



Board Meeting Minutes

12.18.2014

Attendance:

John Regan, Isabella Rogol, Dani Madrone, Erin Genia, Micheal Snow, Josh Simpson, Teresa Young, Niki Bilodeau, Mohammed El-Sokkary, Fern Moore (*Board Observer*), Alejandro Rugarcia (*Staff Representative*), Grace Cox (*Facilitator*)

Agenda

Agenda Review

Announcements

Mission Statement

Commitments Review

Member Comment

Letter from Board to acquire visas

Staff/Board Relations Task Force

Member Relations Committee charter

Staff Report

Committee Reports

Break

Executive Session

Commitments

Meeting Eval

Announcements

- Josh is ill and will be unable to attend
- Isa needs to leave early
- The Farmland Trust partnership got consensus at staff meetings this week
- Niki is not feeling well and may leave early
- Isa was attending Community Sustaining Fund meetings, she will be gone the first three months of the year, if anyone is interested in being their contact let us know. There should not be another meeting till June.
- Send hours to Alejandro to log your hours
- The Co-op received an *Excellence in Human Rights Lifetime Achievement* award from the Thurston County Diversity Council.

Commitments Review

- *Fern will send out Staff Board relations working recommendations to all complete*
- *Jayne will send out a draft agenda to all, please send requests and feedback to her. complete*

Member Comment

None

Letter from Board to Acquire Visas Document #1

See attached

We need to apply for the visas as soon as possible. This letter assures the embassy that someone is claiming that they are financially responsible and liable for the 4 incoming visitors and their return. This letter is part of a larger packet of other letters and applications.

Feedback

- The second paragraph could be shortened. It would be better if it was one page.
- If they get sick, do they have traveler's insurance?

Proposal: The Board approves the letter the US embassy.

Consent

Staff / Board Relations Task Force

Earlier in the year the Board created a Task force to evaluate the Staff and Board relations, in effort to increase communication, participation and review the existing Board related job descriptions. We are sharing the draft with the Board before the outgoing member's terms are expired. The task force values transparency and involvement from Staff and Board throughout the process. They plan on leading a Staff feedback process in January on the draft as well.

Feedback

- Do we need to change the bylaws? *The bylaws say 'at least' one staff member. But if we deem that more positions should be created for member volunteer Board members then a bylaw change would be required. This concern has been brought up in other feedback, concerning gathering member feedback on the composition of the Board.*
- Thank you to the group for doing this work. Acknowledge that the role of one staff rep is very cumbersome and overwhelming. The concept of more staff on the board is one way to address that issue. In the current format we are representing the membership, taking away those seats is taking seats from the membership. She would like to see this addressed. Outreach to members around this issue is imperative.
- Second the above. Sees the benefit of a stronger representation on the Board, would be curious to know if it could be elected positions, elected by the membership. Curious about what the terms would look

like, including turnover. Concerns about losing member seats, concerns about diluting the perspective with more staff possibly not being aligned on the big picture and not daily operations

- The membership needs to have input.
- Concern with the balance of consensus with a larger Board.
- Seems strange that they are supposed to act as one, with three votes especially in contentious issues.
- Will the staff reps serve on board committees, what would that look like, would they serve as staff or board members on committees, and what would the committee makeup look like then?
- It would be important to be a membership vote, because this is a staff collective it would probably strengthen the co-op
- How are decisions from Staff transmitted to the Board (*ie marketing*) The Board should have some ability to look at decisions and give feedback on them. How can the board evaluate and give feedback?
- Include transmitting staff decision report to the Board Coordinator job description.
- Would there be any cross over with the communications job description being written by the Member Relations committee.

- **Dani will send out a reminder email to the Board with the attachment**
- **Board members will send feedback to Dani or Alejandro by December 26th**

Member Relations Committee Charter Document #2

See attached

The Member Relations committee merged with the Outreach committee of the Board last year, after this year they realized that many things in their charter should live in the larger Board prevue.

- One aspect of the old outreach committee, was attending community events. *Include in #6 or after creating another number*

Proposal-

The Board approves the Member Relations Charter with the addition of 'support Outreach at community events'.

Consent

Stand Aside- Dani Madrone

Staff Report

One Staff member has given notice and we changed the hiring proposal from 4 to 5 new hires. Sales are good. Staff approved the partnership with the Farmland Trust. The Staff handbook has been completed after years of work; it is a living document that will be updated continually.

Committee Reports

Co-sound - separated the exchange committee from Co-Sound committee. They are still meeting with the exchange committee regularly.

Finance- has not met. In February they will have the end of the year financial report.

Personnel- was unable to attend

Local- met on Dec 10th. There was an idea about working with local businesses about in store specials. They also talked about local demos. They continue to talk about a media campaign for local products, talking to Bellingham Food Co-op about their local network stickers. They are also discussing for clarity the acceptable delivery times for vendors.

Standing Hiring- has not met

Member Relations- charter updated. The Round Up proposal is en route to staff. They are also continuing work on the member guide book

Expansion- working on the setting up the new market study, and interviewing architects for the Eastside project.

Board Staff Relations- the task force will be seeking new Board representatives.

Feedback will be compiled that was received from the Board, and a Staff feedback process will take place in January.

Meeting Eval

- Smooth
- Thanks for keeping stack.

Next Meeting

Committee Membership
2015 Board of Directors Officers

Attached Documents

1. **Letter from Board to Acquire Visas**
See accompanying PDF file
2. **Member Relations Committee Charter**

MRC Charter Review

(Changes in red font and strike-throughs)

Member Relations Committee Charter

Purpose: To facilitate communication between the membership and the organization by doing the following:

1. Respond to member complaints and concerns.
2. Create and maintain a member ~~handbook~~ **guide** that includes all policies and procedures relevant to members, a description of co-op decision-making structure, information on “who to go to for what” kinds of questions/needs/problems, how to join a committee, etc.

~~3. Facilitate the member-initiated ballot procedure?~~ (We feel this is process is more in line with Board role.)

~~(4. Create documents, as needed, to describe co-op decision-making structure, and who to go to for what kinds of questions/needs/problems, how to join a committee, etc.)~~ (We integrated this purpose with #2.)

5. ~~Create and~~ Maintain clear petitions/tabling policies for the stores.

6. Organize ~~more informal gatherings of staff/board/members so that people can get to know one another~~ member engagement events, including Co-op Conversations, to encourage a sense of community and provide an interface for member feedback.

~~7. Organize outreach efforts for Board elections.~~

8. ~~Create a process for, and oversee, a 'round-up at the registers' program.~~ **Oversee emergency relief donation requests. (Emergency relief proposals come to MRC.)**

9. **Support hosting the** Annual Meeting, ~~including advance membership mailing (required by bylaws).~~

Committee Make up

2-4 Board members

~~1~~2-4 Members-at-large

2-4 Staff members (including at least one representative from the Outreach CAT)

One of the staff members will act as committee coordinator.