

## Moscow Food Co-op Board of Directors Meeting Minutes

7 November, 2023 6:00 p.m.

Held at the 1912 Center's Fiske Room (412 E 3rd Street, Moscow) and via Zoom

**Facilitator:** Erin Tomlin

**Present:** Mark Thorne (President), Ken Hart (Vice President), Candis Claiborn (Secretary), Dulce Kersting-Lark (Treasurer), Trish Hartzell, Stephen Barbuto, Kelsey Manning, Melinda Schab (GM), Sarah Tucker (Board Admin), David Nelson

**Absent:** Priscilla Schmidt

**Guests:** Tim Gresbeck (Guest Speaker), Greg Meyer (Owner via Zoom), Bill Beck (Owner via Zoom)

*7 of 9 directors present at the start of the meeting; a quorum is reached.*

*Facilitator Erin Tomlin called the meeting to order at 6:01pm*

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### OWNER COMMENT PERIOD

There were no owners who wished to speak.

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### STUDY AND ENGAGEMENT

Guest Speaker Tim Gresbeck, Access to Justice, showed a short video and presented to the board on the work Access to Justice does in Idaho. The Board asked clarifying questions.

*Guest Speaker Tim Gresbeck finished his presentation and departed the meeting at 6:21pm*

*David Nelson arrived at 6:21pm*

### PREPAREDNESS CHECK-IN

There were **no** Directors who were unprepared and therefore unable to vote.

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### CONSENT AGENDA

A motion made by Dulce Kersting-Lark to accept the October 2023 draft meeting minutes, Patronage Dividend Resolution, and to accept the November business agenda, **motion carried 8-0-0.**

### ACTION ITEMS REVIEW

Sarah Tucker and Thane Joyal are working together to draft job descriptions for board officers.

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### BUSINESS AGENDA

#### **GM Policy Monitoring**

B8: Board Logistical Support

The Board reviewed Melinda's provided report in advance of the meeting. There were no questions.

A motion made by David Nelson to accept the report for Policy B8 and find it compliant with no exceptions **carried 8-0-0.**

### **Board Monitoring Reports**

#### **C8: Governance Investment**

The Board reviewed and discussed the report as presented by Mark, Stephen, Candis, and Trish. There was clarifying discussion of the recommendations made.

The Board discussed ways to encourage Directors to access readily available CBLD training without introducing a new policy.

The Board discussed what constitutes a reasonable expense for a Board Member to accrue, as mentioned in C8:4a, and how to approve these costs in the future.

**At this point, the Zoom meeting was disconnected due to technical failure.**

A motion made by Ken Hart to accept the report for Policy C8 and find it compliant with no exceptions **carried 8-0-0.**

### **Director Compensation Review**

The Board discussed various methods for how to appropriately compensate Directors for their service.

**Action item: Melinda Schab will collect data from October discounts and report back in December.**

### **2024 Board Budget Review**

The Board discussed the Board's budget as presented by Melinda Schab on behalf of the Treasurer and Secretary. The Board asked clarifying questions.

A motion made by Dulce Kersting-Lark to approve the proposed FY 2024 Board Budget, **with an additional \$800 under General BOD Expenses, carried 8-0-0.**

### **Committee Reports**

**Executive Committee:** Executive Committee minutes were included in the Board Packet. The committee had no supplemental verbal report.

**EBOCC:** EBOCC minutes were included in the Board Packet. The committee had no supplemental verbal report. The Board asked clarifying questions of committee members in attendance.

**Ad Hoc Policy & Bylaws Committee:** Policy and Bylaws is in the process of scheduling a meeting.

### **General Manager's FYI**

Melinda shared an overview of the November GM FYI report.  
The General Manager's FYI is available online [here](#).

### **Writing Assignments**

Trish Hartzell will write **250-500** words about Access to Justice for the Co-op's Community News. Due 15 November.

### **Reading Assignments**

Board Members, the GM, and the Board's facilitator will be individually reading and reporting on the following chapters of *13 Ways to Kill Your Community*. Chapter discussions, led by the individuals listed below, beginning in January.

1. Priscilla
2. Melinda
3. Ken
4. Stephen
5. David
6. Mark
7. David
8. Candis
9. Dulce
10. Trish
11. Erin
12. Kelsey
13. Ken

### **Policy Monitoring**

December: Dulce, David, Candis, Mark reviewing [C9: Board Member Nominating and Election Process](#)

January: D: Trish, Stephen, Mark reviewing Global Board-Management Connection

February: Ken, Stephen, Mark reviewing D1: Unity of Control, D2: Accountability of the GM

March: David, Candis, Mark reviewing D3: Delegation to the GM, D4: Monitoring GM Performance

*Meeting adjourned at 7:55pm*

Minutes recorded by Sarah Tucker, 7 Nov 2023

### **Important Dates:**

*November 13th: 4pm Executive Meeting*

November 15th: 6pm EBOCC Meeting

November 18th: Fall Board Retreat

December 5th: Monthly Board of Directors Meeting

December 10th: 8pm PST 2024 Board of Directors candidate application deadline

January 9th: Monthly Board of Directors Meeting