

Board Meeting Minutes 6.20.2013

Attendance: Josh Simpson, Dani Madrone, Niki Bilodeau, Cezanne Murphy-Levesque, John Regan, Ron Lavigne, Teresa Young, Erin Genia, Jayne Rossman (*Staff Rep*), Harry Levine (*Facilitator*), Michelle Weber (notes)

Absent: Fern Moore (*Board Observer/Notes*), Isabella Rogol

Agenda:

Announcements

Mission Statement / Agenda Review

Minutes Review / Commitments Review

Member Comment

Staff Report

Bylaw Changes

Finance Report

Board Retreat

Committee Reports

Commitments

Meeting Eval

Announcements:

Jayne: I have a proposal into the Collective to take a 13 month leave from the Co-op in order to write. This leave would begin January 1st.

Approving May Minutes: 3 stand-asides, all the rest consent

Approving April Minutes: 1 stand-aside, all the rest consent

Member Comment:

Tom Nogler: I felt the bite of destiny recently. I have a long commitment to this Co-op and found the current Westside store. I'm excited about a location for a future co-op: the past store for Twinkies in Tumwater with an attached warehouse. This is near residential areas which are in need of accessible food. Site info: www.hostessbrands.info ; 6301 Capitol Blvd, Tumwater.

Past Commitments:

Josh will draft a letter of support and send out to all for approval: DONE

Jayne will share bylaw review committee report with staff and solicit any more ideas concerning bylaws changes: WILL DO TODAY

Grace will send finance report to the board: PUT IT IN NEWSLETTER

Jayne will create a doodle poll for board retreat: DONE

Jayne will follow up with Staff about filming in the co-op and communicate with David. COMPLETE

Jayne will create a doodle poll for board retreat. PENDING

Staff Report:

Jayne will email this out. We are still adjusting to the new POS system. Accounting impact has been overwhelming. Corey is doing the bulk of this work. We think this system will be great and we'll be able to tie our ordering systems to this and be able to generate reports. We drastically underestimated the number of hours we'd need to implement this. The total for the sale is hard to read on the register screen. There is less privacy around using debit, credit, EBT for members.

Bylaws Review Committee:

Document: Proposed Bylaws Changes DRAFT for member vote 2013

I. Audits

Proposed Change: "the Board shall select an experienced accountant to conduct an audit at least every 3 years".

Cezanne: Finance Committee talked about having an audit every year being too much work. Have an audit every 3 years instead. Take out the "Audit Committee".

Jayne: Audits could happen every year if the Board wanted to or at least once every 3 years.

All consent to new language

II. Board of Directors: Length of terms

Have Bylaws Committee meet to discuss a plan for how and when to implement this.

Make it clear to members; no current Board members are affected by this; they were voted in for 2 years.

Proposed Change: "Directors elected by the membership shall serve three year terms. No Director elected by the membership shall serve more than 2 consecutive terms."

All consent to new language

III. Board of Directors: Filling Vacancies

Proposed Change: "In the event of a vacancy on the board of Directors, the remaining Board members may appoint a new Director. The appointed Director shall serve for the remainder of the term that was vacated. Any Board appointed Director is eligible to run for an elected term at the next election."

Needing consistency with Board knowledge; rather than electing 2/3 of the Board brand new.

If the remainder term-length is greater than 2 years, this position will be open in the next election.

At the election in Sept, new person would be elected and start in January. Appointed person will stay until the end of December, so there isn't a gap. If the issue is turn-over, lengthening our terms to 3 years will positively affect this.

Port Townsend elects Board members for 1, 2 or 3 years depending on what is needed. Could be more complicated to tally ballots if members were all running for different terms. Idea: whomever gets the least amount of votes, gets the shorter term.

2 Stand-asides and the rest consent

Process for Filling Vacancies

"In the event of a Director vacancy, the Board shall solicit for applications to fill the vacancy by appointment. The announcement that the board is seeking applications to fill the vacancy will be posted in the newsletter, in the stores, on the website, and social media accounts. The posting shall state the term length and the application deadline.

Un-elected candidates from the previous Board election will be contacted to gauge their interest in re-instating their application. The Board will appoint a qualified candidate from the pool of applications received by the deadline.”

All consent

IV Staff Responsibilities: Meeting Minutes

Proposed Change: “maintain accurate and up-to-date corporate records, articles, Bylaws, Board meeting minutes, membership meeting minutes, all-staff collective meeting minutes, and required reports; and make these documents accessible to members.”

All consent

Board Retreat Ideas

Saturday, July 20th at Jayne’s house: 10:30-4:30pm

Facilitator: Outside person; Grace?

Potluck: Jayne will organize this

Send agenda items to Jayne; she and Dani will consult about organizing this.

Childcare: Jayne will set this up; give her ideas for childcare providers for 6 kids

Finance Report with Harry

Our cash flow is improving.

Bookies will do a weekly cash analysis instead of a monthly reconciling; all cash in, all money spent. General ledger will now be updated weekly in addition to monthly.

Our health plan is way overspent; currently \$150,000. We have cut labor and expenses to offset this.

Finance Cat and Committee is setting up benchmarks for when we can start spending money again (purchases, expansion, admin work). We need to decide which projects can move forward.

We used to be over 20 days of cash on hand, now we are at 7 days. NCGA requires 10 days and is noticing us. Grace is having the quarterly meeting with NCGA next week. They could tell us we're on the watch list and we have to give them more money (deposit). Every line item is currently underspent in our budget. Harry and Michelle are getting other quotes this year for health care plans and looking at how to reduce this expense. We have lost \$6,000 YTD. We were supposed to make \$96,000. We budgeted \$600,000 for medical for the year total. We expect to hit \$750,000. 30% of labor is admin; we are reducing this dramatically during austerity. When we split into departments a few years ago and added new layers of coordination, some staff questioned whether this was financially sustainable. Inventory in June 30th, we'll have real margin numbers then.

Committee Reports

Outreach –Had our first Board Lemonade Stand at both stores last Saturday. It went really well. They got good feedback about this from members; did some recruiting for new Board members. Everyone wants to know about our expansion plans. Members want more outdoor seating. Member remembers the BOSS squad for super cleaning; wants to get this started again. A few staff complained about the recent hours/admin cuts. We should do this again in August when we are looking for Board applicants.

We are fast approaching the Annual Meeting. We need to post applications soon and put out info in the newsletters. Any ideas for a location that is friendly, fun and welcoming for our meeting. Suggestion: Olympia Ballroom

Should we change any of the questions for the Board applications?

Finance- Gave the financial update

Personnel- Will meet next week

Member Relations-We are looking at situations that have happened in the stores and are figuring out steps for staff to deal with conflicts with members. Looking at the Rights and Responsibilities section in the Bylaws and pulling out what member's rights are.

Local- Didn't meet

Co-op Development- Didn't meet

Standing Hiring- Met and looked over applications.

Legal structure Review- We have a goal for finishing our report by the Board retreat. We are looking seriously about becoming a patronage Co-op.

Expansion-Work is mostly on hold. We did the next steps on the Garden Business draft which went to the Finance Committee. We are asking Finance folks to let us know when we can move forward on this plan and if financing is an option. We want the Business Plan to get consented to, so when we have money we can launch. The Westside Reset is continuing to be planned by the Merch Cat. We are not sure if we can purchase the 8 foot grab-n-go or a new freezer yet.

Next Meeting:

Board Application Changes

Annual Meeting

Elections and recruiting

Commitments:

Jayne will bring a process for how Co-op members can access meeting minutes.

Jayne and Dani will connect about the Board retreat; send them info for agenda

Jayne will find a facilitator and childcare for the retreat and organize the potluck

Harry will bring to the Finance Committee/Cat: suggest a % of labor to be admin

Jayne will send out a doodle poll for the Annual Meeting

Jayne will email out the Board Application to see if we need to change anything.

Niki will bring proposed dates for the next Board Lemonade Stand