



Board of Directors Meeting Minutes

5.15.2014

Attendance: Niki Bilodeau, Dani Madrone, Micheal Snow, John Regan, Teresa Young, Erin Genia, Isabella Rogol, Mohammed El-Sokkary, Fern Moore (*Board Observer*), Alejandro Rugarcia (*Staff Rep*), Harry Levine (*Facilitator*)

Absent: Josh Simpson

Agenda

Agenda Review
Announcements
Mission statement
Commitments Review
Member Comment
Board Pictures and curriculum
Staff/Board Relations
Staff Report
Task Force #4 recommendations and next steps
Committee Reports
Communications Draft
Commitments
Meeting Eval

Announcements

- Dani was invited by the Community Sustaining Fund to sit in on their grant applications process. They are interested in having a Board member attend again in six months. There will be an announcement in next newsletter about who received grants in this cycle.
- Any Board Members can again give a list of hours to log to Alejandro
- Did everyone read the board report for the newsletter? Yes
- Did everyone read the victory for free speech article, the attorney reviewed it and it will be published in the next newsletter
- Fern is feeling a bit slow today, she may ask for clarifications.
- Grand Opening party for the Westside Garden Center on Saturday June 7th all day!

Commitments Review

- Teresa will send out the task force #4 report to all once received from Harry. **complete**
- Dani will send out the draft of the board report. **complete**
- Alejandro will check in with Grace about board communications. **complete**
- Alejandro will coordinate with the Olympia Free Clinic around posting their flyers in the stores. **complete**
- Erin will compose an article on Free Speech for the Newsletter. **complete**
- The Board would like Grace to draft the letter to the Staff outlining Harry's recommended four points before releasing the documents on the blog. **complete**
- The Board would like Grace to upload the documents to the blog with an introduction and an update on the lawsuit on blog. **Working on formatting the links, pending**
- Alejandro will check happenings with Finance Board/Staff Committee for Micheal **complete**

Member Comment

- *Greg Black* – is on the leadership group for the Community Sustaining Fund. They want to develop a closer working relationship with the Co-op. Dani recently attended the application review process. They would like someone designated from the Board to attend twice a year and participate in the review and selection process.
 - *How many hours of commitment for each funding cycle? Minimal, 3 hr review process plus 15 min interviews for each applicant. The actual dates are not set, but usually are the last of April and October or November.*
 - *Could CSF attend before the next review cycle and notify the Board? Niki and Alejandro expressed interest in participating in October, but need to confirm closer to the date.*
 - *When we look at the roundup process perhaps one of the committees could develop a working relationship with CSF. They would like to table at the grand opening of the Garden Center*
 - Co-cycling request will go to Outreach and Donations
 - Donation jar in the store, *attach here.*
 - There are concerns with adding another roundup, as the roundup process is being reviewed within staff and changes are afoot.*
- ***Dani will follow up with the member about their donation request***

Staff/ Board Relations

See attached documents #1, #2, and #3

The Task Force has met and created a charter. They have also compiled the survey results and have created a Themes Document as well as a status report. Tonight they seek the Board's approval of the drafted charter.

Erin asked if there is an estimate to how long this process will be.

Task forces can be short term or long term, depending on the scope of the work. This could create permanent changes within systems and processes.

Will this task force have a budget and where will that come from?

Special projects hours and board allotment hours will be used for this work. Any budget requests have not been determined as of yet, but if so deemed necessary, it would come to the Board for approval, as it would come out of the Board Budget.

Would it make sense to include a member at large on the committee?

Perhaps at a point when the work has matured. This work focuses on the internal relationship with Staff and Board.

Kitty will be seeking approval from Staff to act as the Staff Member at large.

Staff was notified that the Board would be approving the charter tonight and was asked to submit feedback, none was received.

Add to purpose and scope to communicate systems and connections between board staff

Proposal: The Board approves the Staff/Board Task Force Charter.

Consent

- ***The Board would like the Task Force to come back with an estimated timeline.***

Staff Report

- Over the last six weeks or so, as far as decisions go, we consented to our new staff joining the collective- Ange, Cristos, Maxim, Max, and Paris
- 2 new staff joined the Merchandising CAT which should help with their significant work load this year, hoping to have department audits begin soon for Frozen and Grocery
- We consented to another staff member going on leave for a year, Eric, who joins Jayne, Marie, Monica
- We've been considering lots of proposals on how to allot special projects labor, so far that is going into more catapult and tech upgrades as well as writing content for our new website, and the staff/board survey
- There was a training with Aorta for staff and also BPC regarding anti-oppression work in cooperatives
- We are working on getting the discount taskforce passed, as well as a task force to delve into some labor system issues
- Working on a project Timeline for the next several months so everything gets enough support, lots of different projects going on

The Wellness department recently consented to supporting the Free Fire Cider Project. They ask for the Boards approval of support for the project. They will be posting posters and flyers in the store, as well as creating Free Fire Cider displays.

Proposal: The Board authorizes that the Olympia Food Co-op supports the Free Fire Cider project

Consent

- **Fern will send the Free Fire cider link to all**

Board Pictures and curriculum

Alejandro introduced, Jeff Spring, a member of the co-op who makes images. Alejandro has been working on making the Board of Directors more visible within the stores. He has brought the proposal to the Merchandising CAT and they authorized space at both stores. Alejandro needs the following information from each Board Member; How long your term is and when it expires, what committees you represent, and Board photos. No more than half a page written. Pictures will be taken at the June Board Meeting. Jeff would like to schedule a day when people are available in one space, so that he can photograph them. He would like to have 30 min for each person. If you will not be able to attend the June meeting, please contact Alejandro. Alejandro will set up a doodle poll for Jeff Spring photo appointments. Alejandro will send contact info for the board to Jeff Spring. Jeff's role will be to make the image and he will pass a disk to Alejandro. Jeff also volunteers to keep photographing the Board in the future.

- ***Alejandro will set up a doodle poll for Jeff Spring photo appointments.***
- ***Alejandro will send contact info for the Board to Jeff Spring.***

Task Force #4 recommendations and next steps

see attached document #3

The Task Force has recommended that we leave it as it. We have explored the options and feel confident in the final recommendation. We will follow through with the discount task force, and in the future to develop options around the liability with the capital fund (member dues). There could be tax implications for changing the capital fund management. The Finance committee should explore options and make recommendations to the Board.

Proposal: As can be expected with any complex issue, there was a wide variety of opinions. It is clear that to change our legal structure would require a great deal of work, education, and outreach. We did not identify significant problems or obstacles from our current status. Based on much of the feedback received, and the lack of strong reasons to change, we recommend:

- 1) That we stay incorporated as we are for now. If compelling reasons are brought forth in the future, we can always initiate the work to change our structure at that time.**
- 2) Follow through with the Discount Task Force (in process at this time)**
- 3) Request that the Fin CAT and Finance Committee present options and recommendations around the member dues liability.**

Consent

- ***Harry commits to notifying Finance about exploring options for the capital fund***

- ***Teresa will write an update on the Task Force #4 Board approved recommendation to the membership via the newsletter and will speak to it at the Annual Meeting***

Committee Reports

Expansion: would like Board presence for the grand opening party of the Garden Center at the Westside store on June 7th from 1- 7 pm

Niki – 4- 7

Isa and Dani- 2-4

Erin and John– 1-2

Include board apps

- **Niki will bring a chalkboard**
- **Isa will bring compostable cups for lemonade**

Standing Hiring: moving and shaking, looking at recruitment and trying to involve local businesses.

Member Relations: are planning an event '*The Co-op conversation continued*' June 4th 6-8 pm at the Olympia Center room 101. The first part of the event will include Mo reviewing the membership database merge and asking for member feedback. The next segment will be on improving communication systems within the Co-op. Including educating on how things currently work, work done since the Co-op Conversation, and finally give Members the chance to give their feedback on communication systems. The committee has gained a Member at large, and has lost a Staff member and gained a new one. They are continuing their work on the round up process, and are getting feedback from Staff and will then be bringing a proposal to the Board.

Local: Local Eats event coming up June 14th at the Westside store and June 15th at the East side store. The event will include at least three vendors at one time will demoing their products. There is another event planned for September.

Co-op development: Co-Sound, is the name for the south sound co-operative network. The network includes 4-5 reps from other co-ops. They have created a statement of purpose, vision, and a name. They spent the first half of meeting focusing on one Co-op at a time and the second half of the meeting worked on creating another exchange with CECOCESOLA

Personnel: still working on handbook. They are also looking at the current accountability system, communication, and transparency within the organization.

Finance: *see attached file #5* 1st quarter statements have been released. We are half a percent under our budgeted sales. We are 3.32% under on expenses. Expenses and cash flow are being tracked monthly. Yielding a \$25, 769.91 earnings for first quarter, over budget on profit for the year to date.

Since 2011 we have experienced sales growth year over year. We are showing 5.5 % on the Westside and 6.19% at the Eastside, which is fairly close to our goals. Produce, Meat and Deli are growing. Grocery has experienced negative growth all year. John read Whole Foods most recent report that their stock has dropped over 40% in the last year. There are problems all over the grocery industry and we seem to be faring well

Communications Draft

FAQ needs to be updated with the latest news.

- **Harry will check in with grace about updating the FAQ in the communications document**
- **Alejandro will ask Grace to prepare in store materials (flyers available for handing out and updated public relations contact info at the phones)**
- **Dani will draft a response to staff feedback and send out to all**

The Board would like the Member Relations committee to address these specific challenging customer interactions within their work.

- **Erin will take the Boards request to the Member Relations committee**

The Communications document will be posted by June 1st.

Commitments

- ***The Board would like Grace to upload the documents to the blog with an introduction and an update on the lawsuit on blog.*** Working on formatting the links, pending
- ***Dani will follow up with this member about their request***
- ***The Board would like the Task Force to come back with an estimated timeline.***
- ***Fern will send the Free Fire cider link to all***
- ***Harry commits to the commitment of notifying Finance teams about exploring options for the capital fund***
- ***Teresa will write an update on the Task Force #4 Board approved recommendation to the membership via the newsletter and will speak to it at the Annual Meeting***
- ***Niki will bring the chalkboard to the Grand Opening***
- ***Isa will bring compostable cups for lemonade to the Grand Opening***
- ***Harry will check in with grace about updating the FAQ in the communications document***
- ***Alejandro will ask Grace to prepare in store materials (flyers available for handing out and updated public relations contact info at the phones)***
- ***Dani will draft a response to both pieces of Staff feedback and send out to all***
- ***Erin will take the Boards request to the Member Relations committee***

Meeting Eval

- good self facilitation

Meeting Eval

Great

Next Meeting

Mission Statement
Commitment Review
Member Comment
Announcements
Staff Board Relations Time line
Committee Reports
Staff Report

Decisions Out of Meeting

1. **April Board Of Directors Meeting Minutes**
Consent
Stand Aside- Josh Simpson

Attached Documents

1. **Staff/ Board Relations proposed Charter**

5/20/2014

Proposed Charter for Staff/Board Relations Task Force

Purpose and Scope: To facilitate improved relations between Staff and Board. This may include:

1. Examining existing Staff Job Descriptions (Board Representative and Board Observer).
2. Reporting and summarizing results of the Staff/BOD Survey.
3. Researching practices and systems for interactions between Boards and Management used by other organizations.
4. Researching other pertinent issues as needed.
5. Developing and presenting options for making changes to our practices and systems.

6. Facilitating the implementation of any agreed upon changes resulting from this work.

Values:

The work of the task force will be carried out with consideration of the following:

- Open and accessible communication
- Complete disclosure and transparency regarding the task force's work
- Working toward the Co-op's Anti-oppression objectives
- Compliance with the Co-op's Bylaws

Structure:

- 2 Board Members
- Current Staff Representative to the BOD
- Current Board Observer
- 1 Staff Member at Large (using BOD Rep/Observer hours)

2. Staff/ Board Relations status report

**Staff/Board Relations
Status Report**

5.8.2014

Introduction

The Staff/Board Relations Task Force formed in response to a staff member who came to the board and expressed a strained relationship between staff and the board. A group formed, which included the following people:

- The Staff Representative to the board (first Jayne, now Alejandro)
- The Board Observer (Fern)
- Two board members (Dani and Isabella)
- Staff Member at Large (Kitty)

Our first task was to implement a survey to assess the relationships between the board and staff. This survey was implemented during the month of April and was available to staff and board to complete. There were 38 responses total, 5 of which came from the

board. The results of the survey have been summarized into themes (document attached), and the complete survey results can be found here:

<https://www.surveymonkey.com/results/SM-DSFTPZC/>

The survey has shown that there is a wide variance in opinions on the staff/board relationship, and there is room for improvement. Our next step is to have a charter for the Staff/Board Relations Task Force (document attached) approved by the board to continue our work.

Any thoughts, questions and comments on the work of the Task Force can be addressed to the Staff Representative to the board, currently Alejandro (alejandro@olympiafood.coop).

3. Staff Board Relations Themes

See Accompanying PDF file

4. Task force #4

TO: The Board

FROM: Legal Task Force

5-14-14

The Board has asked the Legal Task Force to make a recommendation regarding our structure. The steps taken along the way were:

- 1) We created a document that clarified what our legal structure is and what options we have for changing it.
- 2) We brought a summary document to the Membership and Staff for feedback.

As can be expected with any complex issue, there was a wide variety of opinions. It is clear that to change our legal structure would require a great deal of work, education, and outreach. We did not identify significant problems or obstacles from our current status. Based on much of the feedback received, and the lack of strong reasons to change, we recommend:

- 4) That we stay incorporated as we are for now. If compelling reasons are brought forth in the future, we can always initiate the work to change our structure at that time.
- 5) Follow through with the Discount Task Force (in process at this time)
- 6) Request that the Fin CAT and Finance Committee present options and recommendations around the member dues liability.

5. Committee Reports – Finance 1st Quarter statement

See Accompanying xls file