

**Moscow Food Co-op Monthly Board of Directors Meeting
Tuesday, April 5, 2022**

**Held in person at 1912 Center and virtually via ZOOM
Present (quorum was reached to commence meeting):**

- *In Person:* Cheyne, Julia, Rob, Mark, Dulce, Candis, Alice
- *Via Zoom:* Isabel, Ken

Facilitator: Alice Ma & Erin Tomlin

Guests: David Hall (owner), Greg Meyer (via Zoom)

Absent: Trish Hartzell

Alice called the meeting to order at 6:02pm

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

No owner comments

CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA

Consent agenda amended to remove policy recommendations for Policy D10 and addition of Motion to Rescind Previous Motion re: Bakehouse Discussion

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

BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP

Board Action Items – 4.5.2022

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.
3. The Board-Owner Communication Committee will plan and execute a price comparison with other local grocery stores for comparable products.
4. BOCC will coordinate filming of Board members answering FAQs.
5. BOCC will draft an explanation for keeping certain information and/or entire reports confidential on the Co-op website's Board Meetings & Minutes page
6. BOCC will draft a note that Owners can request any documents they are interested in to be added to the Co-op website's Board Meetings & Minutes page and somewhere on Board meeting agendas.
7. BOCC will discuss how advertisements for Board meetings can be adjusted to be in line with the communication plan's goals and prepare a recommendation.

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

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

1. Policy & Bylaw will work with Thane Joyal on comprehensive review of Policy C10.

2. Policy & Bylaw will review the B policy monitoring schedule to consider adjusting January - April monitoring per the GM's request.
3. Policy & Bylaw will review Policy C3: Agenda Planning to add language about the Board multi-year strategic work plan back in.

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, sub policy 5)
2. The Board Development Committee will continue to work on Cheyne's draft work plan
3. The Board Development Committee will add review of the Board multi-year strategic work plan to the Policy C3 annual calendar

General

1. Melinda will research the survey tools available to us to research the public opinion of the Co-op
2. Melinda will provide a performance improvement plan for the Bakehouse with projections for future earnings over the next 6 months (**removed**)
3. The Board will discuss strategic planning of Bakehouse offerings during the April Board meeting

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

1. Policy & Bylaw will review Policy D2 for clarification of the top-level policy with assistance from Board consultant Thane Joyal
2. The Board Development Committee will add the Board-Owner Communication Plan to the Board handbook
3. The Board Development Committee will add the Board multi-year strategic work plan to the Board handbook

!

BUSINESS AGENDA

Certify Election Results:

- Vote to certify, *Vote passed 8-0-0*

Seating New Directors:

- Code of conduct: sent to Candis, should be sent to existing members?
- Board took a moment to thank Mark for his service to the board

Conflicts of interest:

- Alice – on the board of Backyard Harvest; staff at WSU (natural foods market and food service org)

- Cheyne – Backyard Harvest (mostly informal association with group)
 - Julia – None
 - Rob – None
 - Dulce – Moscow Day School (gets some donation from Coop)
 - Candis – UI College of Engineering Advisory Board
 - Ken – None
 - Isabel – None
- Vote to seat new board (Candis as a new member, Ken and Alice as re-elected existing members): Julia motioned. **Vote passed 8-0-0**
 - Vote on proposed Board officer slate: Done via electronic ballot. **Vote passed: 7-0-1**
 - President: Alice Ma
 - Vice President: Ken Hart
 - Secretary: Cheyne Mayer
 - Treasurer: Dulce Kersting-Lark

Committee assignments:

- Candis to join N&E
- Cheyne plans to step down from BOC sometime around Sept/Oct; BOC needs additional member
- Ad Hoc Policy and Bylaw meets roughly 6 times per year per Cheyne; Ken will chair, Isabel will join
- BDC (officers)
- Trish tentative for N&E, to confirm with Trish
- Julia wants to join P&B, charter to be amended to expand committee
- Rob to join BOC

Board Policy Monitoring:

Policy C5: Directors' Code of Conduct

- Procedural clarification: vote on compliance/noncompliance first, then raise “sub policy” like issues
- Motion to accept the monitoring report on Policy C5 (Julia)
 - Discussion:
 - Cheyne: asked for directors to clarify votes of noncompliance. Dulce suggested small group so likely not to have 90-100% every vote.
 - **Motion PASSED 8-0-0**
- Motion for P&B to research and recommend language to expand upon what is meant by “professional” conduct as it pertains to interpersonal interaction. Amended to remove “as it pertains to interpersonal interaction”
 - **Motion PASSED 7-0-1**

Policy C9: Board Member Nominating and Elections Process

- No discussion
- Motion to accept the monitoring report on Policy C9 (Dulce motioned) (fully in compliance) **Motion PASSED 7-0-1**
- Post-motion discussion:
 - Cheyne: C9.4.E should be reviewed to ensure it is current with voting procedures.
 - Julia thinks it is just error on her part to share results this time
 - Alice says inconsistent (some years shared, some years not)

- (Cheyne motioned): "Motion to send Policy C9 to Policy & Bylaw to review sub policy C9.4.e to clarify expectations for the Nominations and Elections committee regarding reporting confirmation of verified election results to the Board"
- Candis: should review policy first, then re-visit motion
- **Motion FAILED 4-4-0**

Spring Retreat Logistics/Topics:

- Thane has offered to facilitate if dates work
- Late June is target date
- Adam will send Doodle poll
- Topics to discuss
 - More financial training; Melinda suggested CBLD free training in May, there are recordings sent if you sign up. Melinda asked everyone interested to let her know and she will sign them up
 - Dulce suggested Idaho Humanities Council type training for disagreeing parties. Jan Johnson from UI might be willing to facilitate. 75-90 minutes +/-
 - Previous topics: yoga, finance with Deb, discussion with consultant re: ends, Steve Peterson on econ impact COVID (2021)

Committee Check-In:

The committee chairs briefly elaborated on their committee notes.

Board Development:

- (Alice) spent last meeting talking about bakehouse, why motion from consent agenda was rescinded

Policy & Bylaw: (Cheyne)

- Have gotten confirmation from Thane for updates to D2, will continue working on other action item

Nominations & Elections: (Julia)

- In application packet there should be reflection of requirements to be a party to alcohol license, because there are some requirements that have to do with background check that people should know before running
- Finding spaces for board candidates who didn't win, i.e. committee spots, volunteering opportunities. Co-op could have another kind of PO position ("ambassador"), for example, manning tasting booths

Board-Owner Communication: (Cheyne)

- Found artist Mei Lin for Annual Meeting video; painting will be remote from her home Theme is someone purchasing from Co-op. 50 mins
- Cheyne will give treasurer presentation
- Motion to approve Annual Meeting schedule: **Motion PASSED 8-0-0**

N&E Recap of Last Committee Meeting:

- Julia included in her committee check-in

General Manager's FYI:

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

Chocolate Time:

- Pullman natural food store opened. Alice went. Prices seem similar to Co-op. Hangout spot, couple of chairs. Does buyback program for containers, 5 cents each
- If bringing personal containers to Coop for bulk items, tare weight should be calculated first at checkout. Change for Good program: 10 tokens per transaction for reusable bags, containers, mugs. Cashiers just had meeting; training on program should be better going forward. Stickers for containers should have more room to write on
- Plexiglass coming down soon

Notes taken by Adam Cunningham
Meeting adjourned at 8:26

Alice Ma

4/12/2022

Signature of the Board President

Date

Jah

4/12/2022

Signature of the Board Secretary

Date