

Moscow Food Co-op Monthly Board of Directors Meeting

Tuesday, November 14, 2017

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

Present: Melinda Schab (GM); Laurene Sorensen (President); Colette DePhelps (Vice President/Secretary); Alex Lloyd (Treasurer); Idgi Potter (Board); Tim Kohler (Board); Carol McFarland (Board); Ashley Hamlin (Board); Tom Bitterwolf (Board); Willow Venzke (Board Administrative Assistant)
Absent: David Nelson (Board)
Facilitator: Colette DePhelps
Guests: Garrett Cabeza, Greg Meyer, Bekah Robb, Diana Armstrong

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.

Bekah Robb shared that she is an American Indian and works closely with nature. She studies microbiomes, and has noticed that something is off in the Co-op's Wellness department. She feels that things that are antagonistic to our biome should be moved, so she is going to write her recommendations of what should be moved and share it with the Co-op.

STUDY & ENGAGEMENT:

No Study & Engagement was held this evening due to the Board holding an Owner Forum on Corporate Formation in Washington before the Board meeting.

CONSENT AGENDA

Minutes:

Motion to accept the September 2017 Board of Directors meeting minutes, seconded, **passed 7-0-1**

GM Monitoring Reports:

Policy B4: Membership Rights and Responsibilities

Melinda provided a written report regarding Co-op membership.

Action: Policy and Bylaw will revisit Policy B4 to make it consistent with the new bylaws.

Motion to accept Policy B4: Membership Rights and Responsibilities, and find it in compliance, seconded, **passed, 8-0-0**

Policy B8: Board Logistical Support

Melinda provided a written report about the Board's logistical support. The Board discussed writing more content for the e-newsletter. They would like to have a communication plan so that assignment topics are known far ahead of time.

Action: Melinda will ask Alycia to help create a Board communication plan.

Motion to accept Policy B8: Board Logistical Support, and find it in compliance, seconded, **passed 8-0-0**

Policy C3: Agenda Planning

The Board discussed whether or not they are following a multi-year workplan, as stated in Policy C3. It was suggested that the Board focus on creating a useable workplan, and that it could have themes, perhaps annual in nature, that are relevant to the Board. Owner Engagement committee could be involved to determine how to better educate and involve owners.

Motion to accept Policy C3: Agenda Planning and find it in compliance, seconded, **passed 5-3-0**

Action: Willow will add to February's work session a discussion of Policy C3 and a multi-year workplan.

Policy D1: Unity of Control

The Board discussed the importance of committees going through the correct channels of approval. Committees should not make decisions or take actions without Board approval, and they need to present staff time requests to the GM.

Motion to accept Policy D1: Unity of Control and find it in compliance, seconded, **passed 8-0-0**

GENERAL MANAGER FYI REPORT

November 4, 2017

No action needed

1. Co-op on Campus

- We've learned that projects always take longer than expected.
- Construction is estimated to be completed on December 4th. No opening date has been scheduled, although January 4th is the most likely date at this time, with a grand opening event on January 10th or 11th.

2. Double-Up Bucks/FINI Grant

- We are working in partnership with the Boise Co-op and Eileen Stachowski (Idaho Farmers Market Association) on a grant application that would allow both the Moscow Food Co-op and the Boise Co-op to offer a double-up program for SNAP recipients.
- This program began at Idaho Farmers Markets in 2016 as a way to increase access to and affordability of fresh fruits and vegetables for low-income families, support area producers, and to stimulate local economies. It provides participants in the SNAP program with a one-to-one match to purchase healthy, locally grown fruits and vegetables.
- This opportunity aligns with several of the Co-op's ENDS including
 - Promote the local, sustainable, and organic foods economy
 - Increase economic and cultural accessibility for all community members
 - Educate our owners, customers, and the wider community about food and food systems
 - Model environmental sustainability through our activities, facilities, products, and services

3. Marketing

- We've hired a new Marketing Manager. Here's the text from the email that went to Co-op employees.

Concluding a highly competitive hiring process, please help me in welcoming our new Marketing Manager, Alycia Rock. Alycia will oversee our Marketing and Outreach department and will work closely with our Promotions Team.

Alycia recently returned to the Palouse after spending a couple of years in Chicago working in brand management, strategic marketing, public relations, and event planning. Additionally, Alycia brings skills in managing social media, photography, journalism, copy editing, and, most importantly, a love of food!

4. Shoes for Crews

- In the August 2017 FYI I presented recommendations that were made to us by the Farmers Insurance Loss Control Field Supervisor. Specifically, it was recommended to us that we require slip resistant shoes for all Kitchen, Bakery, and Meat department workers.
- We've partnered with **Shoes for Crews**, a company that specializes in just that. Please see the attached information intended for Co-op staff.

5. Composters

- As you know from the June FYI, we've been receiving lots of complaints about the smell the composters generate.
- We are still working with PCEI to locate both composters on their property.
- There is no firm timeline for moving the composters, but they move someday.

6. Patronage Dividends

- Here's the final dividend redemption information:

Dividend Summary		Copy as Picture			
		Dollars	\$ Percent	Number:	# Percent
Summary	Dividend Pool:	\$31,205.20	100.00%	3758	100.00%
	Total Redeemed:	\$23,110.87	74.06%	2327	61.92%
	Total Unredeemed:	\$8,094.33	25.94%	1431	38.08%
	Dividends Uncounted Due to Error State	\$0.00	0.00%	0	0.00%
Redeemed	Total Redeemed as Cash:	\$1,048.07	3.36%	82	2.18%
	Total Applied to Transaction:	\$20,687.80	66.30%	2126.622	56.59%
	Total Issued as Checks, Redeemed:	\$4.06	0.01%	1	0.03%
	Total Redeemed as Donations:	\$234.66	0.75%	34.64936	0.92%
	Total Redeemed as Gift Cards:	\$1,136.28	3.64%	82.72879	2.20%
Unredeemed	Total Checks Cashed After Last Day:	\$0.00	0.00%	0	0.00%
	Total Dividends Accepted After Last Day:	\$0.00	0.00%	0	0.00%
	Total Issued as Checks Never Cashed:	\$0.00	0.00%	0	0.00%
	Total Issued to Deceased Members:	\$0.00	0.00%	0	0.00%
	Total of All Other Unredeemed Dividends:	\$8,094.33	25.94%	1431	38.08%
Total Dividends	Total Dividend (Ret. + Dist.), Unredeemed	\$40,472.50		1431	
Last Refreshed On: 11/6/2017 5:32:43 AM		Refresh Report Data			

→ Redemption rates were higher this year than in previous years.

7. Holiday closures

- Thanksgiving Day, closed
- Christmas Eve, closing early at 6pm
- Christmas Day, closed
- New Year's Eve, closing early at 6pm
- New Year's Day, closed
- January 2nd, INVENTORY, closed

Melinda shared her updates with the Board.

- Last week the granting agency for Double-Up Bucks said the Co-op can stick with its definition of local: within 250 miles and anywhere in Idaho or Washington. Our Farmer's Market does Shop the Market, not Double-Up Bucks.
- Composters are moving to PCEI on Thursday. They will hire staff to pick up the Co-op's compost, and the Co-op will give them a grant to cover their cost.
- Melinda is still working on the WIC application. The intention was always to roll out the program with Center store reset in March.
- Over \$8,000 was added to the Seed Sowers fund from unclaimed Patronage Dividends.
- On January 2nd, the Co-op will do inventory in the morning, and then stay closed all day so that contractors can cut concrete in preparation for moving the frozen set.

BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

BOARD Action Items– 11.14.2017

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 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. Policy & Bylaw committee will consult with Melinda, and then bring a revised Policy Monitoring Calendar to the Board.

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. Melinda to come up with preliminary research regarding purchasing or leasing a vehicle and let the Board know.
5. Melinda will write and deliver to the Board what she would like to see in the Ends policy.

6. Willow will send the GM Monitoring form to Board members, and Board members will send completed forms to Laurene.

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. (Hold)

DONE

- ✓ Tom, as chair of the Strategic Initiatives committee, will do research and due diligence on the Citizens' Climate Lobby form, and will report back to the Board.
- ✓ Willow will resend the Board the questions requested from the Marketing department.
- ✓ Willow will ask Colette about her action item regarding putting together Farm Bill information for Study & Engagement.
- ✓ Colette to put together Farm Bill information for Study and Engagement. – *Removed. Not necessary at this time.*

CONFIRM AGENDA

The following agenda items were added to the Business Agenda:

Spring Retreat (D)

Set the date for the Annual Meeting (D)

BUSINESS AGENDA

Washington Corporate Formation (P)

Motion to authorize the Moscow Food Co-op to form a new cooperative, to be named Pullman Food Cooperative Inc., under Washington law and take actions incident to its formation, including but not limited to appointing a registered agent, filing articles of incorporation, naming the current Moscow Food Co-op Board of Directors as initial directors, adopting bylaws, and obtaining a federal tax ID number, seconded, **passed 8-0-0**

Motion to authorize the Moscow Food Co-op to engage a member or members of the Washington bar to perform all tasks incident to the formation of a new cooperative under Washington law, seconded, **passed 8-0-0**

Action: Laurene will call the Co-op's attorney to ask him to begin the Washington incorporation process.

Patronage Dividend Resolution (P)

Wegner CPAs suggested that the Board approve a patronage dividend resolution before the end of the year.

Motion to accept the Patronage Dividend Resolution, seconded, **passed 8-0-0**

Fall Retreat Recap (D)

The Board held their Fall Retreat on October 21st, and there were two major agenda items: a call with Audrey from Wegner CPAs, who did a wonderful job explaining the audit findings, and a discussion about Melinda's upcoming evaluation (after Melinda and Willow left).

Spring Retreat (D)

The Board decided to hold the Spring Retreat on the weekend of April 6-8. Location will be determined at a later date.

Set Date for Annual Meeting (D)

The Annual Meeting will be held on Tuesday, April 17th, 2018 from 5-8 p.m. The Board would like to invite David Montgomery, professor and author, to be the keynote speaker.

Action: Colette will contact David Montgomery to determine his availability for the Annual Meeting on April 17, 2018.

Action: Colette will send the Board a link to David Montgomery's webpage.

Action: Willow will reserve the Great Room of the 1912 Center for April 17th from 5-8 pm.

Draft Policy C3 (P)

Policy C3 needs to be updated due to public Board meetings now being held every other month. Motion to approve the Board and GM monitoring sections of Policy C3, seconded, passed 8-0-0

2018 Board Election Packet (P)

The dates in the Board election packet were pushed out because Board members will be seated in May instead of April. Melinda would like to update the history section before the packet goes out.

Motion to accept the 2018 Board election packet with the addition of Board orientation dates and Melinda's update to the history section, passed 8-0-0

December Work Session (D)

The Board will do the requested NCG reading before the December work session so they will be prepared to discuss it then.

Action: Willow will call Hunga Dunga to reserve the back room for December 12th.

Tasteful Thursdays Tabling (D)

The Board was reminded to sign up to table for Tasteful Thursdays.

CBLD Contract (P)

It is time to renew the Board's contract for CBLD's consulting services.

Motion to approve a one-year extension with CBLD consulting, seconded, passed 8-0-0

Action: Willow will send the Board information on the CBLD conference when it becomes available.

Committees: Reports/Work Plans progress (R)

Nominations & Elections –

- Election Packets will be out on November 16th. The committee would appreciate the Board helping with recruiting.

Policy & Bylaw – Nothing additional.

Owner Engagement –

- The committee would like to know what sort of owner demographic data is available, and what each owner's preferred method of communication is.

Action: Melinda will ask IT what owner demographic data is available.

- The committee has been looking over its charter to see if it's appropriate, and it was clarified why "...develop talking points..." is included.
- The committee has been talking about partnering with the Human Rights Commission to hold a Forum in March near Farmworkers' Rights Day. The Forum would focus on the intersection of food (the Co-op), and farmworkers (the Commission). They are requesting that Melinda attend the next committee meeting to determine how she and Marketing can help with the Forum.

Motion that the Board authorizes the Owner Engagement committee to present the GM with the concept of a Forum with the Human Rights Commission, seconded, passed 8-0-0

- It was brought up during a Tasteful Thursday tabling session that owners would like to create and manage a community newsletter, but no one has stepped up to do that at this point.

Action: Willow and Melinda will look up past notes to see whether open action items remain from the discussion of an owner led Community News.

Strategic Initiatives – Has not met.

Executive Committee –

- The committee had a check-in call with Todd, and discussed Board leadership. If anyone is interested in becoming a Board officer, talk to Laurene or another officer. Two of the three current officers, Colette and Alex, are finishing their terms in office and not seeking re-election.
- Laurene and David are running for political office. The Board should look into making a statement that the Co-op doesn't endorse political candidates. Also, we need to be clear with candidates that their role on the Board is separate from their political role.

Action: Willow will add to January's agenda a discussion about Board members and political office.

BOARD ASSIGNMENTS AND MEETING REVIEW

E-newsletter brief-200 words or less

November 20th: Tasteful Thursdays—Laurene

December 10th: Elections—David

December 20th: Elections—David

January 10th: Elections—David

Community News online/printed: “Board News” – 800 words or less (20th)

Laurene’s Rooted article will also go in November’s Community News.

December 15th: Elections

January 15th: Annual Meeting and Forum with Human Rights Commission—Owner Engagement committee

January 15th: Co-op on Campus—Tom

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

- Willow
 - Board meetings
 - Board events

Rooted article – 600 words for single page

February: Consumer Co-ops vs. Worker Co-ops vs. Producer Co-ops—ldgi

Upcoming dates to remember:

December work session: December 12, 5-7 p.m.

January Board meeting in Pullman: January 9, 6 p.m.

Special Board meeting to recognize eligible candidates: January 30

February work session: February 13, 5-7 p.m.

March Board meeting: March 13, 6 p.m.

Board Candidate Forum: March 19, 7 p.m.

April work session: April 10, 5-7 p.m.

Annual meeting: April 17, 5-8 p.m.

Meeting Evaluation

The meeting lasted 15 minutes longer than was planned, but we added two agenda items.

Notes taken by Willow Venzke

Meeting adjourned at 9:16 p.m.

Signature of the Board President

Date