

Moscow Food Co-op Monthly Board of Directors Meeting
Tuesday, September 3, 2019
Fiske Room, 1912 Center, Moscow, ID

Present: Melinda Schab (GM), Dave Sutherland (President), Carol McFarland (Vice President), Cheyne Mayer (Co-Secretary/Treasurer), Rob Ely, Alice Ma, Ken Hart, Mark Thorne, Isabel Barbuto, Willow Venzke (Board Admin)

Absent: Laurene Sorensen (Co-Secretary/Treasurer)

Facilitator: Dave Sutherland

Guests: Greg Meyer, David Hall

Eight of nine 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.

CONSENT AGENDA

Banking Resolution (MD)

Motion to accept the banking resolution as written, seconded, **passed 8-0-0.**

GENERAL MANAGER FYI REPORT

OWNERS

- We recruited 217 new owners in June and July compared to 182 in June and July 2018.

MARKETING

- Events:
 - September is Moscow's Eat Local Month
 - September Owners Week: 9/21-9/29
 - The Food For Thought film series committee finalized our film selection for 2019. The films and dates are:
 - August 28, 2019: Paris to Pittsburgh, with introduction from the U of I Sustainability Center and Citizens' Climate Lobby
 - September 18, 2019: Just Eat It: A Food Waste Story, with introduction from author Jon Steinman
 - October 17, 2019: Sustainable, speaker TBD
 - We've been working on coordinating some demos and a new class with Palouse Prairie Farms beef! Jen is coming in to do a demo, and we're hosting a Grass Fed Beef 101 class with her sometime in September.
 - WSU Organic Farm Tour – Thursday, September 19th.

- Pokey Creek Crop Mob – Sunday, September 22nd.
- Healthy Eating on a Budget class series:
 - Whole Grains is scheduled for Saturday, September 7th.
 - Protein is scheduled for Saturday, September 28th.
 - Fruits and Veggies is scheduled for Saturday, October 19th.
- New Owner Store Tours are now regularly scheduled for the first Saturday of the month at 2pm.
- FLOWER:
 - Total participating: 142
- Dime-in-Time Donations
 - May 2019 - \$665.70
 - June 2019 - \$718.30
 - July 2019 - \$628.30
- Around the store:
 - The University of Idaho Housing and Residence Life filmed some footage in the produce department! This is a great placement for us. Our footage will be used in a promotional video highlighting the best aspects of living in the Residence Halls on campus, where they are including a short clip of one of their students “shopping” in the produce section to promote our healthy lifestyle options of Moscow.
 - The Community Contributions committee met and awarded this August’s donation amount in full to Alternatives to Violence of the Palouse, which is experiencing a drastic supply shortage at their Moscow family shelter.
 - The Dime in Time committee met to determine DIT recipients for the next period (September, October, and November)
 - Saving For a Storm, a new nonprofit devoted to rehoming pets in foster care. DIT Funds will support startup costs and medical care for pets currently in foster care.
 - Inland Oasis, a Palouse LGBTQ+ services nonprofit. DIT Funds will help support free HIV testing through Inland Oasis's clinic network.
 - As of today (8.21.2019), the Vandal Food Pantry drive has collected \$385 from 54 individual donations by Co-op shoppers. We will continue to accept donations through 9 p.m. on Saturday, August 31st.
 - Owners Week Demos (as of today)
 - Kamiak Coffee on 9.21
 - Essential Apothecary Alchemist on 9.24
 - Senseable Lyte Balance on 9.25
 - Irish Spike’s hot Sauce on 9.27
 - Kamiak Coffee, Upside Kombucha on 9.29

PHYSICAL PLANT

- We've been steadily hiring all summer and there are lots of new faces to welcome.
- The exterior paint on the downtown store was touched up over the summer.
- Since the changes to plastic recycling, we've seen an increase in trash. We're evaluating adding an additional dumpster or investing in a compacting dumpster.
- Campus hours for fall (beginning on 8.26) are 7 a.m. to 6 p.m. Monday through Friday.

BRIEF ANNOUNCEMENTS AND ACTION ITEM FOLLOW-UP

Owner Engagement (*internal action items kept separately*)

Nominations and Elections (*internal action items kept separately*)

1. The Nominations & Elections committee will create an SOP for filling a Board vacancy and will get help from Policy & Bylaw if needed.

Policy & Bylaw (*internal action items kept separately*)

1. Policy & Bylaw will look for Board references to "Strategic Plan" throughout the policies.
2. Policy & Bylaw will create job descriptions for Executive Committee positions.
3. Policy & Bylaw will create a draft of the Board's Mission Statement.
4. Policy & Bylaw will reevaluate the policy monitoring survey process.

Executive Committee (*internal action items kept separately*)

1. The Executive Committee will investigate how to evaluate GM compensation.
2. The Executive Committee will take on continuing education.
3. The Executive Committee will review Policy D5.
4. The Executive Committee will draft a statement regarding the Board's commitment to workplace excellence.
5. The Executive Committee will look at the historical number of owners.

General

1. The Board will discuss employee health insurance coverage in September 2019.
2. The Board will discuss internal Board policy monitoring at a future executive session.

DONE

- ✓ Policy & Bylaw will review Policy C5 for monitorability.
- ✓ Policy & Bylaw will review Policy C6 for monitorability, looking specifically at survey question 12.
- ✓ Melinda will get the health inspector's contact information from Kerry and share it with the Board.—Removed

CONFIRM AGENDA

The agenda stands as is.

BUSINESS AGENDA

GM Monitoring Report (MD)

Policy B1: Financial Condition and Activities

The Board discussed Melinda's written report on the Co-op's financial condition. Deb Reynolds, Finance Manager, attended to answer questions and offer information on the financial statements.

Action: at an upcoming Board retreat or work session, the Board will spend time learning how to read and understand financial statements.

Motion to accept Policy B1: Financial Condition and Activities with acknowledgment of noncompliance, seconded, **passed 8-0-0.**

Board Monitoring Reports (MD)

Policy D2: Accountability of the GM

Action: Policy & Bylaw will review Policy D2 for monitorability.

Call to vote, **passed 8-0-0.**

Policy D3: Delegation to the GM

Action: Policy & Bylaw will review Policy D3 for monitorability.

Call to vote, **passed 8-0-0.**

Policy D4: Monitoring GM Performance

The Board will discuss the upcoming GM evaluation by email.

Action: Policy & Bylaw will review Policy D4 for monitorability.

Call to vote, **passed 8-0-0.**

Board Election Packet Approval (MD)

The Board suggested several edits to the Election Packet.

Action: Policy & Bylaw will review Policy C9, #4 to include "...in accordance with Moscow Food Co-op bylaws".

Action: Nominations & Elections will make the suggested edits to the Election Packet.

Action: Willow will add approval of the Board Election Packet to the October agenda.

Owner Engagement Committee Charter (MD)

Motion to accept the suggested update, seconded, passed 8-0-0.

Employee Health Insurance (AT)

Currently, the Moscow Food Co-op pays 100% of health insurance for full-time employees. Melinda recommended that no changes be made.

Owners Week (PI)

Owners Week is coming September 21-29. The Board will sign up for tabling shifts, and managers will be available to answer questions about operational matters.

Co-op Café (PI)

Board members are leaving for Portland on Friday, October 4, and return Sunday, October 6. They will meet with Todd Wallace, Columinate Consultant, before leaving on Sunday morning.

Action: Willow will reserve a van for travel to the Co-op Café.

Going Bagless (AT)

While at CCMA, Melinda visited the Weaver Street Market. They recently made the decision not to offer any single-use bags. Customers can buy a recycled plastic bag (Bring It Back Sack) for 15 cents that is intended to be reused up to 150 times, or they can purchase a sturdier recycled bag at a low price.

Action: Melinda will ask the Sustainability Committee to research the environmental impact of single use paper bags and reusable bags as compared to single use plastic bags.

Action: Willow will add a discussion of going bagless to the October Board meeting agenda.

Action: Melinda will ask Cashiers about the possibility of offering used paper bags at the registers.

Operational Questions (AT)

Currently, the Co-op is open until 9 p.m. but the deli closes at 8 p.m. The Board discussed the options of keeping the deli open until 9 p.m. or closing the whole store at 8 p.m.

Action: Melinda will look into hourly sales more closely and bring those to the October Board meeting.

Action: Willow will add a discussion on hours of operation to the October agenda.

Draft Policy C5: Directors' Code of Conduct (MD)

Motion to approve draft Policy C5: Directors' Code of Conduct as written, seconded, passed 8-0-0.

Draft Policy C6: Officers' Roles (MD)

Motion to approve draft Policy C6: Officers' Roles as written, seconded, passed 8-0-0.

Committees: Reports (SI)

- Nominations & Elections – The committee is working on populating a list of possible candidates for next election and modifying the Candidate Forum format.
- Policy & Bylaw – The committee met and reviewed two policies.
- Owner Engagement – The committee has been working on the upcoming September 10 forum, *Organic and Conventional: What are they and why should we care?* There will be 6 panelists. The committee also discussed the Co-op Community Fund.
- Executive Committee – The committee discussed continuing education, particularly financial education. **Action: Carol will follow up with Todd regarding him sharing his financial education resources.**
- Strategic Visioning Committee – Has not met.

BOARD ASSIGNMENTS AND MEETING REVIEW

eNewsletter and Community News writing

September 10: Eating local—Isabel and Co-op Month—Ken.

October 10: Co-op Café—Carol

Meeting Evaluation

It was appreciated that everyone feels comfortable speaking, and that no one dominates the conversation.

Upcoming dates to remember:

- There will be no work session in September.
- October Board meeting: October 7, 2019
- October work session: October 14, 2019

*Notes taken by Willow Venzke
Meeting adjourned at 8:55 p.m.*

Executive Session

The Board had a discussion about Prepared Foods and business operations.

Signature of the Board President

Date