

Moscow Food Co-op Monthly Board of Directors Meeting

Tuesday, February 1, 2022

Held virtually via ZOOM in response to COVID-19

Present: Alice Ma (President), Cheyne Mayer (Vice President), Julia Parker (Secretary), Mark Thorne (Treasurer), Rob Ely, Isabel Barbuto, Dulce Kersting-Lark, Chloe Rambo (Marketing Manager)

Facilitator: Alice Ma (President)

Guests: Greg Meyer, Bill Beck, Erin Tomlin

Absent: Melinda Schab (GM), Ken Hart, Trish Hartzell

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

Alice called the meeting to order at 6:02 p.m.

OWNER COMMENT PERIOD

Owner Comment Period is a time for the Board to listen to Owner comments. The Board will, if requested, follow up after the meeting.

Greg Meyer via Chat: *I figured out that UNFI means United Natural Foods, Inc. And that DEI appears to mean Diversity, Equity, and Inclusion. But please keep in mind when preparing owner packets and conducting meetings that few owners will know what the abbreviations represent.*

A couple for Operations: How much will the estimated savings be by modifying the Senior Discount program?

I have been alarmed by how many unmasked customers are roaming co-op aisles. Does the "mask required" sign need to be bolder? If mask wearing is not being enforced, or even requested of customers who enter the store, why does the sign even say "required?"

Bill Beck shared similar concerns regarding the modifications of the Senior Discount program. Bill also shared perspective on his 45-year tenure shopping at the Co-op as well as 9 years serving on the Board regarding issues the Board is tackling. Bill discussed how annual sales have increased most predominantly when the Co-op was moved to its current location on 5th Street. Bill said the Board isn't spending enough time focused on what the store will look like in 30 or 40 years.

Greg and Bill's operational questions will be sent to Melinda to review and respond.

Rob and Isabel joined the meeting during the Owner Comment Period.

CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA

Cheyne would like to add 10 minutes to discuss the GM's operational interpretation of the Ends in the Policy A Monitoring report.

Alice requested to postpone the GM's monitoring of Policy A and B, as Melinda is unable to attend the meeting.

Julia requested the addition of a discussion of a candidate application to Executive Session at the end of the meeting.

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

BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP

Board Action Items – 2.1.2022

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 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, (as part of reviewing Policy B6 Staff Treatment and Compensation, subpolicy 5.)

General

1. Melinda will return a complete GM compensation proposal by the February Board meeting.
2. Melinda will research the survey tools available to us to research the public opinion of the Co-op.

DONE

- ✓ Policy & Bylaw will review and revise Policy C7 to add a top-level policy and review subpolicy C7.1.
- ✓ The Board will discuss Julia's presentation on meeting efficiency at the November Board meeting. Feedback can be provided in advance via email.
- ✓ Policy & Bylaw will review Policies C5 (Directors' Code of Conduct) and C9 (Board Member Nominating and Election Process) for consistency of rules regarding Moscow Food Co-op employment vis-à-vis Board service/candidacy

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)*
- The Board Development Committee will discuss Director compensation.

BUSINESS AGENDA

Policy A Monitoring Report:

Cheyne shared concern for the operational definition of “socially responsible” in the Policy A monitoring report.

Cheyne requested feedback from the Board on a suggestion to request Melinda track specific data on staff treatment and compensation to further illustrate “socially responsible” in the operational definition

The Board will continue this discussion in March when the Ends report is reviewed.

Board Candidate Slate

Julia 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 2022 election (in alphabetical order by first initial): Alice Ma, Ashley Jennings, Candis Claiborn, Josh Larson, Ken Hart, Mark Rounds, Mark Thorne, **passed 5-0-2.**

Alice and Mark abstained from the vote, as they are running in the election.

Draft Board-Owner Communication Plan

Cheyne shared a brief overview of the Draft Board-Owner Communication Plan. The Board discussed edits and suggestions.

Motion to return the Board-Owner Comm plan to the Board-Owner Communication Committee to consider the suggestions from Trish, **passed 7-0-0.**

Committee Check-In

The committee chairs briefly elaborated on their committee notes.

- Board Development: Erin Tomlin attended the meeting as a guest to observe with the potential of taking over the role of meeting facilitator.
- Board-Owner Communication: No additional update.
- Nominations & Elections: Further updates will be shared in Executive Session.
- Policy & Bylaw: No additional update.

General Manager's FYI

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

The Board briefly discussed Melinda's provided report. They did not have any questions, as Melinda was unable to attend the meeting.

Motion to request a performance improvement plan for the Bakehouse with projections for future earnings over the next 6 months, passed 7-0-0.

Chocolate Time:

Rob shared an overview of the survey he posted regarding the opening of a cooperative grocer in Pullman. The Board discussed.

Motion to have one person on the Board reach out to the PGFC to learn more about collaboration, passed 7-0-0.

The Board reviewed and discussed Cheyne's draft work plan. The Board highlighted multiple areas for future discussion, including: market differentiation, affordability, expansion, and accessibility.

The Board Development Committee will continue to work on this document.

*Notes taken by Chloe Rambo
Meeting adjourned at 7:49 p.m.*

The Board took a five-minute break and resumed into Executive Session at 7:54 p.m.



3/1/2022

Signature of the Board President

Date



3/1/2022

Signature of the Board Secretary

Date