

# Moscow Food Co-op Monthly Board of Directors Meeting

## Tuesday, June 13, 2017

### Conference room, Umpqua Bank, 225 N Grand Ave., Pullman, WA

**Present:** Laurene Sorensen (President); Alex Lloyd (Treasurer); David Nelson (Board); Idgi Potter (Board); Tim Kohler (Board); Carol McFarland (Board); Ashley Hamlin (Board); Tom Bitterwolf (Board); Melinda Schab (GM); Willow Venzke (Board Administrative Assistant)

**Absent:** Colette DePhelps (Vice President/Secretary)

**Facilitator:** Laurene Sorensen

**Guests:** -

**8 of 9 directors present, a quorum is reached**

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#### 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.

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#### STUDY & ENGAGEMENT:

The Board discussed management's desire for the Co-op to become certified to participate in the Idaho WIC (Women, Infants, and Children) program. WIC is a federally funded program that provides food vouchers for low-income pregnant women, breastfeeding women, and infants and children under the age of five.

In order to become certified to offer WIC products, the Co-op would need to bring in some additional conventional grocery products. The management team feels that being able to accept WIC vouchers would expand the Co-op's customer base and provide better food accessibility for many customers.

Numerous other co-ops have already become certified to participate in WIC. Laurene shared an example of City Market in Burlington, Vermont, whose experience with bringing in WIC products has been a huge success.

The Board added to the business agenda a vote on whether to become certified to carry WIC products.

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#### CONSENT AGENDA

##### Minutes:

Motion to accept the May 2017 Board of Directors meeting minutes, seconded, **passed 8-0-0**

##### GM Monitoring Reports:

###### Policy BI: Financial Condition and Activities

Melinda provided a written report about the Co-op's financial activities. She added that in order to help boost sales, the marketing team has signed an advertising contract for new radio ads. Starting the week of June 19, 2017, 30 impressions a week will be heard on ZFun 106 and My Radio 102.5. The Co-op currently has ads that play on KRFP and NPR.

Melinda also pointed out a few exciting changes that are coming. Soon the Co-op will be able to:

- Ship products for customers.
- Sell gift cards on the Co-op's website.
- Provide customers with electronic punch cards for coffee, bread, and cookies.

The Board had a discussion about the declining sales that are happening across the nation, in cooperatives as well as conventional retail. The Co-op is continuing to work hard to provide a great customer experience, which brings customers back.

Motion to accept Policy B1: Financial Condition and Activities and find it in compliance, seconded, **passed 8-0-0**

#### Policy B7: Communication to the Board

Melinda provided a written report about her communication to the Board.

Motion to accept Policy B7: Communication to the Board and find it in compliance, seconded, **passed 8-0-0**

#### Board Monitoring Reports:

##### Policy C: Global Governance Commitment

Motion to accept Policy C: Global Governance Commitment and find it in compliance, seconded, **passed 8-0-0**

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

Motion to accept Policy D: Global Board-Management Connection and find it in compliance, seconded, **passed 8-0-0**

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### **GENERAL MANAGER FYI REPORT**

June 2017 FYI Report –  
No action needed

1. Health Inspection
  - Based on the recommendations from the health inspector, we've ordered and installed a blast chiller in the kitchen. This piece of equipment will cool large volumes of food fast.
2. Patronage Dividends
  - Dividends for 2016 can be distributed at any time. Management is proposing that we distribute them beginning on August 1<sup>st</sup> rather than waiting until September 15<sup>th</sup> as we have in the past.
3. Tuesday Growers Market
  - Similar to the arrangement we made last year, the Co-op is partnering with Palouse Grown Market to coordinate the Tuesday Growers Market.
  - This year, PGM made arrangements to hold the market in the Tri-State parking lot. The Co-op is contributing participating owners and marketing support.
  - The market runs June through September on Tuesdays.

4. Co-op on Campus
  - Everything went well with Planning & Zoning. They'll send a recommendation to the City Council to change the zoning. This should go before the City Council on June 19<sup>th</sup>.
5. Composters
  - Due to multiple complaints about the smell the composters generate, we're working on an alternative solution that would enable us to relocate the composters while still composting our food waste.
  - We are having a conversation with PCEI about locating both composters on their property.

The Board verified that as soon as the City Council agrees to change the zoning, construction at the Co-op on Campus can begin the next day.

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## BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

### BOARD Action Items– 6.13.2017

**Owner Engagement** (*internal action items kept separately*)

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

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

1. Policy & Bylaw committee to look at how to get good, honest staff input.

**Executive Committee** (*internal action items kept separately*)

**Strategic Initiatives** (*internal action items kept separately*)

### General

1. Melinda will provide the Board with a document that specifies NCG and DC targets for expansion readiness.
2. Melinda to verify that the ownership form aligns with new bylaws.
3. Melinda to find out whether the 2009 industry standard referred to on page 3 of Melinda's Policy B3 report has been updated.
4. Laurene to send Todd Geidl's contact information to the Board.
5. Willow to bring to May's work session the Conflict of Interest form for Board members to sign.

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

1. Create an Advocacy Committee that will keep the Board informed of topics related to Food policy and democracy in action. (Hold)
2. Make a timeline for the capital campaign and consider hiring a capital campaign manager. (Hold)
3. Colette to put together Farm Bill information for Study and Engagement. (To be completed in the fall.)
4. Melinda to email to the Board the letter that staff receives before taking part in the Employee Opinion survey.

## DONE

- ✓ Laurene to research statutory obligations and boundaries regarding disclosing a Pro Forma to owners.
- ✓ Regarding the recent immigration ban, Colette will look into the Campaign for Sustainable Agriculture to see if there is a way to support them.
- ✓ Ashley and Carol to prepare a statement regarding immigration and bring it back to the Board.
- ✓ Willow to add further discussion on getting certified to sell WIC products to June's agenda.
- ✓ Willow to send the two weekend options (Sept. 29-Oct 1 and October 20-22) for the Fall Retreat to Art so he can check his availability.
- ✓ Willow to add to June's agenda a discussion regarding the Northwest Coalition for Human Rights' offer to partner and put together a forum.
- ✓ Melinda to send to the Board current Brand Guidelines.
- ✓ Willow to add a discussion regarding Brand Guidelines to June's agenda.
- ✓ Melinda to follow up with Dave Swanson regarding an update from Dorsey & Whitney.
- ✓ Melinda to get upcoming times and places of Planning & Zoning and City Council meetings to the Board.
- ✓ Ashley and Carol to refine immigration statement based on Board member's proposed edits and bring to June's Board meeting.

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## CONFIRM AGENDA

The Board added a discussion and vote on WIC certification to the business agenda.

The Board moved the agenda item "Northwest Coalition for Human Rights' offer to partner and put together a forum" to August's agenda.

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## BUSINESS AGENDA

### Old: Review written statement regarding immigration (P)

The Board held a roll call vote, and approved the written statement on immigration, with one comma added.

Roll call vote results:

Carol: Yes

David: Yes

Tim: Yes

Tom: No

Laurene: Yes

Alex: No

Ashley: Yes

Idgi: Yes

**Action: Willow to add immigration statement to Co-op's website.**

### White Paper from Dorsey & Whitney (D)

The Board reviewed the White Paper from Dorsey & Whitney, and discussed several options regarding financing for expansion. The Board would like to speak with Dave Swanson via conference call in order to clarify any questions that arise during further review.

Action: Willow to contact Dave Swanson to determine his availability to be on a conference call with the Board during a meeting or work session to discuss White Paper.

#### Change name of “Beer with the Board” (D)

The Owner Engagement committee decided to keep the format of “Beer with the Board” the same, but change the name, since it was brought to their attention that some owners may be turned off by the title if they don’t drink alcohol. Several options for names were discussed, and the committee will choose a name at their next meeting.

Owner forums were also discussed, and the committee shared the idea of combining a forum with a film from the Co-op’s Film Series committee.

Action: Willow to find out when the Co-op’s Film Series schedule is released and let the Owner Engagement committee know.

*8:00pm: Tom left the Board meeting.*

#### Northwest Coalition for Human Rights’ offer to partner and put together a forum (D)

This item was moved to August’s Board meeting.

#### Statement to be read before each meeting (P)

The Board decided that a statement to be read before Board meetings isn’t necessary at this time, since there is a posted sign on the door at each meeting.

#### Brand Guidelines (D)

Melinda shared the updated Brand Guidelines with the Board. They will email her if they have any questions.

#### WIC (P)

It was moved that the Moscow Food Co-op Board supports adjusting the Co-op’s product mix to the extent necessary to obtain WIC certification, seconded, passed 7-0-0

#### Committees: Reports/Work Plans progress (R)

Nominations & Elections –

Policy & Bylaw –

Owner Engagement – The committee is working on changing name of Beer with the Board. Steve Peterson’s Power Point presentation has been added to the Co-op’s website. Also, the committee has put out a call from owners for forum topics.

Strategic Initiatives –

Executive Committee – The committee had their monthly call with Todd Wallace, and went over what to expect at the CCMA conference.

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## BOARD ASSIGNMENTS AND MEETING REVIEW

### E-newsletter brief-200 words or less

Due the 10<sup>th</sup> and 20<sup>th</sup> of each month

- (10<sup>th</sup>)
- (20<sup>th</sup>) Spring Board Retreat recap—Laurene
- (July 20<sup>th</sup>) CCMA recap—Laurene

### Community News online/printed: “Board News” – 800 words or less

### Rooted “Looking Forward” event submission – 80 words or less

- Willow
  - Board meetings
  - Board events

### Rooted article – 600 words for single page

Board will not write an article for August.

### Upcoming dates to remember:

No Board meeting or work session in July

August Board meeting: August 8, 2017

August work session: August 15, 2017

### Meeting review

*Notes taken by Willow Venzke*

*Meeting adjourned at 8:18pm.*

The next meeting will be August 8, 2017 in the Fiske Room at the 1912 Center.

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## EXECUTIVE SESSION

The Board approved appointment of Jolie Kaytes to the Owner Engagement committee, 7-0-0

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Signature of the Board President

Date