

Moscow Food Co-op Board of Directors Meeting Minutes

September 5, 2023 6:00 p.m.

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

Facilitator Erin Tomlin called the meeting to order at 6:04pm

Present: Mark Thorne (President), Ken Hart (Vice President), Candis Claiborn (Secretary), Trish Hartzell, David Nelson, Stephen Barbuto, Priscilla Schmidt, Kelsey Manning, Melinda Schab (GM), Sarah Tucker (Board Admin)

Facilitator: Erin Tomlin

Guests: Kristin Strong (Employee), Cortney Gosset (Employee via Zoom), Noelle Borkowski (Employee via Zoom), Greg Meyer (Owner via Zoom)

Absent: Dulce Kersting-Lark (Treasurer)

Eight of nine directors present at the start of the meeting; a quorum is reached.

OWNER COMMENT PERIOD

Owner's Forum is a time for the Board to listen to Owner comments. The Board will, if requested, follow up after the meeting.

There were no owners who wished to speak.

STUDY AND ENGAGEMENT

Guest Speaker Tom Lamar, Executive Director of the Palouse Clearwater Environmental Institute presented to the board the work PCEI does in the community.

Tom Lamar completed his presentation and departed at 6:38pm.

CONSENT AGENDA & APPROVAL OF BUSINESS AGENDA

There were no action items from the August 2023 meeting to review.

A motion made by Ken Hart to accept the consent agenda was passed 8-0-0.

BUSINESS AGENDA

GM Policy Monitoring

BI: Financial Condition and Activities

The Board reviewed Melinda's provided report in advance of the meeting. The Board asked clarifying questions and will revisit this policy in December 2023.

A motion was made by Candis Claiborn to raise the Board's benchmark for determining fiscal jeopardy with regard to the debt-to-equity ratio to 1.4, motion passed 8-0-0

A motion made by David Nelson to accept the report for Policy B1 and find it in compliance, motion passed 8-0-0.

Board Monitoring Reports

Policy C6: Board Officers

The Board reviewed the provided report. Mark and Candis walked the Board through the report. The Board asked clarifying questions and there was discussion.

A motion made by Trish Hartzell to send Policy C6:3 to the Policy and Bylaw committee for review was carried 8-0-0.

A motion made by David Nelson to send Policy C6:5 to the Policy and Bylaw committee for review was carried 8-0-0.

A motion made by Candis Claiborn to send Policy C6:9 to the Policy and Bylaw committee for correction was carried 8-0-0.

Action item: Executive Committee will discuss development of job descriptions for board officer positions at their next meeting.

A motion made by Candis Claiborn to include Treasurer's role in financial reporting per Policy C6:11 in the officer's job description was carried 8-0-0.

A motion made by Ken Hart to approve compliance with Policy C6 as written was carried 8-0-0.

Fall Retreat Progress

The board selected Saturday, 18 November 2023 for their Retreat.

Action item: Melinda will reach out to Thane about the date and logistics.

Committee Reports

The committee chairs briefly updated the board on committee activity.

Executive Committee: Notes have been sent, no verbal report given.

Board-Owner Communication Committee/Nomination & Elections Committee: Priscilla asked questions to the board regarding potential updates to the newly merged committee's charter.

Ad Hoc Policy & Bylaws Committee: Did not meet.

General Manager's FYI

Melinda shared an overview of the September GM FYI report.

Melinda requested volunteer time from Board Members to help gather CAT survey data for the market study. Board Members shared their availability and scheduled shifts.

The General Manager's FYI is available online [here](#).

Writing Assignments

Kelsey will write about the Moscow Farmers Market and submit the writing assignment by 15 Sep 2023.

Candis will write on the bounty of the local harvest and submit the assignment.

The Board will monitor policy C7 at the October board meeting. Priscilla, Kelsey, Ken, and Mark will lead the discussion and write the report.

Action item: Sarah will work with the group to schedule their zoom meeting.

Next meeting:

October 3: Board Meeting

Meeting adjourned at 7:57pm

Minutes recorded by Sarah Tucker, 5 Sep 2023

Signature of the Board President

Date

Signature of the Board Secretary

Date