

Moscow Food Co-op Monthly Board of Directors Meeting

Tuesday, May 8, 2018

Meeting room of Umpqua Bank, Pullman, WA

Present: Melinda Schab (GM), Laurene Sorensen (President), Idgi Potter (Board), David Nelson (Board), Tim Kohler (Board), Carol McFarland (Board), Ashley Hamlin (Board), Willow Venzke (Board Admin)

New Directors seated at this meeting: Dave Sutherland (Board), Cheyne Mayer (Board)

Absent: Tom Bitterwolf (Board)

Facilitator: Laurene Sorensen

Guests: Greg Meyer

8 of 9 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 who wished to speak.

STUDY & ENGAGEMENT:

NONE

CONSENT AGENDA

Seating of Board Members (D)

The Board of Directors would like to officially welcome Dave Sutherland and Cheyne Mayer to the Board for three-year terms. Colette DePhelps and Alex Lloyd have completed their terms and did not run for reelection.

Potential Conflict of Interests of Board Members (D)

Board members signed Potential Conflicts of Interest forms. If any potential conflict of interest arises during members' time on the Board, they will notify the Board at the next regularly scheduled meeting.

Code of Conduct Signing (D)

Board members signed the Code of Conduct.

Board Officer Election Results (D)

The Board elected the following officers:
Ashley Hamlin, President
Carol McFarland, Vice President/Secretary
Tom Bitterwolf, Treasurer

Agenda Change (P)

Motion to move the Monitoring Reports to the Business Agenda, seconded, **passed 8-0-0.**

Consent Agenda:

Motion to accept the Consent Agenda, seconded, **passed 8-0-0.**

GENERAL MANAGER FYI REPORT

General Manager FYI

May 1, 2018

No action needed

1. Co-op on Campus

→ Summer hours begin on May 12th: Monday-Friday 7am to 3pm

→ Fall hours will begin in August, but we're still finalizing them

2. Center Store Project Timeline (approximate, as of 5.1.18)

→ The bulk set will be finished this week. Old bulk fixtures will be moved to storage until we can have a Co-op garage sale this summer.

→ New carts and configuration for keeping carts contained will happen later this week.

→ New RO water system is on the way and should be installed by the end of May. In the meantime, bulk RO water is available in receiving (ask a staff person for assistance).

→ Paint updates are ongoing throughout the month of May

3. Tuesday Community Market

→ This is the reinvented Tuesday Growers Market that was started by the Co-op. Going forward, it's being organized by a group of invested people in the community.

→ The biggest change (at least for the first year) is scheduling – instead of a weekly market, the tentative 2018 market schedule is monthly: June 5, July 3, August 7, September 4, and October 2.

→ The Co-op will sponsor Backyard Harvest's presence at the Market (to provide Shop the Market benefits), as well as, marketing support.

4. Owners Week

→ May 19th – 27th

→ September 22nd – 30th as part of Buy Local Moscow's Eat Local Month

Additional notes:

- Bulk coffee is moving today, and the Bulk project is nearly complete.
- The center store remodel project stayed close to budget.
- Campus hours will increase in the beginning of August.

BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

BOARD Action Items– 05.08.2018

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 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.
2. Idgi will send an email to the Board that includes the draft of the multi-year plan and solicit feedback from the Board.

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. Laurene will write an article that recaps the Annual Meeting and will turn it in by April 30th.
5. 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.

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

- ✓ Willow will work with Alycia to create an online option to RSVP to the Annual Meeting.
- ✓ Willow will check the Policy Manual and the Bylaws to see whether new Board members can apply to be officers.
- ✓ Melinda will ask Todd to add a discussion of the NCG Trends Report to the Board Retreat agenda.

CONFIRM AGENDA

Agenda stands as is.

BUSINESS AGENDA

GM Monitoring Reports:

Policy B3: Asset Protection

Action: Policy & Bylaw committee will look at Policy B3.8 and add more specific language.

Action: Melinda will update her B3 report to say “owners” instead of “members”.

Motion to accept Policy B3: Asset Protection, and find it in compliance, seconded, passed 8-0-0.

Policy B5: Treatment of Customers

Motion to accept Policy B5: Treatment of Customers, and find it in compliance, seconded, passed 8-0-0.

Policy B9: Emergency GM Succession

The Board appreciates that Melinda has done a good job developing Joe and Kerry.

Motion to accept Policy B9: Emergency GM Succession, and find it in compliance, seconded, passed 8-0-0.

Policy D2: Accountability of the GM

The Board voted to find Policy D2: Accountability of the GM in compliance, 8-0-0.

Policy D3: Delegation to the GM

The Board voted to find Policy D3: Delegation to the GM in compliance, 8-0-0.

Policy C10: Process for Distributing a Petition

The Board voted to find Policy C10: Process for Distributing a Petition in compliance, 8-0-0.

Annual Meeting Recap (D)

- The Owner Engagement Committee felt that the event went really well.
- Attendance was good.
- The food and music were both great.
- In past years, there have been accommodations for kids; it would be nice to include that next year.

Action: Willow will add up the Annual Meeting costs and share the total with the Owner Engagement Committee.

Executive Session change (P)

Motion to move Executive Session to before the public Board meeting rather than after, seconded, passed 8-0-0.

Executive Session will take place from 6:00-6:30 p.m., and the public Board meeting will begin at 6:30 p.m.

Committees: Reports/Work Plans progress (R)

- Nominations & Elections –
- Policy & Bylaw – The Committee continued discussion about a multi-year work plan.

- Owner Engagement –
 - The film and forum with the Human Rights Commission took place on April 10th. The film and speakers were great, but attendance was low.
 - We've put on two films with forums recently, and neither was well attended. Owner Engagement Committee will revisit the way forums are held.

- Strategic Initiatives – The Ad hoc committee on Executive Compensation (Alex, Laurene, Tom, and David) met. It is the committee's recommendation that annual bonuses are not paid to the GM.
 - Action: Policy and Bylaw will look at the policy on GM compensation and then report back to the Board.
 - Action: Policy & Bylaw will look at Policy B6 to see if there's an appropriate place to include language regarding paying out bonuses.

- Executive Committee –

Assign Committees and Committee Chairs (D)

Owner Engagement: Dave (chair), Cheyne (plus owners Greg, Linda, Jolie, Emma, and Priscilla)
 Executive Committee/Professional Development: Ashley (Chair), Carol, Tom, Laurene
 Policy & Bylaw: Idgi (chair), David, Laurene
 Nomination & Elections: Tim (chair), Idgi, Cheyne (plus owners Sofia and Toni)
 Strategic Initiatives: Tom (chair), David, Tim, Dave

BOARD ASSIGNMENTS AND MEETING REVIEW

eNewsletter, May 10: Welcome new officers and introduce new Board members
 Community News, May 15: same article as in the eNewsletter
 Rooted, May 10: Laurene
 Looking ahead, Rooted, May 10: Willow

Upcoming dates to remember:

Owners Week: May 19-27
 June Board meeting: June 12

Meeting Evaluation

It was suggested that since the Board will meet for Executive Session before the Board meeting, the "check-in" section of the agenda can be eliminated.

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

Executive Session

The Board discussed growth.

Signature of the Board President

Date