

Moscow Food Co-op Monthly Board of Directors Meeting

Tuesday, June 12, 2018

Fiske Room, 1912 Center, Moscow, ID

Present: Melinda Schab (GM), Ashley Hamlin (President), Carol McFarland (Vice President/Secretary), Tom Bitterwolf (Treasurer), Laurene Sorensen (Board), David Nelson (Board), Dave Sutherland (Board), Cheyne Mayer (Board), Willow Venzke (Board Admin)

Absent: Idgi Potter (Board), Tim Kohler (Board)

Facilitator: Ashley Hamlin

Guests: -

Roll call: Seven of nine directors present; a quorum is reached.

OWNER FORUM

Owner Forum is a time for the Board to listen to owner comments. The Board will, if requested, follow up by e-mail after the meeting.

There were no owners present.

CONSENT AGENDA

Consent Agenda:

Motion to accept the May 2018 minutes seconded, passed 7-0-0.

GENERAL MANAGER FYI REPORT

June 1, 2018

No action needed

1. **Co-op on Campus**
 - Summer hours began on May 12th: Monday-Friday 7am to 3pm.
 - We added outdoor seating in front of The Center.
 - Fall hours will begin in August, but we're still finalizing them.
2. **Center Store Project Timeline (approximate, as of 6.1.18)**
 - The new RO water unit has arrived and has been temporarily located on an endcap facing the dairy cooler. It will be moved to the end of the bulk aisle soon.
 - New Point of Purchase displays will arrive in the next six weeks.
 - Wellness Kiosk/Desk & Sidecaps are arriving Thursday, June 7.
 - The final bits and pieces of missing shelving are on order and will arrive in the next six weeks.
 - Paint and signage updates are ongoing all summer.
 - Back stock areas are being reconfigured over the summer to maximize the new space.
 - Used equipment will be for sale between now and August 1st so that we can clean out our storage spaces.

3. Tuesday Community Market

- The Market begins on June 5th! When the Tuesday Grower's Market outgrew our parking lot, attendance dwindled. We're now working collaboratively with Backyard Harvest, UI Extension, and Rural Roots to revitalize this great event. The new, improved Market will now include a beer garden with local beer, live music, food trucks, and activities for kids. It takes place on the first Tuesday of each month from 4-7pm, June through October, at the Latah County Fairgrounds.
 - July 3
 - August 7
 - September 4
 - October 2

4. Important Dates

- We're having a staff party at East City Park on July 11th from 5-9pm. We'll be closing the store early that evening (at 4pm).
- September 2018 is Buy Local Moscow's Eat Local Month.
- Fall Owners Week will be September 22 through 30.
- NCG National Fall Meeting will be September 25 & 26.

FYI additions:

- The Co-op on Campus will be closed for the week of July 1-7.
- Over 80 people turned out for the first Tuesday Community Market!
- The Board will debrief about the center store remodel at an upcoming meeting.

BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

BOARD Action Items– 06.12.2018

Owner Engagement (*internal action items kept separately*)

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

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

1. Idgi will send an email to the Board that includes the draft of the multi-year plan and solicit feedback from the Board.
2. Policy & Bylaw committee will look at Policy B3.8 and add more specific language.
3. Policy and Bylaw will look at the policy on GM compensation and then report back to the Board.
4. Policy & Bylaw will look at Policy B6 to see if there's an appropriate place to include language regarding paying out bonuses.

Executive Committee (*internal action items kept separately*)

1. The new Executive Committee will add Board retreats onto their work plan.

Strategic Initiatives (*internal action items kept separately*)

General

1. Willow and Melinda will look up past notes to see where the discussion on an owner-led Community News landed.
2. Laurene will email the ad hoc committee's reports on owner communications from the December 2015 meeting.
3. When Alycia's Board Communication Plan is finalized, Willow will add the important dates onto the Board calendar.
4. The newly elected Board officers will review committee structure to determine whether the Board has the bandwidth to take on another committee to ensure that officers are following policies better.
5. Melinda will update her report to say "owners" instead of "members".

Future Action Items (These items are in process and ongoing)

1. The Board will create an Advocacy Committee that will keep the Board informed of topics related to food policy and democracy in action. (Hold)
2. The Board will make a timeline for the capital campaign and consider hiring a capital campaign manager for expansion into Pullman. (Hold)
3. Melinda will put into writing for the Board what she would like to see in the Ends policy. (Hold)

DONE

- ✓ Policy & Bylaw committee will take each of the six parts of the current Ends Policy, turn it into a result statement, and identify its beneficiary. They will then report back to the Board. (Deleted)
- ✓ Laurene will write an article that recaps the Annual Meeting and will turn it in by April 30th.
- ✓ Willow will add up the Annual Meeting costs and share the total with the Owner Engagement Committee.

CONFIRM AGENDA

Agenda stands as is.

BUSINESS AGENDA

GM Monitoring Report (R)

Policy BI: Financial Condition and Activities

The Board suggested that additional context be added to the report as background information.

Action: Melinda will ask Policy & Bylaw to review the origin of the financial metric targets.

Motion to request that Melinda submit a follow-up report within 14 days with a plan to get BI.1 and BI.2 into compliance, and with clarification of BI.4, seconded.

A discussion regarding the short length of the requested report followed.

Call to vote, failed 0-7-0.

Motion to accept report as written with the exception that Melinda submits a follow-up report within 14 days, seconded.

Action: Melinda will ask Owner Engagement Committee to discuss ownership recruitment.

Call to vote, passed 7-0-0.

Board Monitoring Reports (P)

C: Global Governance Commitment

Action: Willow will add an “abstain” option onto the Board Monitoring surveys.

The Board will focus on strategic leadership at the Fall Retreat.

Action: Melinda will provide a summary of the last strategic planning process.

Call to vote, passed 7-0-0.

D: Global Board-Management Connection

Call to vote, passed 7-0-0.

Committees: Reports/Work Plans progress (R)

- Nominations & Elections – Has not met.
- Policy & Bylaw – Has not met.
- Owner Engagement –The Committee reviewed the Annual Meeting and its costs. Forums were also discussed, and the committee would like to go back to the original idea (not including a film with the forum). Also brought up at the meeting was feedback on the remodel process.
- Strategic Initiatives – Has not met.
- Executive Committee – The Committee is working on planning the Fall Retreat and revisiting a discussion on the Co-op’s Ends.

BOARD ASSIGNMENTS AND MEETING REVIEW

July eNewsletter and Community News, due July 10: Cheyne—tiles in Produce area.
August eNewsletter and Community News, due August 10: Laurene, Ashley, and Carol—CCMA recap.
Looking ahead, Rooted, July 31: Willow
Rooted, July 31: Laurene.

Action: Willow will ask Alycia for her recommendation about a topic for the Board’s Rooted article.

Upcoming dates to remember:

Work session: June 19, 2018, 5-7 p.m.

September Board meeting: September 11, 2018

Meeting Evaluation

The Board appreciated the professionalism and efficiency of the meeting. It was clarified that members can say, "Point of personal privilege" before making a clarifying point.

In future agendas, there will be time allotted for each section of the agenda rather than a specific amount of time given to each agenda item.

Motion to adjourn, seconded, passed 7-0-0.

Notes taken by Willow Venzke

Meeting adjourned at 7:48 p.m.

Signature of the Board President

Date