



Board Meeting Minutes

3.16.2017

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

Absent: David Copley

Agenda

Agenda Review
Announcements
Mission Statement
Commitments Review
Member Comment
Eastside Remodel Process Proposal
Committee Reports
Staff Report
Break
Committee Guidelines
Executive Session Process
Executive Session
Commitments
Meeting Eval

Announcements

- Jim will need to leave early at 8 pm tonight
- Grace is holding an emergency coverage beeper the ringer is on.

Commitments Review

- ***Grace will move forward on getting the Advocacy committee staffed Complete.*** Two staff are interested in serving. The charter that was approved on its creation is not clear on the number of people on the committee. Grace would like to bring a revised charter for the Boards approval in April
- ***Fern will notify the Expansion committee of the new Board member Complete***
- ***David will draft a response for emails. Send it out via email for review but will not wait for comments. He will send it to the customer service coordinator and fern to respond. N/A***

- *Laura will send statement for staff and send it to the website and social media. Complete*
- *Fern and Laura will draft Board email agreements and protocol and bring back to the Board in March. Pending*
- *All Board Members will bring Draft of Committee Guidelines to Committees for feedback Complete*

Member Comment

Jen Hart- Attended to express her frustration with the Expansion process. She used to ask casually within the Stores about the progress and never seems to get a real answer. She is just curious about what is going on.

Micheal replied as a serving Board member on the Expansion Committee:

The Committee worked with Consultants last year and the determination was to tear down the Eastside and rebuild. A pro forma and general feasibility study was performed on the plan which showed that the project was not feasible because of a few reasons; financially as well as the site being too small for the proposed size of the store. The next step was looking at other sites that did not pencil out either. The Board is looking at an Eastside remodel project today and continuing to search for alternate sites as well. The Olympia Food Co-op is very fiscally responsible and moves slow but diligently for an expansion that will support the organization. Internally we are frustrated with the progress as well, but are diligently working to find the right opportunity.

If there are any opportunities for her to volunteer to help she is interested.

Eastside Remodel Process

See Attached Document # 1

This process guides the overall process of remodeling. It does not include specifics, budgets and timelines. But is a process that outlines how it will happen. Expansion modified last years expansion process proposal for the proposed remodel.

The Remodel Implementation Team will be the ‘working’ team. They will meet with the Expansion liaison and report to the Expansion Committee. The Collective and Board will consent on the design. The Project Manager Job description will be drafted and will be managing the project with the Remodel Implementation Team. Financial planning is already in process with the Finance CAT and Committee.

This proposal was presented at recent Collective meetings. Meeting A did not consent to the document and requested additional documents. These documents will be drafted and included within the Collective Proposal journal.

Feedback and Board requests:

- Expansion team will clean up the document without highlights and cross outs.
- Include what has been consented to previously.
- Take out lightly in FAST section

- The Board would like to see a timeline and would like reports monthly on the progress via committee reports

Proposal

The Board Approves the Eastside Remodel Process

**Stand aside- Laura
Consent**

Committee Reports

Advocacy- has not met.

Co-Sound- discussing starting a super Co-op of co-ops. They are doing research and having conversations.

Finance- Growth is down industry wide and within our own financials as well. Expenses were down, so we still managed to add to cash on hand. Commonly, we optimistically budget for growth and have been consistently wrong in those projections. Professional services and Medical expenses were overspent. Despite not having done great on our budget last year, Cash was significantly better. The Committee has discussed simplifying financial reports, both in formatting and reducing into more subcategories.

Feedback and requests for the Committee-

Send out variance reports to the Board as well.

Finance Committee should work towards establishing a capital plan.

Expansion- Had agenda item. Is looking for a new Coordinator, for now Sophia and Fern will be filling the functions of that role.

Eco Planning- Met with the new Staff members to the Committee. They are looking at resources from NCG around sustainability. They also just brainstormed ideas.

Personnel- Talked about the 'Committee Guidelines'. Acknowledged the need to update the Charter. As well as update the Job description of the Personnel Coordinator and the Safety Coordinator.

Member Relations- The Annual Meeting will be combined with the Harvest Party this year to celebrate our 40th Anniversary. The party will be October 28th 3-8 pm at the Olympia Community Center. 3-5pm will be the business portion of the meeting, 5-6 pm Food, 6-8 pm beer, wine, music and dancing. Flyers will be available soon.

There has been a request made to Members to send in any photos that they have of the Co-op through the years.

They will be hosting a Co-op conversation about the Discount changes soon. The Discount change will be rolling out as outlined last months meeting. If any Board members are available to table at the stores, you can sign up at customer service.

Local- has not met.

- Fern will email the Local committee for information about meeting time

Standing Hiring- has not met.

Bylaws Task Force- Laura sent out an email to Staff inquiring about Bylaws changes and has already received information from a few groups. We need to select a Board member to serve.

- *Laura will email BPC to select a rep(s) for the Bylaws Task Force.*

Proposal-

**The Board selects Desdra and Micheal to serve on 2017 Bylaws Task Force
Consent**

Staff Report

The Collective discussed the Eastside remodel process proposal. They also reviewed the 2016 finance reports. There was an agenda item that discussed the possibility of a store closure on May 1st which would come to the Board for approval. The Labor CAT brought back information about general scheduling possibilities. The group also reviewed more Shift Board trainings. The Member who addressed the Board at last months Member comment Rita cards have been found and sincere apologies are being made. Slight changes to the Eastside stores front end this spring! The former TULIP walls will be coming down in two weeks.

- *Desdra, Jaime, Laura will meet to discuss the 2017 Board retreat.*

Committee Guidelines

Last month Board Members took the draft of the 'Committee Guidelines' to their Committees for feedback.

General feedback on draft

- do not capitalize annual
- Finance does not meet monthly

Other questions

- provide a better sense about who and how to post to Board pages
 - create guidelines for what should be in notes
 - Co-sound has no charter and no staff person currently
 - Include Board retreat report
 - gather Budget request by the Board retreat
 - attendance and membership expectations
 - Committee evaluations ; will self evaluate annually using the committee guidelines
 - Annual work plan at time of Charter update
- *Brian is willing to do research on committee evaluations and will put it on a google drive*
 - *Fern will edit the committee guidelines and send out to all via email*

Proposal

**The Board approves the Committee Guidelines
Stand Aside- Julianne, Laura
Consent**

Executive Session Process

This agenda item was brought to support the Board's Executive session process and outline the intent and purpose of Executive sessions. Desdra compiled some resources about Executive session process to inspire discussion and about agreements held by the Board. Executive session allows Board members to relate to each other as peers and partners.

There was a lengthy discussion about the value of Executive session as a space for the Board to self organize and inspire and continue deeper working conversations. It puts the weight of the work back into the Board control as a lot of the work and responsibility has fallen to the Board support team

Recommendations:

Send executive session request to fern along with if staff should leave. This would alleviate the rest of the bod support team.

Standing agenda item. 25 min. Board Support team will always exit the session. Would be invited as needed.

Experts/Consultants may be invited to the Session by the Board.

Change the agenda to move up meeting eval and commitments before the Executive session

Do it for three meetings and then evaluate

Possibly switch the responsibility of the facilitator/ note taking to Officers when Executive Session

- *Fern will type up executive session process draft and send out to all*

Commitments

- *Fern and Laura will draft Board email agreements and protocol and bring back to the Board in March. Pending*
- *Laura will email BPC to select a rep(s) for the Bylaws Task Force.*
- *Fern will email the Local committee for information about meeting time*
- *Desdra, Jaime, Laura will meet to discuss the 2017 Board retreat.*
- *Brian is willing to do research on committee evaluations and will put it on a google drive*
- *Fern will edit the Committee guidelines and send out to all via email*
- *Fern will type up executive session process draft and send out to all*

Meeting Eval

- Let Grace know when you like to be on stack. She will be more ready to build a stack

Decisions out of Meeting

1. Approval of February Minutes

February 23, 2017

Proposal

The Board approves the February Minutes

Consent

Stand Aside- Desdra Dawning, Julianne Panagacos, Sam Green

2. Hiring Proposals

March 3, 2017

Proposal 1) The Board Approves the proposal to hire a 7th person

Consent

Stand Aside- Sam Green

Proposal 2) The Board Approves the recommendation from the hiring pool.

Consent

Stand Aside- Sam Green

Next Meeting

Advocacy Charter Re Draft

Board Officers

Executive Session