

**Moscow Food Co-op Monthly Board of Directors Meeting  
Monday, May 3, 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 (Board Admin)

**Facilitator:** Alice Ma (President)

**Guests:** Greg Meyer

**Seven 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.*

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**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.

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**CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA**

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

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**GENERAL MANAGER'S FYI**

**April 26, 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.

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**BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP**

**Board Action Items – 5.3.2021**

**Board-Owner Communication Committee** (*internal action items kept separately*)

**Nominations and Elections** (*internal action items kept separately*)

**Policy & Bylaw** (*internal action items kept separately*)

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Moscow Food Co-op Board of Directors, May 3, 2021

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Agenda key: SI=Share Information, AT=Advance the Thinking, PI=Provide Input, MD=Make Decisions, ITC=Improve Team Communication, BTC=Build Team Capacity, BC=Build Community

1. Policy & Bylaw will review subpolicy B6.5.
2. *In Progress*: Policy & Bylaw will work with Thane Joyal on comprehensive review of Policy C1 and C2.

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

1. 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.
2. 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.

Motion to reassign the first Action Item under “General” to the Board Development Committee, **passed 7-0-0.**

**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.
3. Melinda will send the Capital Budget to the board when it is ready.
4. Melinda will return a compensation proposal that meets the criteria in the RFP (request for proposal) from the March 2021 Board meeting.
5. Melinda and Chloe will reach out to Matthew to see if we can make more years’ worth of results available in SimplyVoting, or investigate why they are not appearing.

**DONE**

- ✓ Chloe will send a Doodle poll to the Board to schedule the Spring Retreat.
- ✓ Policy & Bylaw will review Policy BI.2 for monitorability.
- ✓ Policy & Bylaw will work with Thane Joyal on comprehensive review of Policy BI.

**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.

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## **BUSINESS AGENDA**

### **GM Monitoring Reports (MD)**

#### Policy B3:Asset Protection

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

Motion to accept the Policy B3 monitoring report with acknowledgment of noncompliance for B3.5, **passed 7-0-0.**

#### Policy B5:Treatment of Customers

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

Motion to accept the Policy B5 monitoring report as in compliance, **passed 7-0-0.**

#### Policy B9:Asset Protection

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

Motion to accept the Policy B9 monitoring report as in compliance **passed 7-0-0.**

### **Board Monitoring Reports (MD)**

#### Policy D: Global Board-Management Connection

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

Motion to find the Board in compliance of Policy D, **passed 7-0-0.**

#### Policy DI: Global Board-Management Connection

The Board reviewed the monitoring survey and asked clarifying questions.

Motion to find the Board in compliance of Policy D1, passed 7-0-0.

Policy D2: Global Board-Management Connection

The Board reviewed the monitoring survey and asked clarifying questions.

Motion to send Policy D2 to P&B for clarification of the top-level policy with assistance from Board consultant Thane Joyal, passed 7-0-0.

Motion to accept the Board in compliance of Policy D2, passed 7-0-0.

Policy D3: Global Board-Management Connection

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

Motion to accept the Board in compliance of Policy D3, passed 7-0-0.

Policy D4: Global Board-Management Connection

The Board reviewed the monitoring survey and asked clarifying questions.

Motion to find the Board in compliance with D4 with the exception of acknowledgment of noncompliance with D4.4, passed 7-0-0.

Motion for BDC to plan an executive session to discuss the GM compensation process, passed 7-0-0.

**Review Draft Policy B1: Financial Condition & Activities (MD)**

Cheyne presented the executive summary he penned on Draft Policy B1: Financial Condition & Activities. The Board discussed and asked clarifying questions.

Motion to approve the draft Policy B1: Financial Condition & Activities as presented, passed 7-0-0.

*The Board took a five-minute break and reconvened at 6:56 p.m.*

*Ken and Trish joined the virtual meeting during this break.*

**Review Draft Policy C2: The Board's Job (MD)**

Cheyne presented the executive summary he penned on Draft Policy C2: The Board's Job. The Board discussed and asked clarifying questions.

Motion to approve the draft Policy C2: The Board's Job as presented, passed 9-0-0.

### **Review Proposed Board Policy Monitoring Calendar (SI/MD)**

Cheyne presented the draft Policy Monitoring Calendar. The Board discussed and asked clarifying questions.

Motion to approve the supplemental calendar as amended by moving the monitoring of Policy C5 from June to April, passed 9-0-0.

### **Review Proposed Policy Change Template (SI/MD)**

Mark presented the Policy Change Template document he created to be completed prior to policy adjustments.

Motion to send this document to Policy & Bylaw with the consideration of adding the last revised date for their review, and to be implemented in future policy change to evaluate its effectiveness, passed 9-0-0.

### **Committee Reports (SI)**

- Nominations & Elections: The committee reviewed the last election cycle and felt positive about the overall logistics of the election. The committee discussed recruiting efforts and the participants' experience in the Virtual Candidate Forum. The committee is reviewing an annual calendar to plan their work and will take a short break in the coming months.
- Policy & Bylaw: The committee reviewed the recommended edits to Policies B1 and C2.
- Board-Owner Communication Committee: The committee has been working on the Annual Meeting.
- Strategic Vision: The committee discussed and brainstormed logistics about raising the minimum wage at the Co-op, mobile grocery options, and supporting needs in neighboring communities.
- Board Development Committee: The committee discussed the Spring Retreat and sent a "save the date" to the Board for Saturday, June 5.

### **Board Assignments and Meeting Review (BC)**

Ken - Farmers Market

Isabel - National Mental Health Month

Notes taken by Chloe Rambo  
Meeting adjourned at 7:54 p.m.

Alice Ma

6/7/2021

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Signature of the Board President

Date



6/7/2021

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Signature of the Board Secretary

Date