

Moscow Food Co-op Monthly Board of Directors Meeting

Monday, February 1, 2021

Held Virtually via ZOOM in response to COVID-19

Present: Melinda Schab (GM), Alice Ma (President), Laurene Sorensen (Vice President), Cheyne Mayer (Secretary), Mark Thorne (Treasurer), Rob Ely, Isabel Barbuto, Maxine Durand, Chloe Rambo (Board Admin)

Absent: Ken Hart, Julia Parker

Facilitator: Alice Ma (President)

Guests: Tejasvi Prakash, Greg Meyer

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

Alice called the meeting to order at 5:31 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 present who wished to speak during the owner forum.

CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA

Cheyne requested to replace the discussion on the "D Policy Suite" with "Review Policy C6 - Officers' Roles."

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

Isabel joined the virtual meeting during the discussion of the consent agenda.

GENERAL MANAGER'S FYI

January 19, 2021 | No action needed

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

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

Action: Melinda will find out how much a bulk container costs.

BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP

Board Action Items – 2.1.2021

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 B1.2 for monitorability.
2. Policy & Bylaw will review Policy D2.
3. Policy & Bylaw will review Policy D4.
4. Policy & Bylaw will review subpolicy B6.5.
5. Policy & Bylaw will work with Thane Joyal on comprehensive review of Policy C1 and C2.
6. Policy & Bylaw will work with Thane Joyal on comprehensive review of the D Policy Suite.

Board Development Committee (*internal action items kept separately*)

1. The Executive Committee will create/review guidelines of documentation needed to clarify future monitoring of Policy D5.
2. The Executive Committee will revisit the annual evaluation form for the GM and ensure it is in compliance with D4.6d.
3. The Executive Committee will review the Board Resource Handbook for efficiency and useful information, with the goal to create a master handbook that is available online.

General

1. The Board will discuss internal Board policy monitoring at a future executive session.
2. 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.

DONE

- ✓ Policy & Bylaw will review Policy C6: Officers’ Roles to a) clarify the order of succession in the event of a Presidential vacancy and b) clarify how and when Board officers can be elected.
- ✓ Policy & Bylaw will add the role of Secretary to Policy C6 after receiving clarification on the role from the Executive Committee.

- ✓ Rob will connect with Matthew regarding any follow up questions about the information provided on ranked choice voting.
- ✓ The Secretary will research the proper wording of motion needed to accept the GM's policy monitoring reports for future meetings.
- ✓ *Melinda will research offering customers Bring Back Bags at no cost. *(Melinda provided update on 10/26/2020 in FYI, and was discussed at the Board Meeting on 2/1/2021)*

REMOVED

- ✗ Policy & Bylaw will create an SOP on Roberts Rules of Order.

Parking Lot:

- Policy & Bylaw will write the Board's mission statement.
- Melinda will research the cost and specs of the glass to sand machine and will send them to the Board for review. *(Melinda provided update on 10/26/2020 in FYI)*
- Board meeting: A store tour for Board members.
- Conversation about staff interest in training and purchasing using discount.
- The Executive Committee will draft a statement regarding the Board's commitment to workplace excellence.
- *Melinda will provide a plan to the Board regarding how the kitchen/deli/prepared food section is going to work to reduce overtime costs.

*Action items on hold due to COVID-19 response efforts.

BUSINESS AGENDA

GM Monitoring Reports (MD)

Policy A: Global Ends

The Board reviewed and discussed Melinda's provided report. The Board asked clarifying questions.

Motion to accept the monitoring report on Policy A with satisfactory accomplishment of ends, passed 7-0-0.

Policy B: Global Executive Constraint

The Board reviewed Melinda's provided report. The Board did not have any clarifying questions.

Motion to accept the GM's monitoring report on Policy B as in compliance passed 7-0-0.

Board Monitoring Surveys (MD)

Policy D: Global Board-Management Connection

The Board reviewed the monitoring survey. They did not have any clarifying questions.

Call to vote to accept the board monitoring survey of Policy D, passed 7-0-0.

Policy DI: Unity of Control

The Board reviewed the monitoring survey. They did not have any clarifying questions.

Call to vote to accept the board monitoring survey of Policy DI, passed 7-0-0.

Review Remaining Committee Charters (MD)

Strategic Vision Charter:

Rob presented the recommendations made to the Strategic Vision Committee Charter. The Board discussed and asked clarifying questions.

Motion to approve the Strategic Vision Committee's charter as amended, passed 7-0-0.

Motion to allow the Board secretary to make non-substantive formatting changes to the Strategic Vision committee charter to standardize it with the rest of the charters, pending approval of the Strategic Vision chair, passed 7-0-0.

The Board discussed the composition of the Strategic Vision Committee. Cheyne, Mark, Laurene and Ken stepped down from the committee.

Nominations & Elections Committee:

Cheyne presented the draft charter. The Board discussed the committee's recommendations for edits and asked clarifying questions.

Motion to accept the new version of the N&E charter as presented, passed 7-0-0.

Redesigning D Policy Suite (SI/MD)

This topic was postponed.

Review Policy C6 (MD)

The Policy & Bylaw Committee presented their recommendations for Policy C6.

Greg Meyer joined the meeting during the conversation on Policy C6.

Motion to approve Policy & Bylaw's recommendations for Policy C6, **passed 7-0-0.**

The Board took a 5-minute break and reconvened at 6:46 p.m.

Board Candidate Slate (MD)

Mark presented the candidate slate on behalf of the Nominations & Elections Committee.

Motion on behalf of the Nominations & Elections Committee to approve the following Board candidates for the 2021 election: Maxine Durand, Cheyne Mayer, Malinda Rittz, Trish Hartzell, Dulce Kersting-Lark, Erin Geslani, and Brittany Harrington, **passed 5-0-2.**

Cheyne and Maxine abstained from the vote, as they are running in the election.

Ranked Choice Voting (MD)

Mark gave a brief overview of the Nominations & Elections Committee's recommendation to run the 2021 election with ranked choice voting.

Motion to run the 2021 election with ranked choice voting, **passed 5-0-2.**

Cheyne and Maxine abstained from the vote, as they are running in the election.

Committee Reports (SI)

- Policy & Bylaw: The committee has been reviewing assigned policies including the C6 and the D Suite. The committee will meet twice in February to continue working on their assigned action items.
- Nominations & Elections: The committee is continuing to plan the Virtual Candidate Forum. It will be a town hall event, and they are currently deciding on if they want to run breakout rooms following an open Q&A session.
- Board-Owner Communication Committee: The committee is continuing to plan the Virtual Annual Ownership Meeting. The committee hopes to set a date for the meeting at their February meeting.
- Strategic Vision: The committee reviewed the committee charter and discussed additional outreach and education activities.
- Board Development Committee: The committee reviewed the Board Resource Handbook and made significant edits to streamline the document.

Guests Greg Meyer and Tejasvi Prakash left the virtual meeting before the Board went into Executive Session.

Executive Session: GM Compensation

The Board Admin and GM left the virtual meeting. The Secretary took notes on the Executive Session.

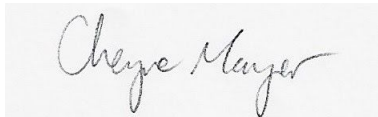
*Notes taken by Chloe Rambo
Meeting adjourned at 7:08 p.m.*

Alice Ma

3/1/2021

Signature of the Board President

Date



3/1/2021

Signature of the Board Secretary

Date