

Moscow Food Co-op Monthly Board of Directors Meeting

Tuesday, May 9, 2017

Fiske Room, 1912 Center, 412 East Third St., Moscow, ID

Present: Laurene Sorensen (President); Colette DePhelps (Vice President/Secretary); 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: Alex Lloyd (Treasurer)

Facilitator: Laurene Sorensen

Guests: Greg Meyer, Kerry Morsek, Joe Gilmore

8 of 9 directors present, a quorum is reached

PUBLIC FORUM

Public 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.

No owners wished to speak.

STUDY & ENGAGEMENT:

“The Productivity Formula” article was read by the Board, and Melinda shared the video “Courageous Leadership.” The Board had a discussion regarding how the article and video relate to the Co-op, including accountability among employees as well as full- and part-time employee hours.

The Board discussed the possibility of becoming certified to carry WIC (Women, Infants, and Children) products. To be eligible to sell WIC products, a store must carry one thing in every category, so the Co-op would need to bring in some specific additional conventional products. If the Co-op carried WIC products, shopping at the Co-op would be accessible to more people.

The Board will continue a discussion regarding becoming certified to carry WIC products during Study & Engagement at June’s Board meeting so that owners can share their opinions.

Action: Willow to add further discussion on getting certified to sell WIC products to June’s agenda.

CONSENT AGENDA

Idgi will abstain from voting because she wasn’t able to read her packet.

Minutes:

Motion to accept the April 2017 Board of Directors meeting minutes with one grammatical correction, seconded, **passed 7-0-1**

GM Monitoring Reports:

Policy B5: Treatment of Customers

Melinda provided a written report outlining the Co-op’s treatment of its customers. She shared that all written comments from the comment box are put in a spreadsheet and management reviews each one, as well as the department’s response.

Motion to accept Policy B5: Treatment of Customers and find it in compliance, seconded, passed 7-0-1

Policy B9: Emergency GM Succession

Melinda provided a written report regarding Emergency GM succession. In case of emergency, Joe and Kerry are her designated general managers. Joe and Kerry have both participated in a significant amount of HR training, as well as an in-depth CCMI training designed for general managers.

Motion to accept Policy B9: Emergency GM Succession and find it in compliance, seconded, passed 7-0-1

Board Monitoring Reports:

Policy D2: Accountability of the GM

Motion to accept Policy D2: Accountability of the GM and find it in compliance, seconded, passed 7-0-1

Policy D3: Delegation to the GM

Motion to accept Policy D3: Delegation to the GM and find it in compliance, seconded, passed 7-0-1

GENERAL MANAGER FYI REPORT

May 2017 FYI Report –

No action needed

1. E-receipt focus for Earth Month
 - As reported last month, we focused on collecting email addresses from owners and on signing our customers up for e-receipts.
 - We collected a total of 129 new email addresses in April.
2. NCG Spring Meeting
 - I attended the Spring Meeting for GMs last week in Durham, NC. We learned about how co-ops can best measure and communicate the positive impact we have in these key areas: local, community, health and nutrition, great food, and a healthy planet.
 - I attended a workshop on improving deli operations by focusing on great food and another workshop on public relations.
 - We received a Sustainability Star award for 14 consecutive months of declining energy usage and for quadrupling the volume of compost we generate annually.
3. Co-op on Campus
 - Just a reminder that the rezoning request goes before Planning & Zoning on May 24th and before the City Council on June 19th.
4. Please see the attached memo to staff about transgender awareness in the workplace.

Melinda corrected the number of new email addresses collected in April to 166.

The Co-op sent out a press release about the Sustainability Star award, but no media outlets responded.

Action: Melinda to get upcoming times and places of Planning & Zoning and City Council meetings to the Board.

MEMO

To: All Co-op Staff
From: Human Resources
Re: Transgender Awareness
Date: April 25, 2017

Please take a moment to read this important memo.

For the past 44 years the Co-op has been committed to treating all employees and community with respect and dignity. We achieve this by fostering a work environment of acceptance and understanding that is free from discrimination regardless of our employees' beliefs, race, national origin, ethnicity, age, socio-economic status, physical and mental ability, religion, political affiliation, gender, sexual orientation, gender identity or expression, or other personal characteristics that make our employees and our customers unique.

The goal of transgender awareness is not to tell people what to think, feel, or believe.

People have the right to believe and/or think anything they wish. Some may have religious concerns or cultural reservations about accepting transgender people. That is your right. However, when we all come to work it's not about religion or someone's personal beliefs: it's simply about our behaviors. It's about how we treat each other on the job, not what we may think or feel about someone's gender identity or gender expression. It's about affording everyone the dignity they deserve, after all we are all just humans. It is an expectation while working at the Co-op that we all show the same hospitality to all regardless of our beliefs.

Gender Identity & Expression – What Is It?

Some basic definitions and concepts are helpful to know regarding individuals that are transgender:

- “Transgender” is an umbrella term for people whose gender identity or expression is different from that typically associated with the sex assigned to them at birth.
- “Gender identity” is a person's innate, deeply felt psychological identification as male, female or something else in between, regardless of the sex they were assigned at birth.
- “Gender expression” refers to external characteristics and behaviors, such as dress or mannerisms that are socially defined as either male or female.
- What's the difference between being transgender and being gay? Being transgender is about an individual's gender identity, while being gay is about an individual's sexual orientation. Gender identity and sexual orientation are two different things.

What we ask/expect:

We expect our employees to act with respect and professionalism toward everyone, customers and co-workers alike in the workplace. **With the above information in mind we ask everyone to use correct pronouns.** Please, if possible always use the name of a person and if necessary only use a gender pronoun that corresponds with a person's gender identity. If you are unsure it is best to not use gender pronouns at all as it would be considered offensive if you are incorrect.

In closing, let us all remember that the Co-op is committed to providing a friendly, welcoming and respectful environment for all.

BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

BOARD Action Items– 5.9.2017

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, including reviewing Policy B6. Discuss the option of a Board liaison to staff.

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. Laurene to research statutory obligations and boundaries regarding disclosing a Pro Forma to owners.
3. Regarding the recent immigration ban, Colette will look into the Campaign for Sustainable Agriculture to see if there is a way to support them.
4. Melinda to verify that the ownership form aligns with new bylaws.
5. Melinda to find out whether the 2009 industry standard referred to on page 3 of Melinda's Policy B3 report has been updated.
6. Melinda to email to the Board the letter that staff receives before taking part in the Employee Opinion survey.
7. Ashley and Carol to prepare a statement regarding immigration and bring it back to the Board.

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.)

DONE

- ✓ Go over in New Director Orientation:
 - a. What does it mean to be a fiduciary? What is our responsibility?
 - b. The difference between business and personal finance.
 - c. Where we are in the expansion process.
 - d. Discuss what kind of conflicts of interests may arise for Board members.
- ✓ Willow to move action item #3 regarding the Farm Bill to a future action item for the fall when it is more relevant.
- ✓ Willow to add further discussion of the Employee Opinion Survey to May's agenda.
- ✓ Colette to forward the McClure Report to Ashley and Carol.
- ✓ Willow to add reviewing the written statement regarding immigration to May's agenda.

- ✓ Willow to send Strategic Initiatives committee charter to Tom to revise.
- ✓ Melinda to send her Annual Meeting slides to Tim and Colette.
- ✓ Melinda to get current rates of CDs from Deb and email that information to the Board.

CONFIRM AGENDA

Two items were added to the Business Agenda:

1. Dorsey & Whitney white paper update
2. Notetaking and discovery

BUSINESS AGENDA

Old:

Employee opinion survey

Melinda will send out the letter to staff late July, and will copy the Board. The Board doesn't have input on what goes on the employee opinion survey.

New:

Spring Board Retreat recap (D)

Friday of the Spring Board Retreat was a good opportunity for Board members to become better acquainted. Saturday's discussion and orientation were very helpful.

Fall Board Retreat dates update (D)

The Board would like to go to Bellingham for the Fall Retreat to talk to the Board and GM of the Community Food Co-op, which recently went through an expansion. Art Sherwood will be the consultant for the retreat.

Action: Willow to send the two weekend options (September 29-October 1 and October 20-22) for the Fall Retreat to Art so he can check his availability.

Day Board meetings are held (P)

The Board discussed possible different days to hold Board meetings. It was decided that Board meetings will remain on the 2nd Tuesday of the month.

Review written statement regarding immigration (D/P)

The Board likes the content of the statement, but would like to suggest some editorial changes. The draft will be included in owner packets for their review prior to the meeting.

Action: Ashley and Carol to refine immigration statement based on Board member's proposed edits and bring to June's Board meeting.

In her research before writing the immigration statement, Ashley spoke with the Northwest Coalition of Human Rights. They offered to partner for a forum.

Action: Willow to add to June's agenda a discussion regarding the Northwest Coalition for Human Rights' offer to partner and put together a forum.

Approval of revised Strategic Initiatives charter (P)

The Board reviewed the charter, and would like to suggest some editorial changes. Those will be emailed to Tom, and reviewed in June's Board meeting.

Action: Melinda to send to the Board current Brand Guidelines.

Action: Willow to add a discussion regarding Brand Guidelines to June's agenda.

Dorsey & Whitney white paper update (D)

Melinda has not received an update on white paper from Dorsey & Whitney.

Action: Melinda to follow up with Dave Swanson regarding an update from Dorsey & Whitney.

Notetaking and Discovery (D)

Laurene clarified that any notes taken by Board members are accessible by other lawyers. She asked that Board members are sensitive to what notes they have and keep.

Action: Laurene to send Todd Geidl's address to the Board.

Committees: Reports/work plans progress (R)

Nominations & Elections – Did not meet in April.

Policy & Bylaw – Did not meet in April.

Owner Engagement – Held a meeting yesterday with new committee members.

Strategic Initiatives – Has not met.

Executive Committee –

Action: Willow to bring to May's work session the Conflict of Interest form for Board members to sign.

BOARD ASSIGNMENTS AND MEETING REVIEW

E-newsletter brief-200 words or less

Due the 10th and 20th of each month

- (10th) Owner Engagement—5/10
- (20th)

Community News online/printed: "Board News" – 800 words or less

Due the 15th of each month

Rooted "Looking Forward" event submission – 80 words or less

- Willow
 - Board meetings
 - Board events

Rooted article – 600 words for single page

Upcoming dates to remember:

May work session: May 16, 2017

June Board meeting: June 13, 2017

Meeting review

Notes taken by Willow Venzke

Meeting adjourned at 9:00 pm

The next meeting will be June 13, 2017 in the conference room at Umpqua Bank in Pullman.

Signature of the Board President

Date