



## **Board Meeting Minutes**

**5.19.2011**

**Attendance:** John Nason, Jayne (Board Rep/ Facilitator), Fern Moore (Board Observer), John Regan, Ron Lavigne, Eric Mapes, Julia Sokoloff, Erin Genia

**Absent:** TJ Johnson, Rochelle Gause, and Rob Richards

### **Agenda**

#### **Announcements**

**Mission Statement/Agenda Review**

**Commitments Review/ Minutes Review**

**Member Comment**

**BPC Update**

**Accountability Team Update**

**NCGA & Domestic Fair Trade**

**Venezuela Exchange: Next Steps**

**Boycott Subcommittee Update**

**BOD Agenda process proposal**

**BOD planning/retreat continuation**

**Committee Reports**

**Personnel (Executive Session)**

**Meeting Eval/ Commitments/ Next Facilitator**

### **Announcements**

It's a beautiful day in Olympia!

### **Member Comment**

Leigh Gates spoke at the Member Comment and has been setting up backyard fish production and has a query about the eastside space, if it any of it has been allocated. She is also looking to grow Pacific Northwest edible water plants. She would like to set up a demo area at the new space at the eastside. Jayne answered that space has not been allocated to anything yet and does not think that anything will be done until winter. Leigh clarified that this is a closed loop system that works on gravity with a small pump, which can run on a solar panel. For her it is adding protein sufficiency to the community outside of the CSA's and Farmers Market. She wants to give Members the information to set up their own systems. Grace added that we should add this to the master list of ideas. John R

also refers her to the Farm and Local Products committee as they have been looking into ideas like this. The Board is interested in how the project progresses. Leigh also added that in this system you could grow trout, small mouth bass and tilapia if the temperature is high enough. She was not sure of the process for submitting her idea so she came to this meeting.

### **Commitments Review**

- The Board requests a new email address [OFCBoard@olympiafood.coop](mailto:OFCBoard@olympiafood.coop). *Yes*
- Jayne will ask Jason to update the Board page on the Website. *Yes*
- Jayne will check in with Grace on the voice mail message downtown. *Yes*
- Jayne will construct a doodle poll to schedule another work session. *Yes*
- Jayne will coordinate facilitation training for the Board Members with Grace. *Working on it*
- Rob will email out the Boycott Subcommittee notes to all. *No*
- Jayne and Fern will sync up with Bradley as the Process support coordinator to include The Boards decisions in the monthly Decisions made report. *Yes*

### **Accountability Team Update**

Becca clarified that within the Board Meeting Minutes of April there was a misquote about the Drug and Alcohol policy. The policy needs to go Staff and then will be presented to the Board by Personnel. There is no timeline for this process.

Yesterday they held an Accountability Implementation Summit in which they invited all the job descriptions that will be holding pieces of the system (Assessment Inquiry Team, Personnel, Evals, Training, and Conflict Resolution.) They went over the new responsibilities, and how they will work together to implement them. They also went through mock scenarios.

The Eval Team will have a summit of their own because there are so many changes to the Eval System.

### **NCGA and Domestic Fair Trade**

Grace attended to present overviews of the NCGA and the Domestic Fair Trade Association. The NCGA is an organization of 119 independent food co-operatives. Nationally there are 200 or possibly 210. The majority of retail food co-ops are members of the NCGA. It functions as a trade organization. The NCGA holds the contract for UNFI, Service Paper, and Mercury Card Systems. They also provide coupons and the specials flyers. They are responsible for negotiating 65% of the specials in the core departments. We pay \$13,000 a year that is offset on a reduction in the cost of goods with these contracts. If we decided to not be a member it would drive prices up immediately.

Over the last year 12 -15 Staff members have participated in NCGA trainings. The Finance team tele conferences with other NCGA member finance representatives quarterly. One of the trade offs for the supply contracts is that we guarantee funds into a joint liability fund within the NCGA. Originally there were 8 members of the national co-op grocers; we are a founding member of the North West region. The North West broke the ground for collectively managed organizations to be part of this group. We allow the NCGA to make decisions based on our values and mission within reasonable parameters. Grace is the representative for the NW region. The Olympia Food Co-op also managed to

settle on the best contract with UNFI nationally. The East and Midwest regions had great resources for marketing and training. The NCGA was born to consolidate all of these efforts in to one national organization. Board Members should know that there is risk involved as we do carry funds in the liability fund, which may be used to aid failing co-ops in our area. Which has been a threat but never an actualization. As we look at financial pro formas for potential expansion the finance coordinators up and down the corridor will comment and possibly ask for more payment into the joint liability fund. *John R asks what percentage of sales represents sales through this channel? And does it restrict other channels?*

Grace answered 65% and it does not restrict any channels; we built safeguards into our contract with UNFI to ensure that we decide on our sourcing.

*The fees that we pay, does that depend on our sales?*

Yes along with an annual fee.

*How much is kept in the liability account and how much will it increase for expansion?*

\$18,000 is what we have on hand. We would immediately double it for expansion.

The Domestic Fair Trade Association we are part of because of our hearts. We are founding members. They turned from a working group to an association four years ago. There are five sectors, farm workers, retailers, food processors, NGOS, and farm workers advocacy groups. Consumers don't know that organic standards don't address labor and that Local Farms hire workers. The Domestic Fair Trade Association ensures sustainable food practice throughout the whole system from the field to the store. They developed a 16-point standard and are continually refining those. They recently held a summit of certifiers so that there would be a chain of certified fair traders. They painstaking are inclusive and value all voices.

### **BPC Update**

Mo attended to present the BPC report. At the last Board meeting BPC presented the proposed Staff Structure. They are still compiling feedback on this system and hope to begin implementation July 1<sup>st</sup>. The next Board meeting she should have updates about this.

The departments have been looking at first quarter statements.

Grocery East recently met with Facilities about revamping the warehouse for better flow.

The Front End has implemented accountability on Staff drawers by implementing a system in which cashiers count out their own drawers.

There are a few departments struggling with labor hours specifically produce. We are working on ways for labor to respond to sales.

The work group meetings have been focusing on accountability and collective member expectations. These discussions are building up to talking about the part time non-collective worker possibility. These proposals are defining full time work, working on the weekends and how much time counts to this, opening and closing shifts and defining what collective members will contribute, and defining coordination and shift work. About half of the collective consented to the full time work definition in meetings.

*Julia asked how the goal for financial literacy amongst staff?*

This has been happening more in department meetings. It is a combination of more merchandising and financial trainings. There are more trainings available via the Internet

and more Staff have been participating in these opportunities.

### **Boycott Subcommittee Update**

*Tabled due to Rob's Absence*

### **Venezuela Exchange: Next Steps**

Jayne and John R went to all the Work Groups with the information on the Venezuela Exchange along with an overview of CECOCESOLA and a slide show. They went over what we might gain from the exchange of people. It was very well received by Staff. There was also a lot of interest in publicizing the idea of co-ops to the outside community. This was one vehicle for doing this. The concerns that came up were how will we pick the people to go, and how much of their time will we pay for? There is a lot of work to be done on the specifics. This work will need to be built into our 2012 budget process. Conferences and Training will work with Staff to work on the criteria for the Staff Representatives. The exchange will be 5-6 weeks. Staff also had questions about the cost of this program. The next step is to build the basic framework and then suss out the cost. More of the question is how much we will pay staff to go.

There is also the idea of creating a committee to create an event for the 2012-year of cooperatives.

- *John, Jayne, and Erin will meet to put together a work plan and brainstorm on the committee make up and report back to the Board.*

### **BOD Agenda Process Proposal**

*(See Attached Document)*

Jayne formalized the process for getting on the Board Agenda by writing a proposal for the Boards consideration.

Julia suggested adding that, the Board does not generally make decisions upon hearing them for the first time.

Erin suggested adding an estimate of needed meeting time.

John N added that there is no process for the 'proposed agenda' and making changes to the agenda. Perhaps 'Draft Agenda' would be better than 'Proposed Agenda'. He also adds that he would like TJ to be able to weigh in on this.

Ron also worries about setting precedence on not deciding on proposals because Board Members are absent.

- *Jayne will make changes to the document and send out to all for Consent via email*

### **BOD Planning / Retreat Continuation**

The Staff are doing a lot of reorganization to their structure and it only seems fitting that the Board does the same. Some committees are constant and others come and go.

John N felt that all of the committees are somewhat reinvigorated.

Julia does think that there is a need for a 'Social justice committee' that could fulfill and monitor the social issues of the organization.

Jayne added that it would be difficult to create a new committee without dropping another one as far as labor commitment.

The committees have changed over time, and there has not been an evaluation of how

these changes have impacted the organization.

Fern suggested that the Board ask the committees to conduct evaluations of them selves, and to then report these evaluations to the Board.

Jayne suggested that the Board look at different types of governance and glean what is important to them and to the organization.

The Board agreed to utilize the committees as a working resource.

*Erin would like to know how readily available is committee information to the membership?*

Not very, it would help members know where to plug in and it would be helpful to the agenda. A newsletter article would be great to highlight committees and even perhaps have a page for committees on the website including meeting notes.

- *Jayne will talk to Jason about temporary options for publicizing committees*

Next Steps:

Look at governance types

Talk to Harry about historical OFC Board governance

## **Personnel**

### **Executive Session**

#### **Proposal:**

*The Board consented to initiating Standard Termination for a staff member with 2 stand asides. The Personnel Committee of the Board will inform staff and facilitate this process.*

**Consent**

**Stand Aside – Jayne, Erin**

## **Committee Reports**

**Finance:** First Quarter Statements have been released. Sales are Flat. 4% growth at the Westside. 5% at the Eastside. Margin has come up 2%. The Finance committee is very pleased with the work of the Department Managers.

**Meeting Evaluation:** Good

## **Commitments**

- *John, Jayne, and Erin will meet to put together a work plan and brainstorm on the committee make up and report back to the Board.*
- *Jayne will make changes to the document and send out to all for Consent via email*
- *Jayne will talk to Jason about temporary options for publicizing committees*
- *Rob will email out the Boycott Subcommittee notes to all. (Held over from April meeting)*

- *Jayne will coordinate facilitation training for the Board Members with Grace.*

### **Decisions Report**

- 4.21 Board Minutes: Decision made via email

**Consent**

- The Future of Expansion (see attached Proposal): Decision made in Retreat

**Consent**

**Stand Aside – TJ**

### **Attached Documents**

#### **BOD Agenda Process Proposal:**

5/18/11

### **Olympia Food Co-op Board of Directors Policies and Procedures for Board Meeting Agendas**

#### **How to get on the Board agenda**

Any Co-op member or community member can request an item be added to the Board agenda. Although not every request can be added to the agenda, any member is welcome to speak during the member comment period at the beginning of the meeting.

To be added to the Board agenda, send a request to the Board Facilitator at [ofcboard@olympiafood.coop](mailto:ofcboard@olympiafood.coop). This request must be received at least two weeks prior to the meeting.

This request should include:

- a. Your name and/or the name of their group
- b. Contact information (email address and phone number)
- c. A short description of the agenda item
- d. The outcome requested (do you want a decision made, information considered, a process begun, etc.?)
- e. An estimate of how much meeting time will be needed to attend to the request
- f. Any supporting documents that you wish the Board to review prior to the meeting

Once your request is received, the Board Facilitator will consider the competing needs of the month's agenda and let you know whether your item can be added (see

“Creating the Board Agenda” below). The facilitator may also ask for additional information or make alternate suggestions.

### **Creating the Board Agenda**

The purpose of Board meetings are for the BOD to attend to the business of the Co-op as outlined in the bylaws. Generally, this includes hearing from the membership, staying updated on Co-op projects, policies and finances, and making decisions. Because the Board’s time is limited, not every proposed item can be heard at each meeting. This document lays out procedures for creating the Board agenda.

#### **Procedure**

The Board Facilitator (currently the Staff Representative and/or Staff Observer) creates the proposed agenda and sends it to be posted to the website and the staff journal at least one week before the meeting.

The Board Facilitator will screen proposed Board agenda items to determine whether they are appropriate for the Board to consider. If the proposed item falls under a current Co-op policy, staff job description, or a Board chartered committee, the person proposing the item will first be directed to that policy, person or group to pursue their interest. In evaluating proposed items, the facilitator will consider the following characteristics:

- **Timeliness:** Is it necessary for the Board to undertake this task at this time?
- **Purview:** Is the item within the purview of the Board?
- **Priorities:** When considering multiple items competing for limited time, which items are of a higher priority for the organization as a whole or for the Board in particular?

Proposed items that are clearly and unequivocally inappropriate for the Board or Co-op in general will not be heard by the Board.

#### **Appeals**

The Board facilitator will do their best to uphold the mission and values of the Co-op (including anti-oppression work) when creating the agenda. However, since no one is infallible, any person who has been denied access to the Board agenda by the facilitator can ask that the Board itself consider the request for time. The facilitator will then forward the person’s request to the Board via email and the Board will decide whether to add the item to the agenda. Note: If a person’s item is not added to the agenda, they are welcome to speak during the member comment period.

#### **Member Comment**

Any member is welcome and encouraged to attend the Board meeting and speak during the member comment period. The member comment period is a time set aside at each meeting during which members can bring any concern or idea relating to the Co-op to the Board for consideration. Although the Board does not make decisions during the member comment period, they may decide to consider a matter further or request that a proposal be brought in the future.

