Moscow Food Co-op Monthly Board of Directors Meeting
Tuesday, November 1, 2022
Held at the Latah County Fairgrounds and via Zoom
Present: Melinda Schab (GM), Alice Ma (President), Ken Hart (Vice President), Cheyne Mayer (Secretary), Dulce Kersting-Lark (Treasurer), Rob Ely, Julia Parker, Isabel Barbuto, Trish Hartzell, Candis Claiborn, Alison Lubo (Board Admin)
Facilitator: Alice Ma
Guests: Mark Thorne, Greg Meyer, Chloe Rambo (Marketing Manager)
Absent: None

Seven 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 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 who wished to speak at the forum.

CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA

Rob requested moving the discussion of committee composition and Board officers from the consent agenda to the business agenda. The Board also requested the addition of an executive session to follow the meeting.

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

Dulce arrived during this conversation.

BRIEF ANNOUNCEMENT & ACTION ITEM FOLLOW UP

Board Action Items

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

1. The Board-Owner Communication Committee will finalize the mechanics of making GM and Board monitoring reports available to owners after meetings.

2. BOCC will coordinate filming of Board members answering FAQs.

Nominations and Elections (internal action items kept separately)

1. Policy & Bylaw will review Policy C3: Agenda Planning to add language about the Board multi-year strategic work plan back in.

Policy & Bylaw (internal action items kept separately)

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 consult with Thane on GM evaluation vis-à-vis subpolicy D4.6.

General:

1. Melinda will research the survey tools available to us to research the public opinion of the Co-op.
2. Ken will write a 500-600 word piece for International Co-op Month and coordinate with MFC marketing to distribute.

Parking Lot:

1. Conversation about staff interest in training and purchasing using discounts.
2. 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)
3. The Board Development Committee will discuss Director compensation.

DONE:

✓

REMOVED:

- Policy & Bylaw will review the B policy monitoring schedule to consider adjusting January - April monitoring per the GM's request.

BUSINESS AGENDA

Seating of New Board Member: Welcome, Mark!

The Board officially seated new Director Mark Thorne to complete Cheyne Mayer's term through April 2024. The Board thanks Cheyne for his service.

Chloe emailed digital versions of the Code of Conduct and Conflicts of Interest documents to Mark Thorne for review and signing. The documents have been returned and filed by the Board Administrator. Mark shared any anticipated or current conflicts of interest.

Committee Composition

This topic was requested to be added to the business agenda. The Board discussed the plan presented on the consent agenda to realign Board Development Committee following the appointment of Mark Thorne.

1) Alice replace Cheyne as chair of the Board Owner Communication Committee (Mark will also serve on this committee); 2) The Board Development Committee/Officer roles be as follows:

1. Policy & Bylaw will review Policy C3: Agenda Planning to add language about the Board multi-year strategic work plan back in.

a. Mark as President (and chair of Board Development Committee)
b. Alice (formerly President) as Vice President
c. Ken (formerly Vice President) as Secretary
d. Dulce's role as Treasurer will remain the same.

Motion to approve the following committee and officer appointments passes 9-0-0.

Jula and Greg Meyer joined during this discussion.

Board 2023 Budget
Dulce reviewed a draft 2023 budget. The Board discussed and asked clarifying questions.

Motion to approve the 2023 Board budget as presented, passed 9-0-0.

Board Monitoring Reports
Policy C: Global Governance Commitment
The Board reviewed and discussed the monitoring survey.

Motion to accept the monitoring of Policy C with acknowledgement of non-compliance, passed 9-0-0.

The Board Development Committee will discuss this at their December 2022 meeting.

Policy C1: Governing Style
Policy C2: The Board's Job
The Board reviewed and discussed the monitoring surveys.

Motion to accept the monitoring of Policy C1 and C2 with acknowledgement of non-compliance, passed 9-0-0.

The Board will continue to discuss Policies C, C1, and C2 at a work session in January.

Committee Reports
The committee chairs briefly elaborated on their committee notes.

GM 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.

Action: Staff will organize a store tour and social activity for the Board in the coming months.

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Writing Assignments

Invitation to Run for the Board - Dulce (Nominations & Elections Committee)

Meeting Evaluation

The Board briefly discussed their thoughts on the meeting.

Meeting adjourned at 8:03 p.m.

Board members entered Executive session

Notes taken by Alison Lubo.

Signature of the Board President Date

Signature of the Board Secretary Date

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