

Moscow Food Co-op Monthly Board of Directors Meeting  
Tuesday, March 19, 2019  
Fiske Room, 1912 Center, Moscow, ID

**Present:** Melinda Schab (GM), Idgi Potter (President), Carol McFarland (Vice President), Dave Sutherland (Secretary/Treasurer), Tim Kohler (Board), Cheyne Mayer (Board), Laurene Sorensen (Board), Rob Ely (Board), Willow Venzke (Board Admin)

**Absent:** David Nelson (Board)

**Facilitator:** Idgi Potter

**Guests:** Alice Ma, Sofia Marrion, Diana Armstrong

**Seven of eight 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.

Diana Armstrong would like to thank Melinda and the Board for getting rid of plastic silverware and the salad bar's plastic clamshells at the Co-op. She noticed that the Co-op started carrying small plastic bottles of water again, and she would like those to be discontinued.

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### **CONSENT AGENDA**

Motion to approve the February 2019 minutes, seconded, **passed 7-0-0.**

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### **GENERAL MANAGER FYI REPORT**

**March 4, 2019**

**No action needed**

#### SALES

- We're continue to work out our future e-commerce & delivery options with an anticipated service launch date in mid-2019.
- We are planning to survey users of our Senior Discount in April to inquire about potential changes that will make the program more financially sustainable for the Co-op.

#### MARKETING

- **Events**
  - **Food and Mood** - good attendance, great level of feedback.
  - **Love Your Farmer** - cancelled due to weather. Max rescheduled the movie to March 27 because the new date for LYF is March 20.
  - **Healthy Eating on a Budget** - sold out most recent class. This is the best year of attendance we've had yet.
  - The **Food for Thought Film Series** began again this month, with the film "Divide in Concord" showing at the Kenworthy Performing Arts Centre on Wednesday, February 27.

- **Owners Week** - short notice success!
- **Customer Experience Survey:** used 54 times since February 1, with \$270 offered in discounts on \$3,433.80 of sales.
- **FLOWER:**
  - 15 new FLOWER participants in the month of February, bringing our total to 134. The FLOWER discount was used by these 134 people 644 times in the month of February
- **SENIOR:**
  - The senior discount was used 1156 times in the month of February. They generated \$42.8k in sales and we spent \$4.7k on the discount itself. This is roughly 11%, due to extra discounts or other promos on these transactions.
- **STUDENT:**
  - The student discount was used 547 times in February. They generated \$15.7k in sales and we spent \$1.7k on the discount. This is roughly 11%, due to extra discounts or other promos on these transactions.
- During the month of February, our guests contributed **\$464.60** to the **Dime in Time program** by bringing in reusable cups and bags, bringing us to a total of **4,646 individual donations** so far, and **15,391 this quarter**.
- **Media Coverage:**
  - **Evergreen:** Moscow Co-op to hold art show opening today (Jasan's art)
  - **Lewiston Tribune:** Event celebrating farmers planned in Moscow (LYF)
  - **Moscow-Pullman Daily News:** 'Love Your Farmer, Love Your Food' scheduled Feb. 20 in Moscow (LYF)
  - **Moscow-Pullman Daily News:** Saying goodbye to 'Doc' (Tom's passing)
  - **Moscow-Pullman Daily News:** UI professor Thomas Bitterwolf dies on campus (Tom's passing)
  - **UI Argonaut:** Friend, educator and leader (Tom's passing)
  - **UI Argonaut:** Moscow Food Co-op to host a class about healthy eating on a budget Saturday (HEoaB)
  - **UI Argonaut:** A year of trial and error at campus Co-op (Co-op on Campus)
  - **UI Argonaut:** Sparking a conversation: Food for Thought film series to showcase film focused on eliminating plastic water bottles Wednesday (Food for Thought)
- **Interior Design projects in progress:** bulk instructional information, wooden Co-op cards, welcome sign, produce grower photos, local definition rubric

### PHYSICAL PLANT

- We're launching a partnership with Trex to recycle some kinds of plastic. There will be a collection bin at the front of the Co-op.
- The sustainability committee is working to encourage the City of Moscow to expand its municipal recycling and composting programs.
- We're applying for a grant to install an electric vehicle charging station.
- Yellow Duck Refrigeration is currently working with Facilities to complete quarterly maintenance on our equipment.

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## BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

### BOARD Action Items– 3.19.2018

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

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

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

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

1. The Executive Committee will investigate how to evaluate GM compensation.

### General

1. Idgi and Dave will look at the CBLD library for information on good owner number goals.
2. The Board will discuss employee health insurance coverage in September 2019.
3. Melinda will find out what is the largest plastic waste stream item that the Co-op goes through and report back to the Board.
4. Idgi will draft a statement regarding the Board's commitment to workplace excellence.

### DONE

- ✓ Melinda will look up why it was recommended to use “owner” instead of “member”.
- ✓ Willow will scan New Pioneer's Annual Report financial statement and send it out to the Board.
- ✓ Melinda will look up how many new owners we had last October to compare with this year's numbers.
- ✓ Melinda will ask Todd, Michael, and others in the Co-op's support network about what good owner number goals are.
- ✓ Willow will change “visitor” to “owner” on the Owner Comment Cards and will print them for the next Board meeting.
- ✓ Policy and Bylaw will look at the policy on GM compensation and then report back to the Board.
- ✓ Policy & Bylaw will update the language of Policy C3.
- ✓ Policy & Bylaw will update the language of Policy C8.
- ✓ Policy and Bylaw will review Policy C2, number 2.
- ✓ Laurene will draft a new Policy D5.
- ✓ Melinda will coordinate with Marketing so that the Nominations & Elections Committee can start accepting forum questions for candidates March 1 by having a box and question forms out at the Customer Service Desk.

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## CONFIRM AGENDA

Motion to add a discussion on Ends, seconded, **failed 1-4-2**. Ends will be discussed at a future work session.

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## BUSINESS AGENDA

### GM Monitoring Reports (MD)

#### Policy B1: Financial Condition and Activities

Melinda provided a written report on the Co-op's financial condition. The Board asked several clarifying questions.

Motion to accept Policy B1: Financial Condition and Activities seconded, **passed 7-0-0.**

#### Policy B2: Planning and Financial Budgeting

Melinda provided a written report on financial planning. The Board discussed plastic reduction, including clamshells in Produce.

**Action: Melinda will ask Produce about non-plastic alternatives for greens and herbs.**

Motion to accept Policy B2: Planning and Financial Budgeting, seconded, **passed 7-0-0.**

### Board Monitoring Reports (MD)

#### Policy C3: Agenda Planning

It was recommended that policy monitoring surveys get rewritten to be more specific.

The Board discussed bringing back continuing education. It was noted that in order to fully learn about certain topics, they could be the focus of multiple discussions.

**Action: The new Executive Committee will be responsible for making decisions about the Board's continuing education.**

Call to vote, **passed 7-0-0.**

#### Policy C4: Board Meetings

Motion to send Policy C4 to Policy & Bylaw for revision, seconded, **passed 6-1-0.**

**Action: Policy & Bylaw will review Policy C4.**

Call to vote, **passed 7-0-0.**

### Board Officers (SI)

At the next Board meeting, new officers will be seated. Any current Board member who wants to run for President, Vice President/Secretary, or Treasurer should send Willow a statement to be included in the packet.

### Spring Retreat (MD)

The Board's Spring Retreat will include an informal dinner on Friday evening and an all-day retreat on Saturday.

Saturday's focus will be on the chosen continuing education topic and Co-op/Board information. It would be best to have structure but allow plenty of time for questions. Board members can read material beforehand and come prepared to discuss it.

Action: Willow will add "choose Spring Retreat date" to the Board calendar for January.

Action: Willow will send a Doodle Poll to find out whether April 5-6 or 26-27 works best for the Spring Retreat.

### New Director Orientation (SI)

This year, new Director orientation will be separate from the Spring Retreat; Melinda and Idgi will facilitate it on April 2.

### "Pullman Food Co-op" Business Name (MD)

Motion to keep the Pullman Food Co-op name, seconded, passed 7-0-0.

### Annual Meeting (SI)

The Annual Meeting plans will be announced at least 10 days before the event, in accordance with the bylaws.

### Policy C2 (MD)

The Policy & Bylaw Committee updated Policy C2.

Motion to amend C2, #2 to "Create and update a Vision Statement and Global Ends Policy.", seconded, passed 7-0-0.

Motion to amend C2, #4 to "Elect Board officers and assign other roles as needed.", seconded, passed 7-0-0.

Motion to amend C2, #6 to "Perpetuate the Board's leadership capacity using ongoing education and training for Directors; recruitment, qualification and nomination of candidates; fair elections; and appointment of owners to Board committees.", seconded, passed 7-0-0.

Motion to approve Policy C2 as amended, seconded, passed 7-0-0.

Motion to send Policy C1 to Policy & Bylaw to look at language regarding democracy, seconded, passed 7-0-0.

Action: Policy & Bylaw will review Policy C1.

Action: Policy & Bylaw will look for Board references to "Strategic Plan" throughout the policies.

### Policy C3 (MD)

The Policy & Bylaw Committee updated Policy C3.

Motion to approve Policy C3, seconded, passed 7-0-0.

### Policy C8 (MD)

The Policy & Bylaw Committee updated Policy C8.

Action: Melinda and Willow will create job descriptions for Executive Committee positions.

Motion to approve Policy C8, seconded, passed 7-0-0.

### Policy D5 (MD)

Laurene updated Policy D5.

Motion to amend the last sentence to end after "...retain a qualified General Manager.", seconded, passed 7-0-0.

Motion to approve Policy D5 as amended, seconded, passed 7-0-0.

Action: The new Executive Committee will review Policy D5.

### Committees: Reports (SI)

- Nominations & Elections – The Candidate Forum went well. Voting is now open.
- Policy & Bylaw – Four policies that the Committee reviewed and updated were brought to the Board for approval.
- Owner Engagement – The Committee didn't meet due to a snow storm but shared many emails about Annual Meeting planning.
- Executive Committee – The Committee discussed Policy D5.

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## BOARD ASSIGNMENTS AND MEETING REVIEW

### eNewsletter:

4/1: Election results and an invitation to the Annual Meeting—Willow on behalf of the Board

4/15: Introduction of new Board members and new Executive Committee—Willow on behalf of the Board

Community News 4/15: Annual Meeting recap—Cheyne

### Meeting Evaluation

Action: Melinda will talk to Marketing about inviting owners to share pictures of how they are reusing plastic containers.

Action: Melinda will find out exactly what rules the Co-op was given by the health inspector regarding reusing plastic.

Action: Idgi will get the Board the health inspector's contact information.

Upcoming dates to remember:  
Annual Meeting: April 7, 3-5 p.m.  
April Board meeting: April 9

*Notes taken by Willow Venzke  
Meeting adjourned at 8:28 p.m.*

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Signature of the Board President

Date