



## Board Meeting Minutes

8.18.2016

**Attendance:** Julianne Panagacos, Sam Green, Desdra Dawning, Micheal Snow, David Copley, Vicky Schroeter, Laura Kaszynski (*Staff Representative*), Fern Moore (*Board Coordinator*), Grace Cox (*Facilitator*)

### Agenda

Agenda Review  
Announcements  
Mission Statement  
Commitments Review  
Member Comment  
Second Quarter Statements  
Break  
Committee Reports  
Staff Report  
Board Retreat 2016  
Board Evaluations EXECUTIVE SESSION  
Commitment Review  
Meeting Eval

### Announcements

- The Discount Task Force will not be presenting to the Board this month. The Agenda has been revised.
- Vicky is contemplating resigning from the Board. September will probably be her last month.
- Protecting Olympia Water - ***Fern will send to the Board for review***
- There will be a Bike Shop pop-up across from the Food Bank Sept 7<sup>th</sup> and Sept 10<sup>th</sup>. Come on down and see David and volunteer time to help build bikes, or donate bikes and bike parts to shop.

### Commitments Review

- ***Laura and David will work on confidentiality agreements, privacy policy and Board ethics Pending***
- ***Laura will take on addressing the divide between Outreach CAT and Member Relations. Pending - emailed staff haven't heard back***
- ***Grace and Fern will draft a statement and send out to all for approval. We did not draft a statement. We have been seeing a lot of Tacoma Members shopping with us and have had great conversations. Pending.***

- *All Board Members will review the 'Privacy Policy' draft and submit feedback to Mo. Pending*
- *Laura will add the Board Greeter to the Staff Rep job description Pending*
- *The Elections Task force will redraft the application and send it out to all for approval before the August 15<sup>th</sup> application deadline. Complete*
- *Julianne will make revisions to the consent via email policy Pending*
- *All Board Members will send Board Retreat feedback to Laura and Julianne. No feedback received , agenda item later in meeting.*

#### **Member Comment**

None

#### **Second Quarter Statements**

Micheal presented the Second Quarter Statements to the Board.

Starting with the the 'Year to Date Budget Report'. This report shows through June 30<sup>th</sup>

Sales are under Budget by 1.19%

Cost of Goods were under 1.29%

gross margin was 1% down

Gross revenue also shows 1% under projections.

Discounts are not subtracted from Sales anymore, they are shown as a business cost.

Discounts are over 4% over projections. There are theories as to why Discounts may be up, one of them being that because of the new Membership cards automating discounts for every sale. Working Member Discounts are under by 13% and Staff Discounts are under by 4%.

Medical benefits are under budget by \$52,000, this is an unpredictable expense.

Total expenses are under 1.14% .

Payroll wages are over budget, as they always seem to be. How it is budgeted for and the average wage used to make that projection needs to be re evaluated. Finance Committee will address this. Vacation pay is over, which is also a volatile line item.

Net Earnings for the first half of the year is 3.82%, showing \$79,900.09 as profit.

The Assets portion of the report showed; Cash under 15.66% from 2015. Leaving our Total current assets -2.23%. There was discussion about Cash performance.

The Liability and Equity report showed; Our Total liabilities -11.04% and a slight increase in Equity of almost 4%, due to an increase in Member dues.

Our Ratios show; Current ratio -1.37, Quick ratio -.57 and our Debt to equity -.58

The amount of equity to debt is very large, this is because we are cash shy and debt avoidance.

We were able to increase our Margin at both stores by almost 1%. We will continue with that work.

#### **Staff Report**

Everyone on the Collective is working one creating the 2017 budget. Every CAT, Committee, Coordinator, and Department. We are currently evaluating our Benefits.

## Committee Reports

**Advocacy-** has not met.

**Co-sound-** Everyone is back from Venezuela! They have not met, since the return.

**Finance-** reviewed Second Quarter Statements. Focused much of their discussion on Cash. In 2013 during the first cash crunch, the Finance CAT was instrumental in leading the organization through it. The Finance Committee has requested Finance CAT lead the organization through this cash crunch.

**Personnel-** continued work on the Handbook.

**Local-** putting together an updated list of Local vendors for the Local Eats event. They are also working on creating in store signage for local products in the store.

**Standing Hiring-** has not met.

**Member Relations-** continued to talk about the Annual Meeting, which is themed on 'Food sovereignty and Native Rights'. They had a question regarding using the word 'annual meeting' in regard to the bylaws, do we have to advertise the event as the 'annual meeting'? After discussion it was decided, that because it is not capitalized, it does not seem so. But whatever it is called, it should be explained that the annual meeting business will take place during the event. They also discussed Elections recruitment. They also need an MC for the Annual Meeting, if any Board Member is interested let Desdra know.

**Expansion-** Recently held a retreat and a subsequent meeting. They are regrouping and crafting a proposal. The Committee is immediately looking at options to remodel the Eastside store, hoping that we will do the work in 2017. They are also looking at modeling what it would like to operate a small store and /or a large store in the downtown area.

**Eco planning-** has not met.

**Board Staff Relations-** Board Pages is just about ready. The Task Force hopes to present it at the next Board meeting.

**Discount Task Force-** Scheduled time on tonight's Agenda but ran into Staff opposition to the original implementation plan they proposed. They request more time and hours to build more support for the recommendation. It is not Staff's decision, but they are on the front line with customers. So sharing a common vision is integral in the implementation.

**Elections Task Force-** Completed Board Application rewrites and branded and re designed it. Applications will be delivered to the stores tonight. Laura is working on getting new Ballot Boxes. The Task Force is also continuing to work on online voting, which may require a bylaws change.

**Organizational Health Task Force-** The survey 'Co-op Index' was completed. 75 out of 84 Staff Members participated. Everyone (all 84) started the survey, but not everyone finished it. The Board would like a full report at the next Board meeting. The Task Force has set up a meeting to create next steps and how it will be presented.

- *Fern will contact Mo for a copy of the 'Co-op Index' report and forward it on to the Board*

## **Board Retreat 2016**

*Timing* -> Yearly during June. (2016 meeting Sunday Dec 4th)

*Place* -> Does a Board member want to volunteer their home? If not, find a local place to rent for a day. (Laura's house?)

*Childcare* -> \$192 for 2 childcare people (8 hours at \$12/hour). The rate of pay and number of people hired for the day will be determined by the board each year. Lunch will be provided for childcare workers and included in the price of food. (2016 Laura will find childcare workers)

*Food* -> \$300 A few snacks and beverages will be provided. Lunch will be ordered from an agreed upon restaurant. (Julianne has food friends that may be able to make us lunch)

*Facilitator* -> \$500 Outside facilitation (2016 Raine Crow)

*Who organizes?* -> Each year the Board retreat will be organized by at least one Board member and the Staff Representative, the Board member(s) will be consented to by the June Board meeting. (2016 Julianne & Laura, anyone else interested?)

*Agenda*-> Some agenda items will be on the agenda every year, others will be added to the agenda by the current board.

### *Constant Agenda items:*

*Ice breaker/Introductions* of outgoing/current/new BOD members

*Board Agreements/Space Agreements* -to be reviewed/updated yearly at retreat.

*CAT Summaries* -what each CAT has been working on, and what their plans are for the next year. (including which staff are on each CAT)

*Committee Summaries* - what each Committee has been working on, and what their plans are for the next year. (including which bod members/staff are on each Committee)

*Strategic Planning* for the next 12 months.

*Board Added Agenda Items Added Each Year by Current BOD members*

Welcome to the Board Retreat to new Board members -

(Present for goal setting, you will inherit this work! New Board Info, contact info for bod members some time to ask Qs. Gain some context)

Invitation for first 2 hours of retreat

Including new Board Members?

-Assign an ambassador (to offer support and answer questions)

-Concerns about participation when not informed or trained.

-Invite them for the first two hours; including the cat summaries and committee summaries.

Curious about the outside facilitator, and what our goals are for strategic planning.

## Board Evaluation Systems

### **EXECUTIVE SESSION**

- ***Laura will draft a proposal for feedback on the Board support team / Board meeting evaluations. Send it out over email for Board feedback, and then bring it to next month's meeting.***

## Meeting Evaluation

YAY!!! Getting out before 9:30... maybe.

Round robin: Sam had a particularly rough time in this meeting. He felt like he had asked some simple questions and got a lot of information that he wasn't necessarily asking for. Dave thought it was a really good meeting, and appreciated everyone's input. Desdra says that this meeting has felt different than a lot of the past meetings. She says thanks to Julianne and Laura for all the work they've been doing to work on board infrastructure, etc. We're very sorry that Vicky might leave the board. Julianne had a pretty good meeting. Generally she has a lot of emotion with things that happen through out the month, but this meeting wasn't really so charged emotionally. She's also feeling things about how we might be half the board with just as much work to do as a full board. Mxl is doing fantastic. He feels like we are truly and genuinely working on some cool stuff and as a team and have some solid intentions in bettering the board. It was a reality check to Vicky to see that the coop is looking at other options than the new building, parking, etc.

## Commitments

- ***Grace will send out an update on Tacoma Food Co-op after tomorrow's meeting***
- ***Laura and David will work on confidentiality agreements, privacy policy and Board ethics pending***
- ***Laura will take on addressing the divide between Outreach CAT and Member Relations. Pending - emailed staff haven't heard back***
- ***Grace and Fern will draft a statement and send out to all for approval. We did not draft a statement. We have been seeing a lot of Tacoma Members shopping with us and have had great conversations. Re-committed.***
- ***All Board Members will review the 'Privacy Policy' draft and submit feedback to Mo. Re- commit***
- ***Julianne will make revisions to the consent via email policy pending***
- ***Laura will draft a proposal for feedback on the board support team / board meeting evaluations, send it out over email for board feedback, and then bring it to next month's meeting.***
- ***Fern will send emailed request for support to the Board for review***
- ***Fern will contact Mo for a copy of the co-op index report and forward it on to the Board***

## Next Meeting

Co-op Index report - 30 min  
Board Pages Intro  
Board Evaluation Systems  
Annual Meeting Agenda

## Decisions Out of Meeting

1. Approval of Board Meeting Minutes July - Decision made via email

**Consent**

**Stand Aside-** Vicky Schroeter (due to absence)  
Julianne Panagacos, Sam Green, Micheal  
Snow, David Copley (no response)