



Board Meeting Minutes

9.17.2015

Attendance: Micheal Snow, Isabella Rogol, Desdra Dawning, Eric Mapes, Mohammed El-Sokkary, Alejandro Rugarcia (*Staff Representative*), Laura K. (*Staff Rep Trainee*), Fern Moore (*Board Observer*), Grace Cox (*Facilitator*)

Absent -Matthew Schmezler, Teresa Young, Habib Serhan

Agenda

Agenda Review
Announcements
Mission Statement
Commitments review
Member Comment
Staff Report
Financial Statement Review
Committee Reports
Expansion
Annual Meeting
2015 Elections
Executive Session

Announcements

- Alejandro is serving as the Staff Rep until December. Laura will take over as Staff Rep in January.
- Alejandro is participating in a city group discussing policing in Olympia, if the board has any feedback on policing in Olympia feel free to share it with him.
- Isa announced that one of our community members families is dealing with black mold remediation in their home. If you have any fundraising leads let her know.
- Micheal's Board term is up at the end of the year and he forgot to apply. He is interested in serving if there is an open seat.

Commitments Review

- ***Grace will investigate the by-laws in regards to changing the 'dues' terminology pending***
- ***Fern will send an email to all staff inquiring about what staff members would be interested in serving on the Organizational Health Task force complete***
- ***Fern will email Staff member Mo about a member at large for the Organizational Health task force complete***

- ***Fern will contact the Membership upgrade team will write a statement of acknowledgment in changing the combined discount and send it to the Board for its approval. complete***
- ***Finance committee will bring quarterly statements to present at the September board meeting on meeting agenda***
- ***Fern will email staff to recruit for the board elections. complete***
- ***Harry will post a job description to staff for the Advocacy Committee complete***
- ***Harry will include the Advocacy Committee in 2016 budget complete***
- ***Fern will make the final Advocacy Committee charter and send on to staff pages complete***
- ***Fern will contact Outreach with request for recruitment advertising complete***
- ***Eric will look into bylaw requirements for the mailing for the annual meeting complete***
- ***Fern will email BPC to request assignment of the Staff Report for the Annual Meeting complete***

Member Comment

- **Travis-** Seriously concerned with the lawsuit and the inability to resolve the issue. Has been a Co-op member for 8 years. Supports the Co-op and was interested in attending a Board meeting.

Staff Report

Alejandro prepared the Staff Report using meeting notes from the last month, in efforts to include what all the CAT's (Coordination Action Team) are engaged in .

Outreach CAT - Harvest Party is Sept. 20th. We're closing the street, almost have our permit. An interest meeting is coming up an outgoing staff member on Outreach. The Annual Meeting is on Saturday, October. 17th. There will be a postcard mailing to membership.

Eval CAT - Working on a new eval form, a training on giving feedback, and a new morale boosting item that will be a surprise. The bulk of annual evals are over after the new staff. We all have been really lax on calling for feedback and we need to re-look at our commitments around that so that we have enough feedback for our evals and don't have to reschedule them.

Facilities CAT - The rug in the Eastside office has been replaced. They are also compiling Capital Plans requests for 2016.

Labor Systems CAT - Working on budget, specifically the admin hours CAT's need. The CAT also conducted a review of how admin hours are doing for the last month or so. Overall our admin budget is about 2 ½ % over. So little! And will probably be within budget by the end of the year.

Merchandising CAT - Two new members. They talked a lot about variable pricing and everyday low prices and are continuing Department audits. They also reassigned MCAT point people to each department.

Big Picture CAT (BPC) - Meeting support check-in which led us to remember to follow up with the meeting support proposal in BPC job description. Collective meeting agendas were extremely difficult to put together this time. BPC's been working on budgeting, specifically admin hours.

Finance CAT - Reviewed the 2016 budget, discussed financing options and started conversations about a survey around Member loans. They will be presenting ideas for revenue generation for the Eastside expansion.

Anti-Oppression CAT - Reviewing job description, going over mission, values, etc. They are also looking at their budget for 2016.

Outreach CAT - Working on the Harvest Party. Submitted a KAOS blurb looking for new Board members. They will be tabling at Co-opatopia and at the WA Veterans Affairs event.

Training CAT- Creating training needs forms for Departments. They are also meeting regularly with Anti-Oppression CAT. Staff will be attending the Western Workers Conference.

Financial Statement Review

Grace and Micheal presented Second quarter statements, the balance sheet and weekly sales to the Board. Sales overall were under almost 3%. Margin is doing better. Our overall performance is better than budgeted for. Cash has been low this year, and staff are aware of this and making efforts to build cash for Expansion.

The Finance committee is engaged in looking into a Member investment program for the Eastside Project.

Committee Reports

Finance - presented during meeting.

Expansion- will present later in meeting.

Advocacy committee- Eric has interest in serving on this committee. The job opening will be posted to staff and the general membership for other members.

Co-sound- continues to working on the exchange, folks are coming in less than a month. They have a budget and translators. The exchange will take place from October 17th- November 23rd. They committee will then be looking for delegates to go to Venezuela.

- **Fern will email the CECOSOLA meal train to the Board**

Personnel - has not met.

Local- preparing for the Harvest Party this Sunday. Mainly organizing local vendors for demos at the event. If you have a reflective vest to bring with you that would be helpful. They discussed the 2016 budget. Bellingham conducted a study recently about how local products contribute to the community.

Standing Hiring- has not met.

Member Relations- talked about the Annual Meeting planning. Eric would like to join the Member Relations committee in Max's place. They talked about Board recruitment, and agreed

that we should start earlier in the year. They also talked about the experiences of Board members tabling at the Co-ops. It would be nice to have people partner up next year, to ensure participation also have food/refreshments at the table.

The committee would like extra funds from the Board budget for entertainment for the Annual Meeting, as well as honorarium funds for the CECOSOLA exchange members. The current composition of the committee is sparse, there been a large turnover. There is room for another Member at large and more Staff.

Eco planning- Eric sent an email to generate interest in re starting that committee. Desdra is interested in serving on this committee. Eric would like to look into doing a solar project at the Westside.

Staff Board Relations- are working on the proposal for staff representation team to the Board. They are working on getting it scheduled for presentation to the Collective meetings. The proposal will then make its way to the Board.

Discount Task force- has met twice. They have taken a look at numerous resources that take a different approach to the bottom line needs. They made a rough draft of the work plan. The Task force is also recruiting for a general Member or two. They will also be recruiting for the advisory council. They plan a Member survey and couple of forums exploring issues and ideas around our discount system.

Expansion

Grace wrote a statement that for the Collective from the Expansion Committee:

A message to the collective from Expansion

Thank you all for your patience and excitement for the potential expansion of the Eastside location. As you know we are working with the Development Cooperative of the NCG to study the feasibility of a project that will build a new store/warehouse/office building on the back lot and eventually tear down our existing buildings. We have not ruled out the original notion of building warehouse/office in back and expanding inside the current buildings.

We know we're too crowded. We know that crowding contributes to an unpleasant experience for our shoppers as well as a difficult and potentially dangerous working experience. We know that competition is here and more is on the horizon. Our organizational mission calls on us to make good food accessible to more people, but we can't do that if there is no where to put them. These are some of the reasons that the Board has identified Eastside expansion as the number one priority for the coming year. In whatever manner we choose to expand, the expansion will have a very high price. We will be looking for a project funding combination that includes banks, Co-op development funds, member investment and our own cash.

*While we do many things very well, and have a track record of surviving significant financial ups and downs, we don't currently have enough cash on hand. We need to budget for **strong cash growth** in the coming year. As you are working on budget projections we ask you to keep this strategic priority in mind and contributing to its success in every way possible.*

Encourage people to ask questions to the Expansion committee, they can be reached at expansion@olympiafood.coop.

We should start releasing information and soliciting fundraising. The Board should be thinking of creative ideas for this work. Finance cat and committee will create a fundraising plan. As well

as explore the options for donations. The committee has also solicited the Development Co-op about designing a member loan program. We are waiting on a quote. The Co-op did a significant member loan campaign in 1994 for the Eastside expansion.

The role the board can play right now is chatter. Not being specific, but sharing the message that we will be raising funds for the Eastside expansion.

The Co-op is committed to building cash in the next year to contribute to the overall project.

Expansion discussed communications with Staff and with the Members. Member Relations will be in charge of the overall communications plan.

The major work is engaging the Membership now.

Desdra is willing to write an article for the newsletter.

One department had an expansion visioning fantasy meeting. Expansion would like this to happen with all the departments, to create excitement and energy within the Collective.

The Committee and the Board also talked about ways to generate revenue one of them being through changing our pricing structure.

Annual Meeting

Member Relations will send Fern the draft agenda.

- ***Fern will send the Annual Meeting Agenda to the Board for approval***

CECOSESOLA has prepared a short presentation for the Annual Meeting. Translation will be paid for through the Board budget. Expansion will also be presenting a short report at the meeting.

Eric will be the Master of Ceremonies.

Committee reports- will be assigned at committee reports. All board members will work this out with their committees.

2015 Elections

There were 4 applications submitted for 4 open seats on the Board. The Board would like to run the election with the 4 candidates as per the bylaws.

The Board would also ask a lawyer if we must run uncontested elections to inform the future.

Statement for the elections newsletter-

We realize that having 1 candidate per position is less than ideal. We strive to always having contested elections. Although we don't have that this year, we are committed to running the election as prescribed by the bylaws Article 3 Section 4 which says, 'elections shall be held annually'.

- ***Fern will send the statement to the newsletter***

Commitments

- **Grace will investigate the by-laws in regards to changing the 'dues' terminology pending**
- **Fern will email the meal train**
- **Fern will send the Annual Meeting Agenda to the Board for approval**
- **Fern will send the statement to the newsletter**

Meeting Evaluation

Decisions out of Meeting

1. **Approval of August Board Minutes - decision made via email**

Consent

Stand Aside - Micheal Snow, Matthew Schmezler

2. **Proposed Bylaws Change - decision made via email 9.2.2015**

The Elections Task Force proposed a bylaws change to the Board. This proposal was consented to via email and will be included in the 2016 Elections.

Current OFC bylaws allow only for member notification of the Annual Meeting and Board of Director elections through mailings via the U.S. Post Office. With the use of so much paper, and over 15,000 members to notify, these mailings are costly for both the environment and the Co-op. Electronic notification would greatly reduce these costs and allow the Co-op to become more paperless. However, this change in how OFC sends out these notifications requires a change in our Bylaws.

It is therefore proposed that the OFC Bylaws be amended to read, with additions underlined:

An annual meeting of the membership shall be held each year. The place, day, and hour of the meeting shall be mailed to all active members, or sent by electronic mail to those active members who have consented to receive the notice electronically. at least 10, but not more than 50 days, prior to the meeting. To receive notice of the annual meeting electronically, members must submit a request in writing, either electronically or on a paper form available from the Cooperative, indicating their consent and designating the electronic mail address at which they wish to receive such notice. In addition, notice of the meeting shall be posted at the Cooperative at least 10 days prior to the annual meeting. The purpose of the annual meeting is to provide an opportunity for the Board and members to discuss the activities of the Cooperative. The Board shall establish the agenda for the annual meeting in a manner that allows for members to propose agenda. (Article II Section 6 of the Olympia Food Co-op Bylaws.)

Request to go paperless will also be included on the OFC Membership form.