



Board Meeting Minutes

8.17.2017

Attendance: Micheal Snow, Jaime Rossman, Casey Hook, Jim Hutcheon, Sam Green, David Copley, Brian Frisia, Grace Cox (*Board Facilitator*), Laura Love (*Staff Representative*) Fern Moore (*Board Coordinator*)

Absent: Desdra Dawning, Julianne Panagacos

Agenda

- Agenda Review
- Announcements
- Mission Statement
- Commitments Review
- Member Comment
- Board Recruitment
- Committee Reports
- Staff Report
- Break
- Board Budget 2018
- Bylaws Changes
- Board Retreat 2017
- Standing Hiring Committee Proposal
- Executive Session
- Commitments
- Meeting Eval

Announcements

- Desdra and Julianne are unable to attend tonight's meeting
- Laura will be on vacation August 23rd -31st. Fern will be on vacation September 6th-20th
- Grace will be covering bookkeeping taking on extra work for the next 2-3 months. She will not be as available.
- Brian announced that Indigenous Peoples Day is coming up this year. He is coordinating an effort to create 'Billy Frank Jr Way' an official street name change hopefully by October. He has been working on this project for 2 years. You may be receiving an email from him looking for support for this work.
- David continues his work with youth education encouraging bicycling. They have a shop downtown. They will be hosting classes after school this year. August 30th and September 9th they will be hosting an open house at the downtown bike shop.

- Micheal will be leaving the meeting early

Commitments Review

- **Grace will send Julianne, Desdra and Laura dates for an Org Health and BPC meeting.** Complete
- **Fern will forward the Conference email links to the Board.** Complete
- **Fern will forward the feedback to the Hiring Committee** Pending. Will submit feedback with the proposal results.
- **Casey will forward the lighting report to Jamie** Complete
- **The Elections Task force will clarify election support and duties with Member Relations** Pending
- **Laura will send out the Board term list to all** Complete.

Member Comment

Joel Baranick- Member and Local Producer. He started a farm locally called Ellis Creek Farm. They didn't think they would have extra produce but they had a very successful year with Arugula. He approached a Produce Manager to sell their greens. He was very concerned with we heard after talking to the Manager. He has offered a price that is well below clamshell price from California. It felt odd to him that local farmers were denied even when it was below the wholesale price from a mass produced product from California. He is an active producer for the Co-op. His farm recently began providing starts to the Garden Center. He would love to provide their food thru the Co-op but feels that the price offered was not equitable. The mission clearly supports local production.

- **Jim is on the Local Committee and will take on following up with Produce and Joel to clarify the concern and see what resolution is available**

Ben Witten- Member for many years. He has attended a few Board Meetings over the past year. The Co-op has made great food available to him and his family and he would like to officially support the organization by running in the Board Elections this year.

Board Recruitment

The Elections Task Force has new flyers this year for Board recruitment. There are also custom flyers for Board Members to hand out to folks they think would be great for the work. There will also be posters and flyers that will be posted in the stores.

Proposal

The Board authorizes the expenditure of up to \$100 for Facebook Board Recruitment

Consent

Casey asked about low Voter turnout. We have been looking at implementing online voting. In reading the particular bylaw regarding voting, there have been multiple interpretations as to if it needs to be amended to allow for other means of voting. Jaime feels that online voting is applicable as it currently reads. Elections is going to pursue online voting for 2018.

- **Casey will take on setting up tabling with the Member Relations for Board recruitment and will send out info to all.**

Committee Reports

Advocacy- have not met.

Co-Sound- Emma went to Seattle and met with a CAS insurance administrator and had a meeting about starting the process of how to setup the group insurance. The committee has scheduled 'Creating a Framework' presentation for the Staff Collective Meetings and the North West Cooperative Development Cooperative in September. Olympia will have Two new Worker Co-ops by December 2017. Dumpster Values is converting into a Worker Co-op, as well as a new Business Services Co-op.

Finance- They reviewed Second Quarter financials. There is largely good news, even though we are below Sales targets at both Stores, Expenses are also down. We have maintained our cash on hand. Margin is in great shape. The Variable margin pricing project is being worker on. This work is mostly about finding places that we are priced below or above our competitors and making adjustments as needed, There will be more information at their next meeting about the progress of this work. Jaime has been struggling with the way we budget growth and thinking about how we can be more proactive in being more accurate. This practice has only been a problem once. He would like to see long term thinking about various components that add to the way we budget for growth.

Expansion - They talked more about the Eastside remodel. Micheal is working on a process document for Expansion.

Eco Planning- nothing to report.

Personnel- They met last week for a special meeting for Personnel issues. By the end of the meeting it was resolved. Their regular meeting was cancelled due to the special meeting.

Member Relations- was not able to attend. The Community Sustaining Fund are attending the upcoming Collective Meetings to do a presentation for Staff about the work that they do and the Round Up program at the registers. Their next meeting will be discussing and planning the Annual meeting

Local-have not met.

Standing Hiring- Received an email about training for the upcoming hire.

Bylaws Task Force- had an agenda item.

Elections Task Force- have an agenda item.

Staff Report

The recent Collective Meetings were canceled. There were few agenda items ready for presentation. Departments started their budget work and also started looking at the skeleton schedule from Labor Systems. The Staff Retreat is being planned for September 13th.

Julianne, Michel and Laura will be attending Provender and CDS conference and will report back after the meetings.

- ***Grace will register Julianne, Micheal and Laura for the conferences***

Board Budget 2017

The Board has a new policy on creating the Board budget. This budget funds Committee projects, Board development including outside support for development, conferences and additional Board expenditures. Including the regular expense of the Annual Meeting and Annual elections.

The Deadline is Sept 19th for budget proposals.

Board expenditures are not labeled and there is one that is the \$4,500 the largest expense that is not titled as a journal entry .

Brainstorm-

Would like to grow knowledge and develop the Boards understanding about Staff and operations. Including department managers and other.

More training for new board members. Budget more hours to schedule more trainings.

Expertise in developing Co-ops. Budget money to send Board members to a worker collective. Do an exchange for two or three days.

Drafting services for expansion

Archiving long term workers organizational history.

Process

Two to three (*Sam, Laura and Casey*) Board Members will meet between now and our next meeting to move the board budget process along. The Board will make a final decision on the budget at the September meeting. Grace will communicate with Corey about the Board budget being a few days late

- ***Grace will send out the Board budget 5 year history***
- ***Laura and Jamie will work on budgeting for online voting***
- ***Sam , Laura and Jamie will meet outside of the meeting to develop the Board budget***

Bylaws Changes

Laura passed out a copy of the Bylaws that have been marked up by Grace of possible changes.

Two that were important to change.

- The audit of every three years. The NCG is now calling for a review of the annual finances. She has drafted language that gives us a choice between doing an audit or re-view. The Audit is a large expense.

Board Feedback:

The Board feels like annual review or an audit is essential. They would like to insure that an audit is conducted at least every ten years.

- We have used the term of dues. She drafted a language change to equity payments

These changes will be run through an attorney and an official proposal will be presented to the Board to run it on this years ballot.

The highlights in the document are questions that we should investigate further for possible By-law changes in 2018. More discussion is needed about the active/inactive membership, this needs to be clarified in Member status.

- ***Grace will draft the bylaw language and send it out for consent via email***

Board Retreat 2017

Board Retreat Agenda review at our next meeting.

Standing Hiring Committee Proposal

The Hiring Committee recently consented on recommending that Tamara and Max join the Standing Hiring Committee. Pat will be stepping down from the Committee.

It is the Committees understanding that the Board approves the appointments to this Board Committee (it says it on Page 6 of the Hiring Handbook).

It would be super helpful if we can start the process of training this committee and we will actively need them shortly as we swing into a hiring process.

Proposal

The Board appoints Tamara Ulrich-Rintz and Max Crabapple as Staff Reps to the Standing Hiring Committee

**Stand Aside- Sam
Consent**

Tamara:

She has been at the Co-op for 2 and 1/2 years. She works in Personnel, Finance, Member Relations and primarily Front End shifts. She has excellent communication and organizational skills. Being that she is one of the Personnel Coordinators, it will facilitate and connect the process from hiring to training to collective membership.

Max:

She has been at the Co-op for 4 and 1/2 years. She works in Scheduling, Finance, Outreach, and a variety of dairy, produce, and front end shifts. She has excellent communication and organizational skills as she coordinated our Classes program. Becoming familiar with hiring recommendations will be helpful in creating and adapting schedules for new hires.

The Interview Team think them both to be responsible, discerning, and excellent candidates for the Standing Hiring Committee.

Commitments

- ***Fern will forward the feedback to the Hiring Committee pending will do with the proposal results***
- ***The Elections Task force will clarify election support and duties with Member Relations Pending***
- ***Jim is on the local committee and will take on following up with Produce and Joel to clarify the concern and see what resolution is available***
- ***Casey will take on setting up tabling with the Member Relations for board recruitment and will send out info to all about recruitment***
- ***Grace will send out the Board budget 5 year history***
- ***Laura and Jamie will work on budgeting for online voting***
- ***Sam , Laura and Jamie will meet outside of the meeting to develop the Board budget***
- ***Grace will draft the language and send it out for consent via email***

Next Meeting

*Board Budget 2018 Approval
Board Retreat Agenda
Board Elections*

Decisions out of Meeting

1. Approval of August Board Meeting Minutes

Consent