussions and he enjoyed the Study and Engagement discussion.

Adjourned at 8:50.

EXECUTIVE SESSION

Facilities plan executive session. Adjourned 9:25 p.m.

Regular meeting adjourned at 8:50

Notes taken by Sara Miller

The next meeting will be Tuesday, December 9, 2014 at 6:00pm (with dinner beginning at 5:30 p.m.) in the Fiske Room of the 1912 Center.

Signature of the Board President

Date