

Moscow Food Co-op Monthly Board of Directors Meeting

Tuesday, March 1, 2022

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 (Marketing Manager)

Facilitator: Alice Ma (President), Erin Tomlin

Guests: Greg Meyer

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

Alice called the meeting to order at 6:00 p.m.

OWNER COMMENT PERIOD

The Owner Comment Period 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 during the comment period.

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

CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA

Cheyne requested the removal of the Draft Annual Meeting Agenda and Policy & Bylaw's recommendations to Policy C10 from the consent agenda.

Motion to accept the consent agenda as amended, **passed 8-0-0.**

Motion to accept the business agenda as presented, **passed 8-0-0.**

BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP

Board Action Items – 3.1.2022

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.)
2. The Board Development committee will continue to work on Cheyne's draft work plan.

General

1. Melinda will return a complete GM compensation proposal by the February Board meeting. *The deadline was extended to February 21, 2022 in Executive Session. Removed.*
2. Melinda will research the survey tools available to us to research the public opinion of the Co-op.
3. Melinda will provide a performance improvement plan for the Bakehouse with projections for future earnings over the next 6 months.

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.

DONE

- ✓ One person on the Board will reach out to the PGFC to learn more about collaboration.
- ✓ BOCC will consider the suggestions from Trish for the Board-Owner Communication Plan.

BUSINESS AGENDA

Review of Policy A and Policy B monitoring reports was added to the March agenda as Melinda was not present at the February meeting.

GM Policy Monitoring:

Policy A: Global Ends

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

Cheyne shared concern for the operational definition of "socially responsible" in the Policy A monitoring report. The Board asked clarifying questions.

Motion to request the GM track specific data on staff treatment and compensation to further illustrate "socially responsible" in the operational definition of the Ends.

Cheyne later retracted the above motion.

Motion to accept the monitoring report with sufficient progress toward the Ends, **passed 8-0-0.**

Policy B: Global Executive Constraint

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

Motion to accept the monitoring report on Policy B, passed 8-0-0.

Policy B1: Financial Condition and Activities (Q4)

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

Motion to discuss strategic planning of Bakehouse offerings during the April Board meeting, passed 9-0-0.

Motion to accept the monitoring report on Policy B1 with acknowledgement of noncompliance of B1.2, passed 9-0-0.

Ken joined the meeting during this discussion.

Policy B2: Planning & Financial Budgeting

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

Motion to accept the monitoring report on Policy B2, passed 9-0-0.

Committee Check-In

The committee chairs briefly elaborated on their committee notes.

- Board Development: Erin joined the last committee meeting.

Motion for Policy & Bylaw to review the B policy monitoring schedule to consider adjusting January - April monitoring per the GM's request, passed 9-0-0.

- Nominations & Elections: Election will begin on March 6. The Candidate Forum will be held March 8. Rob and Dulce will assist Julia in facilitating the Forum.
- Board-Owner Communication: The committee is planning the Annual Meeting.

Motion to direct the Board-Owner Communication Committee to do a price comparison with other local grocery stores for comparable products, passed 8-0-1.

- Policy & Bylaw: No additional update. The committee is still working on current action items.

General Manager's FYI

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

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

Aspirational Meeting Boundaries:

Erin discussed utilizing aspirational meeting boundaries with the Board in order to come to decisions with a unified voice.

*Notes taken by Chloe Rambo
Meeting adjourned at 7:46 p.m.*

Signature of the Board President Date

Signature of the Board Secretary Date