



Board Meeting Minutes

7.16.2015

Attendance: Teresa Young, Isabella Rogol, Matthew Schmezler, Desdra Dawning, Habib Serhan, Micheal Snow, Mohammed El-Sokkary, Fern Moore (*Board Observer*), Grace Cox (*Facilitator*)

Absent - Max DeJarnatt, Eric Mapes, Alejandro Rugarcia (*Staff Representative*)

Agenda

Agenda Review
Announcements
Mission Statement
Commitments review
Member Comment
Membership timing proposal
Staff Report
Committee Reports
Break
Advocacy Committee Charter
Elections and the Annual Meeting
Strategic priorities
Organizational Health
Executive Session
Commitments
Meeting Eval

Announcements

- Teresa will be late
- Max is unable to attend tonight's meeting
- Habib will be out of town from July 31st to the Aug 9th
- Matthew will not be here for the August meeting
- 3 days are left for the CECOCESOLA exchange on Indiegogo, any contributions are helpful.

Commitments Review

- *Alejandro will coordinate the signing and sending of the support for dairy workers of VT letter - complete*
- *Fern will coordinate another meeting of the elections task force - in process*
- *The elections task force will attend the next Member Relations meeting - the task force will attend their next meeting*
- *When the Elections task force beckons Board members to table they will*
- *Max will redraft the Advocacy committee charter - complete*
- *Fern will draft up a strategic priorities document for Staff, to review with the Board at next meeting - complete*
- *Fern will pass on online voting to Tech and Outreach for development - complete*

Member Comment

Nancy Koppelman

“Thank you for making time for member comments. Yesterday was the five-year anniversary of the co-op’s boycott of Israeli goods. Since then, four members have sued the 2010 board, and the co-op attempted to get the case dismissed on the force of the state’s anti-SLAPP statute. In May the Washington Supreme Court unanimously found that the statute violates the state’s Constitution. The Court not only dismissed the complaint against the plaintiffs; it struck down the law on which the complaint was based. The lawsuit against the co-op goes forward, and the wounds of five years ago open afresh. As the current board, you can stop it. You do not need to decide whether the boycott itself is in accord with the co-op’s mission, or whether the 2010 board did right or wrong. All you need to do is set the boycott aside and steward the open processes, considering institution of a boycott through channels outlined in the co-op’s bylaws. You can help avoid the difficulty, expense, upheaval, and further damage to parties on both sides that a lawsuit will certainly bring. Such an open process would do much more than that. You would give the community the gift of frank, open, educational, and extended discussions about what it means to be a community-based business that simultaneously works toward social justice. You would foster democratic engagement and participation in keeping with the co-op’s mission statement, which you just read. It’s a wonderful statement, but its words are empty unless we enact them when it’s most challenging to do so. The 2010 board did not know what their boycott would yield. In contrast, you do know. The co-op now finds itself on the defensive, and without the free speech argument on its side. It will have to show that its action was an extension of the board’s rights and responsibilities, and that it did not undermine the trust that the membership places in the board. As with the complaint against the lawsuit which ended the anti-SLAPP statute, no one knows how the court will find. You are in a difficult position. Some people may object to an open discussion and an inclusive process. That’s because the values embodied in the boycott and those embodied in the co-op’s governing principles are in conflict with each other. This is why, over the last five years, many friendships have been damaged and hundreds of co-op members have been hurt by the 2010 board’s boycott action. You are not beholden to the consensus of that board. Only one of its members still serves. You are trusted to make decisions of your own, and in today’s context. I hope you will take a different approach, and enable us to come together and begin to heal. I sincerely hope you will consider it. I appreciate your leadership, and the best of luck to you all. Thank you.”

Membership Timing Proposal

See Attached Document #1

The Board acknowledges that the term 'dues' is not accurate terminology and implies payment is due annually. The Board would like to investigate making the change from 'dues' to 'member investment or equity' and how this change would pertain to the by-laws. If the by-laws need to be amended, it would need to be included in the 2015 elections.

(we will discuss this next month)

- *Grace will investigate the by-laws in regards to changing the 'dues' terminology*

Proposal-

The Board Approves the change to the Member Dues as outlined in the 'Membership Timing Proposal'

Consent

Staff Report

The Collective is working on the budget process and Finance is starting to draft the 2016 operating budget. Staff have been working a long time on our ability to cover time tied work and floor shifts when staff are on vacation and leaves. They are looking at various options presented by Labor Systems, a lot of hard work is happening. They are trying to balance the needs of the Co-op and staff's individual needs. There was a Off hours stocking proposal presented at meetings this month, proposing doing night stocking which will help the stores function better. There was another proposal that came from Finance CAT to change the timing of staff bonuses and the boards profit donations. Last year we showed profit and we did the donations and bonuses and then we experienced a cash crunch. The proposal brings the schedule in line with the fiscal year so that we can base profits off of statements and cash flow. This will be coming to the Board, it is currently being re drafted. BPC is drafting language around meeting support, we are including board committees within that requirement. We also began work analyzing our staff compensation package. Looking at our seniority raises, and what our pay scale would like if we wanted to start at 15\$. We are looking at the value of our benefits package and how we compare to other co-ops.

Committee Reports

Co-sound- will be meeting on July 23rd with the larger network. The CECOCESOLA exchange committee has purchased the tickets and designated dates in mid October-mid November. They are planning a 5 day trip to see different co-ops in the region. There are 4 participating organizations in the exchange.

Finance- has not met but will be reviewing the budget process. The budget process will be coming to the August Board meeting. We are coming up to the point at which we need to state a profit goal.

The Board should clearly state a commitment to planning for and budgeting for the Eastside expansion project in order to be sustainable with our finances.

The Board agreed that the Eastside expansion project is the number one priority.

Personnel- has not met.

Local- evaluated the recent Local Eats event. There was good feedback from our guests, staff and vendors. There was feedback about creating more advertising of the events at either store, and creating handbills. They committee also hopes to connect with SPSCC culinary program, and the Flaming Eggplant. They also received minor feedback about the parking impact from the event at the Westside.

Standing Hiring- no news to report.

Member Relations- has not met.

Expansion- coordinating with the Development Co-op, who will be here on July 23rd to do walk throughs of the stores, meet with the committee and review the work that has been done. The Development Co-op will be beginning the financial feasibility. The Eastside Expansion process proposal has been consented too. The committee is drafting the EIT proposal and the point person job description. The Project parameters and priorities proposal also passed with the addition of class space.

Board Staff Relations task force- has not met.

Discount task force- has not yet met.

Elections Task Force- has not met

Advocacy Committee Charter

See Attached Document #2

This is the Second draft of this charter. Max redrafted based on feedback gathered at last months Board meeting.

Board Feedback on Draft 2

- Start bullet points with a more active word (take out the to's)
- Hard to follow - shorten and make more concise

The Board decided to Table this discussion until next month when Max is in attendance.

- ***Any additional feedback on the Advocacy charter draft will be emailed to Max***

Elections and Annual Meeting

The task force has yet to meet with Member Relations, although there has been communication via email . Member Relations has another meeting planned for the 27th, at that meeting the Task force hopes to have more to share about elections outreach and the Annual Meeting. The Board would like to have a brainstorm session at the next meeting about objectives and tasks to generate for the task force.

The application period for candidates to the Board has been changed this year from August 15th- September 15th to August 10th-September 10th in order to meet the newsletter deadline.

The Application questions were amended at the last meeting. Those changes will be sent on to our signage coordinator for reformatting and rebranding and will be posted on the website, social media and in store on August 10th.

There are 4 openings on the Board for the 2015 Elections.
All four seats are three year terms.

Annual Meeting Agenda item brainstorm

- Expansion
(if financial feasibility has concluded we could kick off member loans)
 - Membership system - Developing electronic voting
 - CECOCESOLA exchange
- ***Isa will check in with Keziah and Janie about Member Relations and the Annual Meeting and cc Fern and Desdra***
 - ***Fern will add a brainstorm for Elections Task Force to next Board meeting agenda***

Strategic Priorities

The Board has been clarifying the Strategic Priorities created at the Board Retreat. The Board would like Staff feedback on these ideas before they approve the priorities.

Board Feedback on the draft

- Expansion as number one priority
 - Add marketing to the vision
 - Teresa will send org health piece
 - Increase member participation in governance
- ***Teresa will send Fern the info for the Organizational Health***
 - ***Fern will send the final draft of Strategic Priorities to the Board***

Organizational Health

Teresa and Desdra went to all three Collective meetings and presented the idea to gather feedback. They got the impression that there was strong support and desire to do something like this. They got names of Staff interested in being on the task force. Figure out the budgeting for 2016. They will be drafting a proposal.

- ***Fern will send an email to all staff inquiring about what staff members would be interested in serving***
- ***Fern will email Mo about a member at large for this work***

Commitments Review

- *Grace will investigate the by-laws in regards to changing the 'dues' terminology*
- *Any additional feedback on the Advocacy charter draft will be emailed to Max*
- *Isa will check in with Keziah and Janie about Member Relations and the Annual Meeting and cc Fern and Desdra*
- *Fern will add an agenda item about brainstorm for Elections Task Force to next Board meeting*
- *Teresa will send Fern the info for the Organizational Health*
- *Fern will send the final draft of Strategic Priorities to the Board*
- *Fern will send an email to all staff inquiring about what staff members would be interested in serving on the Organizational Health Task force*
- *Fern will email Staff member Mo about a member at large for the Organizational Health task force*

Next Meeting

Budget 2016

Elections and Annual Meeting (elections task force brainstorm)

Advocacy Charter

By-laws house keeping (language around dues)

Decisions out of meeting

1. Approval of Board of Directors June Meeting Minutes- decision made via email
Consent
Stand Aside-
Desdra Dawning, Micheal Snow, Mohammed El-Sokkary
2. Approval of 'Other Bank' bin request- decision made via email
Consent

The Board received a request via email to support a donation barrel for the Other Bank at the YWCA. The Other Bank works like the Food Bank, but instead of food items, we give out household supplies, toiletries, feminine hygiene products, and diapers. A barrel would be at either or both Olympia Food Co-ops.

Attached Documents

1. Membership Timing Proposal

Proposal to Staff and Board, from Mo 6.18.15

Procedural change to regular membership fees schedule

It's another Catapult thing! We are working hard to get our funky membership system integrated into Catapult's membership module, and have discovered another sticky spot that needs to be addressed. Catapult is set up so that memberships have profiles and certain criteria around them are built into the software. For our regular membership, we have procedurally allowed people to defer their first year's dues payments for 12 months, but the catapult system will continue to ask for the needed dues payment for any "regular member." We don't want to create two kinds of regular members in the system, so membership is recommending we change this procedure for new members starting from the time we "go live"- hopefully Aug 5!

Current description of regular member:

- pay a one-time \$5 membership fee (non-refundable, due the day you join)
- pay \$24 total in dues, either all at once, or at a minimum rate of \$6 per year for four years after you join. (You may defer your first year's dues payment for up to 12 months from the date you join.)

Proposed description of regular member:

- pay a one-time \$5 membership fee (non-refundable, due the day you join)
- pay \$24 total in dues, either all at once, or at a minimum rate of \$6 per year for four years after you join.

So, a new member can join for as little as \$11 once we make this change. This description only lives in our brochure (thankfully not recently updated), on our website descriptions, and on our membership forms. We think this will also be an easier way to describe how to join as a regular member, taking away this option removes one of the things we have to explain. For those who find \$11 a barrier to joining, we will still have the free low income and senior and disability memberships to offer.

The Front End Department discussed this change and its ramifications in June and consented to the change. Please let me know if you have questions!

2. Advocacy Committee charter Draft 2

Charter of the Board Advocacy Committee

The Board Advocacy Committee is authorized by the Olympia Food Co-op (OFC) Board of Directors (BOD) to carry out any and all activities related to its purposes as described below.

Purposes:

- To present BOD the opportunity to endorse relevant local, regional, national and international political causes **relevant to the Co-op's Mission**
- To develop framework to guide consideration of support requests
- To field support requests for official endorsements/further action from local causes
- To make **routine** assessments of current, on-going advocacy campaigns to evaluate efficacy and ensure relevancy and message consistency.
- To solicit input from the collective and membership regarding political causes and effective tactics.
- To devise action plans to enable increased civic engagement of the coop community
- To appraise membership of local action and opportunity via the website, social media, store bulletin boards, and the newsletter.
- To coordinate political action locally

Structure: The Board Outreach Committee shall consist of a minimum of three individuals: two active BOD members, and one Staff member who will coordinate and support the activities of the committee (and who has a number of paid hours, as determined by the staff, per week, to do so). As many as three additional members may comprise this committee - bringing it to maximum capacity of six members total. Any additional members must be interested and qualified co-op members who have been appointed by the BOD. Committee members shall be appointed by the board on a yearly basis. These appointments shall be made within the 60 days following the BOD elections, except for the committee member who is a member of the staff, as they will instead be appointed by the staff during the same period of time.

Process: The Board Advocacy Committee shall meet at least once per month and all decisions shall be made by consensus.

Guidelines: In seeking direction and making determinations as to whether or not their activities are in accordance with the purposes stated above, committee members shall refer to the Articles of Incorporation and the OFC Bylaws, as well as soliciting advice from long-time staff members. They shall also consider such materials as are available from organizations whose purposes are compatible with those of the OFC as stated in the Articles of Incorporation and the Bylaws.