

Montavilla Food Co-operative

Minutes from Board of Directors Meeting: January 5, 2016

The Montavilla Food Co-operative (MFC) Board of Directors met on January 5, 2016 at 6:30 p.m. at Milepost 5, at 580 NE 81st Ave., Portland, Oregon.

1. Call To Order

Voting directors present: Rebecca Andersson, Ben Cutler, Amanda Lamb, and Ellen Rubinstein

Voting directors absent: Sarah Kutil, Katherine Pedery, Simone Rede

Others present (non-voting): Andreas Moppin, Amy Reaney

2. Check-in

- Amanda: will be out of town later this month
- Ben: mentioned Steven Price—redevelopment project at Chinese village Stark & 82nd, potentially a coffee shop model or 13,000 sq ft building? Could be an exciting option to consider during the co-op's site selection process

3. Approval of the Minutes

- a. The Board approved the minutes of September 17, 2015.
- b. The Board approved the minutes of November 19, 2015.

4. Approval of the Agenda

The Board approved the agenda for this meeting.

5. Reports of Directors

a. Board Strategy: All

i. Plan for amending board rules

- Amanda will take lead on this. Sarah, Ben, Ellen are interested in helping review.
- The team taking this on will need to assess whether modifying the existing rules or starting fresh is easier.
- Ben Sandel (CDS) explained board rules should support the board and not encumber it.

ii. Plan for creating board agreements and expectations for board members

- The plan will include how to onboard new directors.
- Rebecca will take the lead on this task.

b. Meeting with start-up co-ops: Ben Cutler

- Silverton Co-op reached out to Ben. Ben is thinking about setting up a meeting, maybe with Silverton and Hillsboro co-ops; perhaps will include People's, Alberta, Food Front as well. Amy suggested representatives from these co-ops could meet in March if they will all be attending the CDS convention anyway.
- The board expressed interest in learning more about what MFC can do to help Silverton and other start-ups, and what ongoing communications might look like. The board would also like to learn more from Silverton, and think further about, what is

our/their agenda. Broader publicity about co-ops in Oregon would be great. How can co-ops support each other to make the movement stronger in a concrete way? Joint research? Joint marketing studies? Willingness to help might be greater with established relationships.

- Ben will get back in touch Silverton to discuss further how our organizations could support one another.
- Could PDX PCI facilitate a local meeting?

c. Marketing language: All

i. “Member” versus “member-owner”

- The board agreed MFC should use the term “member-owner.” The board directed MFC’s outreach and other committees to use “member-owner” in lieu of “member” wherever possible (i.e., wherever space permits).
- MFC education pieces need to clearly use this language; doing so will enable new member-owners to understand what they are signing up for

ii. 1,000 member threshold

- The board agreed that MFC should no longer use 1,000 member-owners as the co-op’s “ultimate goal.” Instead, MFC will focus on short-term member-owner recruitment goals. The board agreed that the “ultimate goal” we are striving for before we can open a store is larger than 1,000 member-owners. We need to assess a realistic number to strive for, and weigh that against the funding we will need (in member loans, among other sources).
- Outreach will figure out how to market the new goal

iii. “All volunteer” versus “volunteer led”

- The board agreed MFC should use the term “volunteer led” instead of “all volunteer” when describing our current status.

6. Recommendations and Reports of Committees

a. Business Committee Report: Katherine Pedery

i. Budget

<No budget discussion this month.>

b. Information Technology Committee Report: Ben Cutler

- Committee will be meeting on Jan. 14 to discuss new rules for the database.
- In thinking about whether we need paid support for the website, database, and payment system, etc. the board noted that perhaps other co-ops have IT people or resources, and perhaps we can coordinate with them

c. Nominations Committee Report: Ben Cutler

i. Nomination of Andreas Moppin to the Board of Directors

- Andreas Moppin’s application is included as Appendix A.
- The Board elected Andreas Moppin to the Board of Directors.

ii. Nomination of Amy Reaney to the Board of Directors

- Amy Reaney’s application is included as Appendix B.
- The Board elected Amy Reaney to the Board of Directors.

d. Outreach Committee Report: Simone Rede (All, in Simone's absence)

<No outreach committee report this month.>

The outreach committee will be meeting next on Thursday, January 7.

i. Budget

- The outreach committee developed a revised budget that goes through the end of March, 2016. The revised budget is included as Appendix C.
- The Board approved the outreach committee's revised budget.
- When MFC meets with other co-ops, one topic for discussion may be whether/how we can support one another's accounting needs.

ii. Organizational progress visual

- The outreach committee, with Jolene's help, is working on visual timeline for MFC—something to replace the thermometer showing how close we are to 1,000 members.
- The Board suggested the visual include goals other than the member-owner goal.
- The visual could show our progress/accomplishments as well as where we're going in the future, and keeping our marketing goals in mind. It could convey the ideas behind CDS' 4-in-3 model.
- The visual could also explain why the 1,000 member goal is being changed.

e. Strategic Planning Workgroup: Ellen Rubinstein

- Ellen has requested a report from Ben Sandel showing the remaining time and budget for under our contract with CDS. Once we have that information, the Board can start discussing whether we want to enter into a follow-on contract with CDS and, if so, the services we would ask them to provide.
- MFC has made significant progress in 2015. We've: started the pro forma financials, hired CDS, have close to 500 members, and drafted the first strategic plan.
- Each committee/working group will need to draft a plan for 2016 so they establish their goals for the year and map out the activities they will need to undertake to realize their goals.

7. Break

8. Old Business

a. Resolution Amending the Board Rules and Committee Policies to Reorganizing Strategic Planning and Education as Committees: Amanda

- The resolution is included as Appendix D.
- The Board rejected the resolution.
- The Board will consider the elements of this resolution at a later date, when it undertakes a larger overhaul of the Board Rules.

9. New Business

a. Membership Coordinator Contract Amendments: Amanda

i. Extended duration

- Amber has been on boarded. Due to the timing of her start, and the recent holidays, MFC has provided less support than we had envisioned and hoped to give her. She is progressing well.
- Amy, who with Amanda is Amber's primary MFC contact, recommends MFC extend Amber's contract at 10-15 hrs/week through the end of February, 2016. The extension will give Amber enough time to work all of the 150 hours that are specified in her contract. At the end of February, Amy and Amanda would assess her performance.
- Amber also suggested to Amy and Amanda that her weekly hours be increased because she feels it will take more time each week to implement her plan. Amy and Amanda stated they will review Amber's member and volunteer recruitment plans before they make a suggestion about an increase in the Membership Coordinator's weekly hours.
- *The Board agreed to extend the Membership Coordinator's contract through the end of February, 2016.*

ii. Confidentiality clause

- Amber has expressed interest in gaining access to MFC's confidential market study. Amber's contract includes a confidentiality agreement.
- The board agreed that Sarah Kutil, who is an attorney, should review the confidentiality clause. If Sarah finds that the clause is solid, the Board will give Amber access to the market study.

b. FCI Conference: All

- The Food Co-Op Initiative (FCI) conference will be held March 11-12 in Bloomington IN.
- All Directors should consider attending.
- The Board will decide at its next meeting who will go to the FCI conference. Amy is interested in attending.

10. Suggestions for Next Agenda: All

<No suggestions for the next agenda.>

Adjournment

The Board adjourned its regular monthly meeting at 8:35 p.m.

Approved by:
Ellen Rubinstein, Acting Secretary
February 28, 2016