



Board Meeting Minutes

6.15.2017

Attendance: Julianne Panagacos, Micheal Snow, Casey Hook, Jim Hutcheon, Sam Green, Brian Frisina, David Copley, Desdra Dawning, Grace Cox (*Board Facilitator*), Laura Love (*Staff Representative*) Fern Moore (*Board Coordinator*)

Absent: Jaime Rossman

Agenda

Agenda Review

Announcements

Mission Statement

Commitments Review

Member Comment

Co-op Conversation

Committee Reports

Staff Report

Break

Expansion Committee Charter

Newsletter and Outreach

Board Retreat 2017 Planning

Executive Session Process Evaluation

Executive Session

Commitments

Meeting Eval

Announcements

- Laura will be 15 to 10 minutes late.
- Jamie is unable to attend tonight.
- A New orphan chicken found a home with Brian

Commitments Review

- Brain will research a template for the parking lot**
In process
- Desdra will work on officer duties**
In process
- **All Board members will review the google account that Brian created**
In process. Everyone re commits to bring feedback
- **Julianne will schedule Organizational health and BPC (big picture) meeting**
- **All Board members will respond to the doodle for the retreat** *Complete*

Member Comment

None

Co-op Conversation Report- Discount Program

Desdra presented a brief report on the recent 'Co-op Conversation' hosted by the Discount Task Force. The Conversation was hosted to review the recent changes made to our Discount program and answer questions and hear feedback. Only a few people attended and a few were very upset and left during the Conversation. Staff Member, Tamara was unable to finish her presentation.

The Feedback received focused on mainly on three things. Our communication with the Membership about the changes needed to be clearer and more diverse, including a physical mailing. Also the Co-op should create ways to honor Seniors. The Task Force will continue to develop this idea.

The Task force did their best to convey how they engaged the Membership around this change. By articles in multiple issues of 'The Table', extensive signage in store and at the registers as well as weeks of tabling at both stores to engage and discuss the changes with Members directly. It seems we were not able to get that message to all though.

The Board has received feedback from the Members via email in support and against the changes. Multiple emails came in to the Board email prior to the conversation that were in support of the changes to the discount program. As well as emails from Members who oppose the changes and were unable to attend the Conversation. Those emails were shared with the Task force for consideration.

The Committee is planning another round of tabling to further inform and engage the Members about the Discount program changes. The key piece to explaining the changes, is Members do not have to lose their discount. They just need to fill out the form and check the box to continue to use the discount.

Feedback:

- Julianne does not think that a monetary compensation might be best for honoring Senior members. Perhaps, it could be developed from an anti oppression standpoint, of creating a way that we value Seniors voices within the Co-op as a whole and prioritize that they are heard. Increase ways for their democratic participation. Julianne also adds that perhaps the situation of negative feedback could be anticipated and Facilitators

could have been ready to keep the presentation on track while keeping the Members heard and engaged.

- David suggests that we use contact management software for contacting members. This could help us be diverse with the modes of communication and tailor it to each Members needs.

- ***Desdra will bring the suggestion of contact management software to Member Relations as well as developing ways to honor Seniors***
- ***Casey will contact Staff about if Contact management software is available within the Catapult system***

Committee Reports

Advocacy- Has not met. Has a new Staff Member for the Committee.

Co-Sound- Has a new Staff Member for the Committee. There is a proposal for a new 'Round Up' to support CECOCESOLA that will be coming to the Board for consideration.

Finance- The overall numbers look much better. The Cash flow is doing very well. The Garden Center on the Westside as the end of first quarter is not covering the labor expenses. The Committee has requested a report from the Finance Coordination Action Team on the performance of the Garden center over the course of one year. Variable pricing has been implemented on a pilot basis in some of the departments, there is currently not a plan for implementing it at both stores but that is the goal. The Committee also talked about the policy for the Boards Budget.

Expansion- The Eastside Remodel Process has been revised and sent to the Staff journal for approval. Next week, they will be working on the Project Manager Job Description. They have contacted an engineer as well as a design firm. They are also building a spreadsheet to outline tasks outlined in the ERP.

Eco Planning- A representative from PSE came out and walked around both stores and will be writing a report on the efficiency of our lighting. They will also be working on evaluating the refrigeration units. Brian adds that if they do a transfer on the fluorescent lights that we ensure that they install dimmer switches as the LEDs can be very bright.

Personnel- Meets next week.

Member Relations- Discussed the Newsletter and Outreach have an agenda item later in this meeting to present those ideas. The Community Sustaining Fund will be doing a presentation at Collective meetings probably in August. They also have been working on a new 'Round Up' request that will be coming to the Board for consideration

Local- finally met. One Board member was not able to attend because of a last minute change to the meeting time. They met with Staff Member Robin who is coordinating the 40th anniversary campaign. They are working on various videos that feature local vendors. The Committee will also be coordinating local demos .

Standing Hiring- Has not met.

Bylaws Task Force- Nothing has happened as Staff on the task force were on medical leave. They will be meeting to go over recommendations. Grace has gone through the Bylaws and has proposals regarding that.

Elections Task Force- Finally found a wood worker to move forward on building ballot boxes from oak trees that once stood on Legion Way. There are 3 open positions for election this year. Recruitment is quickly approaching. The Task force will have an agenda item next month to brainstorm ideas.

Staff Report

At recent Collective Meetings they discussed the idea of staffing the stores with former Staff members to have a half day all Staff retreat. Staff also discussed scheduling changes more. There was an issue with staffing the Evaluation Coordination Action Team. Those concerns were laid out for Staff and ideas were gathered on how to move forward. Alejandro is starting back to work.

Julianne asked about how filling shifts and morale is as she remembers it was hard last year. Laura answered that, It is better but the Front End is struggling as a few people left who we were not anticipating leaving when we hired. The work being done on the schedule is also supporting the morale.

Finance – Board Budget Policy

SEE ATTACHED DOCUMENT #1

This Proposal was created with feedback from the Board and Finance CAT.

Proposal:

**The Board approves the Board Budget policy.
Consent**

Expansion Committee Charter

SEE ATTACHED DOCUMENT #2

The previous Charter went missing. The Expansion Committee redrafted it for the Boards approval.

Feedback:

- David asks about #5 and points out that it lacks specificity.
It is not specific because there are other options beside debt financing.
- Laura corrected the second sentence one should be changed to staff not board.
- Jim asked if the Expansion Committee expires.
No it is a standing committee. The process to disband a Committee is to de-charter it.

Proposal:

**The Board approves the Expansion Committee charter
Consent
Stand Aside- Laura**

Newsletter and Outreach

There is a definite connection between the Newsletter and Outreach. Members relations has had many conversations about this. One of the things that was realized is that the new 'Table' is not really a newsletter but rather a marketing tool. With the change in the format and style as well as moving to a different publishing schedule, we have lost the way of getting specific and timely information to the Members. There is more pertinent and specific information posted in the bathrooms. There is no formal proposal for the Board to review. This is just a conversation about what to do. The Newsletter team has been discussing creating an additional publication to review news and happenings in real time.

Desdra considers the Newsletter an Outreach tool. The Newsletter is a Committee but does not act as a Committee. It would be useful to have either a functioning Board Committee or a Sub Committee of Member Relations. She adds that the work is a little fine detail for Member Relations, so a sub committee would be useful.

Feedback:

Brian supports the idea of creating another venue for communication with the members.

Jim hears the concerns and wonders if we have gotten feedback from the Membership. *Desdra responds, One of the suggestions is changing the content to reflect more messaging around Co-op events. Desdra has been approached by Members with questions about what happened to the old newsletter. She has thought about creating a Member survey regarding the Newsletter.*

David suggests the standard of 80/20. Eighty percent entertainment and Twenty percent of fact messaging. What is missing from this format?
Desdra replied that we included more social and environmental issues in the old format.

Casey- includes that we lack an ability to respond to issues and updates in a timely manner. Bringing the Newsletter and Outreach together would be a helpful part of this.

Laura thought there was a newsletter committee. She has received a lot of feedback that people love the new format. From an Outreach perspective, people are more eager to take the 'Table' at events than our last Newsletter. She loves reading it and loves that we are featuring Staff Members. She feels that we should be including more social issues. The problem she sees is the timeliness, and mostly the elections issue which went away with the transition this is the biggest problem.

Micheal sees the Board piece is that we are lacking representation in the creation and management of the Table. He suggests that there could be a proposal presented to the Board that connects Outreach and the Newsletter. He also feels that there is little capacity for another Committee.

Julianne was on Member Relations for the last year. There have been questions about the capacity in Outreach. Is there Staff capacity to do it and if not what can this group take on reasonably.

Sam adds that a distinction needs to be made between the Newsletter and the 'Table'. And it needs to be consistent. It is confusing to start a newsletter subcommittee if the table is not acting as a newsletter.

Next Steps:

Laura suggests to invite Jenn the editor of the Newsletter and Mo to the Member Relations meeting to collaborate more on this work. Fern also suggested meeting with Outreach.

There was also request to create a plan for an Elections issue and meet this crucial need.

Include the history of the Newsletter before the Table including the problems with the other format.

- ***Desdra will write up a history about the newsletter***

Board Retreat Planning 2017

Thank you for participating in the doodle polls. The one day Board retreat will be held on September 30th. Laura reminds that the Board approved with a consent that the 2018 Retreat will be held on June 2nd and 3rd. The Board retreat planning Task Force will be meeting next Friday. The policy for the Board budget will not line up with the retreat date this year

Future Agenda item – foundational work on the budget and the budget process.

- ***Grace will bring the detail on the board budget usage over the year and the a copy of the current board budget***

Meeting Eval

Sam- Executive Session has been great but we haven't facilitated well.

David- Would like us to work on how we transition in and out Executive session

Micheal- Would like facilitation training included within Board training

There was concern about how to keep ideas present after the Executive session if a commitment has not be made. *Fern suggests it could be mentioned in an announcement or a process could be created within the Executive Session process. Perhaps upon consent of the Board, a statement could be written in executive session and then included in the minutes of the regular meeting.*

Next steps- next month review brains commitments and discuss if any changes are needed to the process.

- ***Brian will research processes of recording executive session notes***

Commitments

- ***Desdra will bring the suggestion of contact management software to Member Relations as well as developing ways to honor Seniors***
- ***Casey will contact Staff about if Contact management software is available within the Catapult system***
- ***Desdra will write up a history about the newsletter***
- ***Grace will bring the detail on the board budget usage over the year and the a copy of the current board budget***
- ***Brian will research processes of recording executive session note***

Decisions out of Meeting

1. Approval Of May Meeting Minutes

Consent

Attached Documents

1. Board Budget Policy

It is the policy of the Olympia Food Cooperative's Board of Directors to set their own discretionary budget. For the purposes of budgeting, the OFC staff bookkeepers and finance CAT will treat the OFC Board of Directors like any other store department. Unless delegated to a specific committee, the Board of Directors as a whole will be responsible for the drafting of a Board budget. In drafting and approving their budget, the Board will observe the following:

1. Use a budget format with the annual amount broken down into separate months that allows the Co-op to predict cash flow,
2. Pass the preliminary budget at their regularly scheduled meeting in August for Finance CAT's review in September,
3. Negotiate any recommended changes from Finance CAT in a good faith manner
4. Use the Board budget for those items directly related to Board activities only
5. Involve the input of the Board Support Team in preparation of any budget

While the Board will work to mirror the Co-op's existing budgeting process in an attempt to be efficient and consistent; and, will work to create a final budget that accommodates the requested adjustments of the Finance CAT; the Board of Director's is solely responsible for setting their final budget.

2. Expansion Committee Charter

Expansion Committee Charter

The Expansion Committee is a standing committee of the Olympia Food Co-op's Board of Directors. The committee shall consist of two or three board members, one at-large member, and either two or three Staff members not including the committee coordinator. The broad purpose of the committee is to explore and pursue options for expanding the co-op through opening additional locations, improving existing locations, or moving to new locations. To further this purpose, the committee's duties are:

1. Creating high level vision and low level plans for expansion possibilities.
2. Conducting initial feasibility for proposed expansion projects.
3. Meeting with developers, property owners, and other outside entities related to expansion proposals.
4. Communicating with the Staff Collective, Board of Directors, and Membership to review any and all proposed expansion projects.
5. Participating in the Co-op's long-range financial planning.
6. Creating subcommittees and propose creating staff positions as needed.
7. Drafting project plans for Board consent that include timelines, staffing requirements, cost, and procedures for project decision making.

As a committee of the Board of Directors, the expansion committee will work to follow the *Board Committee Guidelines*.