



Board Meeting Minutes

1/17/2013

Attendance

Teresa Y, Cezanne L, Josh S, Dani M, John R, Niki B, Harry L (facilitator), Fern M (Board Observer), Jayne R (Staff Rep)

Absent: Erin G, Isabella R, Ron L

Announcements

- Jayne will be out of town for the next month and will be responding to emails

Agenda

Announcements
Mission statement and commitments
Member Comment
Staff Report
Committee Reports
Appoint Officers
Review Strategic Plan Priorities
Strike Update
Committees Review
Bylaws Review

Commitments Review

- *Jayne will contact Adam about eco planning info and ideas Complete*
- *Cezanne will do the January Board report for the newsletter Complete*

Minutes Review

December Board Meeting - **Consent**

Member Comment

TJ Johnson attended to speak to the Board about clarifying the members' role in the organization and the role the Co-op wants to play in the community. He also urged the Board to have the Co-op become involved in the Local Food Systems Council. TJ recommends that that person should have decision-making power.

Staff Report

submitted report

‘Supporting the first Evaluation of Cats has been the big focus for Big Picture Cat. Following the strike, we are working on a redraft of the Emergency Task Force and how it will be made up based on type of emergency and timeframe. We are supporting many parts coming together to form an all encompassing "Annual Work Cycle" within the Collective. Presently, we are in process to finalize staff expectations in beeper holding, the process to move between beepers, and how we use beeper information within our accountability tracking. Grace will be joining Big Picture Cat in February, which we are looking forward to.

This collective meeting, we are revisiting the volunteer database in collective meetings. Staff awareness of finances seems to be at an all time high; many groups are now taking on personal responsibility to track their own budget line items throughout the year. Harry is now tracking extra pay usage and including this in new monthly financial reports to staff which bookies are almost ready to launch. Eastside has nice new bulk cooler; the meat backstock cooler died and Facilities is working on solutions for meat backstock east. So far, it appears second quarter will be the installation of the new POS system we have signed the contract on. Many staff are planning and working to prepare for this.

The strike situation continues to bring challenge to staff in various ways. Some staff refuse to process UNFI deliveries which cross picket lines. Looks like a few staff are going up to the picket lines in support on January 19th.

Latest word is that Labor Systems are re-analyzing the labor needs and may change the recommended number of new hires. By the time you hear this, we will probably already know the answer. The exciting thing is that we have a new formula which takes into account all the labor variables - a formula we can use at any time to assess our labor needs.

We are so close to reaching consensus on our revised Returns Policy; however there is one significant difference of opinion, which will need to be resolved in a small group. The returns policy task force began their work two years ago and progress was stalled a year ago on differing opinions from Department Managers, followed by lost momentum when a staff went on leave and now is regained life and in the last stages of process.’

Committee Reports

Finance – reporting three months of positive cash flow! In negotiating and reviewing the new POS contract they discovered a 15% interest rate. A proposal will be coming to the Board to approve a bank loan at a much lower rate. The expense will not result in a cash flow change.

Outreach – next steps on new website, met with Member Relations Committee to make sure they are not duplicating work. They have huge plans for the upcoming year, including advertising plans.

Expansion- continuing on three projects; garden center project is set back because of a staff member’s leave. They are continuing on the business plan, which should be here for the March meeting. Westside remodel planning in process. MCAT and Expansion are going on a field trip to view teeny co-ops in

Portland. Eastside project progresses with signing a contract with an engineering firm for phase one of the redevelopment plan.

Local- discussed ideas for the coming year including; local producers day, demo stations in the stores, restaurant stickers, calendar of local producers, inventory local produced products, provide advance purchases to farmers to help fund fertilizer, etc.

Co-op Development – two top projects: how to start co-ops, providing education around co-ops possibly through classes. They are also attending meetings of co-opatopia that is planning a large event at St Martin's this year.

Appoint Officers

Proposal: The Olympia Food Co-op Board of Directors appoints the following officers for 2013.

President – Dani Madrone

Vice President – Teresa Young

Secretary – Niki Bilodeau

Treasurer- Cezanne Murphy-Levesque

Consent

Committee Appointments

Member Relations- Erin, Dani

Finance- Cezanne, Josh, Ron

Local- John, Dani

Standing Hiring- Niki, Josh

Co-op Development- John

Expansion- Niki (need time change)

Personnel- Cezanne, Teresa

TBD (Newsletter, Outreach, Eco Planning)

- ***Fern will contact all committees with new members***

Review the Strategic Priorities

The Board reviewed the Strategic Priorities set by the Board last year following their retreat and brainstormed next action plans.

#4 –The Board creates the #4 Task Force to address legal statuses and make recommendations to the Board. Harry, Cezanne, and Teresa volunteer to begin meeting in February.

#2 – The creation of a Board Member Job description. Jayne and Niki will meet and bring a draft to the Board

#6 - Process with native tribes for permission of use of land, plus general outreach to under-served communities. This was a special interest of Isabella's (in her annual meeting speech) and we will wait on this until she can join us in March.

Task forces reports will be included within committee reports.

- *Jayne will contact BPC about Strategic Goals within work plans*

Strike Update

Teamsters voted down UNFI's most recent proposal 104 to 26.

The Strike continues, there is a community meeting this Saturday the 19th with action afterward at Whole Foods. Some Staff are going up to the Teamsters headquarters in Tukwila too support the strikers along with one official delegate from the Emergency Task Force. Outreach recently compiled the survey results. The blog has been updated with the survey results. Most respondents wanted to support the Teamsters while minimizing financial impact.

The 'Strike roundup' will be active at the registers next week. Postcards to UNFI will soon be available at the stores for members to fill out. The Emergency Task Force continues their work.

Committees Review

Outreach – The committee submitted a proposal to the Board to restructure the committee. (See **Attached Document**)

John recommends that the board review any annual marketing plan as marketing is critically important in the current climate, perhaps define what type of marketing plan and somehow that the board can review it. Jayne suggests recommending a draft of the marketing plan to the Board Outreach committee for approval. There is question as to how much of marketing is operational, but there is no problem with having the board review it. Jayne amended the proposal with this change.

Proposal: The current Outreach Committee will split into a staff CAT (pending staff approval) and a Board Committee

Consent

- *Jayne will contact Board reps and Outreach with meeting times*

Newsletter-

Proposal: Disband the newsletter committee as a committee of the Board and continue its work as a staff function within Outreach.

Consent

Eco Planning- originally started at the Board level. Harry recommends that we give Adam time to revision and propose the future status of the organization.

- *Harry will talk to Adam about Eco planning evolution*

Bylaws Review

Per the bylaws all bylaw changes must follow a member vote process, which would take place November this year. The following are bylaws that have been identified as perhaps needing updating or changes.

- Board Term length
- Language around audits
- Notes Access
- Vacating terms
- Capital funds and limiting the run on the bank

The Board would like an inclusive Member process that includes a bylaws ad hoc task force to coordinate any rewrites and proposes any changes to the bylaws. The Task force will coordinate input from the membership about bylaws changes for the 2013 election. Member Relations should be involved within this process. Cezanne recommends that the #4 Task Force should conclude their work before any proposed bylaw rewrites.

- *Jayne, Cezanne, and Dani volunteer to start the 'By review task force'*
- *Dani and Harry will follow up with TJ about his ideas on a member engagement.*

Commitments

- **Fern will contact all committees with new members**
- **Jayne will contact BPC about strategic goals**
- **Jayne will contact Board reps to Outreach with meeting times**
- **Harry will talk to Adam about eco planning evolution**
- **Jayne, Cezanne, and Dani volunteer to start the By Review Task Force**
- **Dani and Harry will follow up with TJ about his ideas on the member engagement**
- **Harry, Cezanne and Teresa will meet as the #4 Task Force**

Attached Document

Defining Outreach Proposal *Consented to by the Board 1/17/13*

The basic proposal is as follows: The current Outreach Committee will split into a staff CAT (pending staff approval) and a Board Committee, with the following complementary tasks and responsibilities:

Board Outreach Committee

This committee of the Board would consist of one staff member/Outreach Coordinator and 1-2 Board members, plus volunteers as desired. The committee would oversee the following projects:

- Create a process and oversee the end-of-year donations cycle (in years that the Co-op posts an extra profit)
- Organize outreach efforts for Board elections
- Work with Member Relations Committee to host the Annual Meeting, including advance membership mailing (required by bylaws)
- Create a process for, and oversee, a quarterly (?) “round-up at the registers” program
- Set annual funding priorities for the ongoing (small) donations program, and monitor work of Outreach CAT in implementing these priorities
- Take on other miscellaneous Board-driven projects as needed and able
- Oversee Board Report for newsletter (if newsletter committee is dissolved...)
- Review Outreach CAT’s annual marketing plan and assist in presenting it to the Board
- Work closely with Outreach CAT on projects requiring Board oversight

Outreach Staff Team (CAT)

This CAT would consist of the Outreach Coordinators, Classes Coordinator, Web Coordinator, Marketing (donations and advertising) Coordinator, Newsletter Liaison/Coordinator, Signage Coordinator, and other staff as needed. This group’s purpose would include:

- Create a yearly marketing plan for the Co-op (in partnership with the Merchandising CAT and others) and present it to the Board for final approval
- Coordinate advertising, sponsorship, and donations projects and budgets.
- Promote the educational goals in our mission and strategic priorities (through the classes program, community presentations, and other projects.)
- Hosting Co-op events (Harvest Party, bike-in movie series, etc.)
- Managing the public image of the Co-op (including ensuring that all external communications have a similar voice and look, etc.)
- Managing general outreach for the Co-op including social media (Facebook, blog, website, twitter, wiki, etc.) tabling, and creating outreach materials (pamphlets, posters, etc.)

- Approving and overseeing information posting within the stores (~~outside entities that want to post inside the store~~, informational register signs, future information kiosk, etc.)
- Help support Outreach Committee as needed and able
- Other operational outreach duties as needed

The Outreach CAT would work closely with Merchandising CAT and Member Relations to support all marketing and outreach activities.

Next steps:

- Board consents to basic proposal (hopefully!)
- Outreach CAT creates mission and vision and gains staff consent. This will include meeting with Member Relations and Merchandising CAT to organize our working relationships and distinguish our responsibilities.
- Outreach Committee forms in January; new members re-draft charter and gain Board consent, as well as setting membership, meeting schedules, etc. Begin working on processes to support work listed above (particularly, a round-up at the registers proposal for Board and staff, which is sorely needed.)
- Extra pay proposal passed for 2013 staff hours, if necessary. Otherwise, Outreach Committee and CAT hours/budget added to 2014.
- Outreach CAT will update job descriptions as necessary and gain staff consent.