



## Board Meeting Minutes

12.17.2015

**Attendance:** Eric Mapes, Mohammed El-Sokkary, Micheal Snow, Habib Serhan, Matthew Schmezler, Teresa Young, Alejandro Rugarcia (*Staff Representative*), Laura K. (*Staff Rep Trainee*), Fern Moore (*Board Coordinator*), Grace Cox (*Facilitator*)

**Absent:** Desdra Dawning, Isabella Rogol

### Agenda

Agenda Review  
Announcements  
Mission Statement  
Commitments review  
Member Comment  
Community Sustaining Fund  
Third Quarter Statements  
2016 Budget  
Break  
Staff Report  
Committee Reports  
NCG Designated Rep  
Commitments  
Meeting Eval

### Announcements

- The newly elected Board members attended the meeting
- Desdra and Isabella are unable to attend tonight
- Thurston County Volunteer Legal Services appointed Eric to fill a position on their Board.
- This week is Working member appreciation week, the Working Member CAT wanted to say Thank you and brought hot cocoa and coffee.
- This is Alejandro's last meeting as the Staff Rep, Laura will be taking over in the new year
- Teresa might not be here next month.

### Commitments Review

- *Fern will send election results to the newsletter, website and stores* : complete

## Member Comment

**Viki**- she volunteers at the Eastside and noticed that the gift cards are out at the Eastside store. The Staff suggested to go West, but it would be great to get gift cards at the Eastside.

- *Grace will take gift cards over to the Eastside tomorrow*

## Community Sustaining Fund

Keith and Vic Coleman attended to discuss the Community Sustaining Fund relationship with the Co-op and to further discuss the idea of designating a Board liaison to the Community Sustaining Fund. They have had participation from the Board in the grant process for several years. This grant process takes place twice a year. The liaison would be part of the grant process and possibly available to meet monthly if available. The commitment includes a couple hours of reading apps, 2 hours interviewing applicants and the consensus process at which they select applicants, a total of 6 hours two times a year.

The Sustaining Fund would also like to discuss the idea of using the new member cards to opt in for the round up for sustaining fund. Co-op round donations are 75% of their dollars. There is an opportunity to increase round up funds with the technology and fund more projects. Details would need to be worked out, as far as opting in and out. (this could be included on the membership form, but for existing members CSF would have to do outreach to activate the round up)

Micheal asked about other round up functions that the Co-op has sponsored, and how this would compete with CSF and how this would work with the automation.

Eric has participated in the interview process and admits that he often forgets to round up at the register and supports the round up within the membership cards with an opt out function.

Kitty is not sure if the catapult system allows it. She adds that there are prompts that we can add to the registers that would ask if folks want to round up. Eric thinks opt in is preferable because it would not slow down the lines.

The Board would like Member Relations to work further on the automated roundup and propose if possible.

Viki added to the conversation as a cashier, that training is needed as well as materials about the CSF should be available at the registers.

The Community Sustaining Fund has seen an uptick in donations when they table outside of the stores. They are reaching out to the community to get involved, they are seeking new energy and younger voices to get involved with the leadership team of the Community Sustaining Fund.

Eric is interested in this work.

Next steps-

- draft a job description for an ongoing board member liaison to CSF
- draft a process for selecting the liaison
- drafts will be created by the Member Relations Committee

## Proposal

The Board would like the Member Relations committee to create a process and job description to create a CSF liaison from the Board. The Board would also like MRC to discuss how to handle other requests of this nature. The Board would also like Member Relations to investigate the membership card round up.

Consent

- *Fern will forward the CSF article written by Desdra to the Board*
- *Eric will bring this to the Member Relations committee*
- *Kitty will check if catapult allows for this function*

## Third Quarter Year to Date Statement Review

Matthew presented the 3<sup>rd</sup> quarter statements. To summarize Sales are down 1.7% gross margin down 2.8% and total gross revenue down 2.6% from what we budgeted and slightly above what we did last year. Many expenses are under budget. This report very much informed the conservative 2016 budget.

## Budget 2016

There were five versions of the budget before this final version was proposed. The 2016 Budget shows a budgeted profit of \$81,599 for 2016. The profit goal supports expansion efforts at the Eastside. Looking at trends within our budgeting from 2010-2015 it shows that we are effective at managing labor. The budget has been reviewed by the Budget action team, the Finance CAT, the Finance Committee and Staff. This budget is recommended by the Finance committee for the Boards approval.

## Proposal

The Board approves the 2016 operating budget.

Consent

## Staff Report

The staff consented to a hiring proposal to hire 6 folks. This proposal will be coming to the Board for approval via email. The Collective finished up work on the 2016 budget. There was also serious collective wide discussions about the cash on hand situation.

## Committee Reports

**Co- Sound-** did not meet

**Finance-** presented statements and budget.

**Expansion-** reviewed store layout and approved an option to run financial feasibility on. After the pro-forma we will go to staff and the Board to review the preliminary plans.

**Personnel-** continued work on handbook. The Committee will need two board members in the new year.

**Local-** there is change in the membership to the Committee and will need one new Board member in the new year.

**Standing Hiring-** a hiring proposal will be sent to the Board for consent via email. The Hiring team also wanted the Board to know about the upcoming schedule for the next hiring.

**BOD hiring schedule**

Friday, February 12 Hiring Recs to BOD

Monday, Feb 15 at 9:00 a.m. Consent due

**Member Relations-** has been soliciting members at large.

**Eco Planning-** has not met.

**Staff BOD Relations-** the task force completed the bulk of the work but items were identified to work on further. *See Attached Documents #1*

**Proposal:**

We propose that the Staff/Board Relations Task Force oversee the creation and implementation of the Board Handbook and “Board pages”, as described above, using up to 80 hours of Special Project time.

**Consent**

**Discount Task Force-** consented to two applicants to the advisory council. Brainstormed and finalized survey questions. They also reported to Staff with intent and timeline. There is pressure to expedite this work while still caring for the community that uses the discounts.

**Elections-** discussed online voting opportunities. The Board as a whole should talk next month about if this task force will be ongoing or taken on by the Board in a larger way.

**NCG Designated Rep**

This year NCG decided that they want a Board resolution to authorize the Designated Rep and our agreements with the NCG. For us to be a member of NCG we need to adopt this Board resolution. **SEE ATTACHED DOCUMENT #2**

**Proposal**

The Board approves the NCG Resolution.

**Consent**

**Commitments Review**

- *Grace will take gift cards over to the Eastside tomorrow*
- *Fern will forward the CSF article written by Desdra to the Board*
- *Eric will bring the CSF development work to the Member Relations committee*
- *Kitty will check if catapult allows for an automatic round up function*

**Meeting Eval**

- Hard for newbie
- Hard to decipher what we were referencing

**Decisions out of meeting**

**1. Approval of November Board Minutes- Consent**

**Stand Aside-** Micheal Snow, Habib Serhan

## Attached Documents

### 1. Staff Board Relations Committee Report

To The BOD  
From Staff/BOD Relations Task Force  
Board Handbook and Board pages Creation Proposal

12/15/15

Over the past year, The Staff/Board Relations Taskforce worked on creating the Staff/Board Handbook, to update and clarify the Staff jobs related to the Board. The process of that work showed all of us, and particularly the board members on the task force, that it would be really helpful to have a handbook for the Board as well. We want to work on developing a Board Handbook.

We could model the process after the one used for the creation of the Hiring Handbook. Here are some possible steps:

1. Board consents to this process and general outline/scope
2. Staff/BOD Relations Task Force writes drafts of each section
3. Section drafts are made available to staff for feedback
4. Section drafts and Staff feedback is brought back to the Staff/BOD Relations Task Force for revision.
5. Staff/BOD relations Task Force incorporates Feedback and revises as needed
6. Entire handbook is brought to BOD for feedback
7. Task Force incorporates Feedback and revises as needed
8. Handbook is consented upon by BOD

**This work would be completed within 2016, using up to 60 hours of special project time.** Here's a draft outline (not complete, and not necessarily in order) for the handbook. Many of these pieces already exist in writing, and others need to be drafted.

- 1. Procedural**
  - Meeting Process
  - Consensus Decision-making Process, including Email
  - Member Engagement, Comment, and Member Initiated Ballot Processes
  - Record Keeping Process
  - Communications Process, including Email
  - Process for Filling BOD Vacancies
  - Strategic Planning Process
  - Committee Process and Committee Charters
  - Board Administrator Processes
  - Organizational Calendar
  - BOD and Staff Contact Info
- 2. Policies and Guidelines**
  - Bylaws
  - Hiring Policies
  - Personnel Policies
  - Membership Policies
  - Privacy Policy
  - Conflict of Interest Guidelines
  - Confidentiality Guidelines

3. **History**
  - Co-op Movement and Principles
  - OFC History
4. **Finances and Legal**
  - Corporate Status of the Co-op
  - Liability and Indemnification
  - Annual Budget Planning
  - Retail Basics
  - Reading a Balance Sheet
  - Staff financial accountability process
5. **Staffing systems**
  - Collective Management Structure
  - Working Member System
  - Staff Rep Role
6. **Outside Resources**
  - CGIN
  - NCG
  - Provender
  - NCBA
  - CDS

In addition, we agreed that it would be helpful if all Board documents were available on a private (password protected) web page, modeled after Staffpages. Staffpages is the main document storage warehouse for all staff documents, including meeting notes, calendars, policies, forms, procedures, etc. We think it would be beneficial to Staff/Board relations if we also had all of those Board documents available to Staff. This would exclude any necessarily confidential information. A general outline could be:

- Upcoming Agenda and related Documents
- Last Meeting's Minutes
- Archived Meeting Minutes and Documents
- All Handbook Documents as described above

**This work could be done concurrently with the creation of the Handbook, and could be completed using up to 20 hours of special project time.**

**PROPOSAL:**

**We propose that the Staff/Board Relations Task Force oversee the creation and implementation of the Board Handbook and "Boardpages", as described above, using up to 80 hours of Special Project time.**

## **2. NCG Designated Rep**

On behalf of the Board of Directors of (name of co-op) of (city, state) I hereby authorize (name of DR) , our co-op's designated representative (DR) to NCG, to sign this agreement. The Board of Directors has read **this agreement in its entirety (Documents A and B through E)** and understands the obligations and requirements associated with NCG membership. In authorizing our DR to sign these agreements, I am certifying that our Board of Directors

understands and agrees that our co-op's DR will comply with the requirements, policies, and agreements of NCG including:

A. Informing the board upon receipt of any notification of non-compliance with the requirements of NCG member agreements and policies

B. Informing NCG staff of changes to the co-op's boardchair ,including complete contact information for that person (e-mail, telephone, and mailing address)

C. Providing the board the annual performance reports produced by NCG about the co-op starting in 2016.