



## **Board Meeting Minutes**

**12.21.2017**

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

Absent: Jim Hutcheon

## **Agenda**

**Agenda Review**  
**Announcements**  
**Mission Statement**  
**Commitments Review**  
**Member Comment**  
**Committee Reports**  
**Staff Report**  
**Break**  
**Co Sound Proposal**  
**Board Resignation**  
**2018 Budget**  
**Executive Session**  
**Commitments**  
**Meeting Eval**

## **Announcements**

- Casey is hosting a Second Acro Class
- Brian announced that the name change to the park is going to happen in March. He is also working on a series about human trafficking with a native woman, Jeri Moomaw.
- Sam is working on a project for low income housing there may be a need for volunteers to go out and offer labor. Anyone capable of that please contact Sam.
- The Attorneys for the Co Defendants have filed for a dismissal. The summary judgement hearing will be held January 26th at 9am.
- A new group Board photo will be taken in January

## **Commitments Review**

- *Grace will amend the Advocacy Committee charter and bring the proposed changes to the Board* Pending - January
- *BPC will communicate the statement to Staff* Complete
- *Desdra will coordinate publishing the statement in the next issue of the Table* Complete
- *Jim will email an electronic copy of the statement to BPC, Desdra and Fern* Complete
- *Jaime will send out this draft of the budget to all for review* Complete
- *All Board members will try to submit a written committee report for December*
- *Desdra will send out her exit interview to all* Complete

## **Member Comment**

None

## **Committee Reports**

*Advocacy-* has not met

*Co-Sound-* has an agenda item.

*Finance-* Finance Committee met last week to review 3rd quarter financials, and the proposed 2018 operating budget. All of the materials we looked at are attached.

Through the 3rd quarter, sales and margin continue to be down compared both to projections and last year's actuals. This is more pronounced at the West Side. However, expenses are down significantly as well, including about \$100,000 in reduced discounts associated with the move to CAP, and some health care savings.

The 2018 budget is relatively conservative, in that margin predictions are closer to this year's actuals. Booking savings from the discount program is helping balance the budget, while allowing some additional investment in increased wages and anti-oppression work.

One item discussed was a continued decline in staff administrative hours for personnel-related functions. When looking at total hours for Eval, Personnel, and Conflict Resolution, these have fallen off sharply over the last few years. This is concerning, as we've heard staff concerns that there aren't adequate resources in these areas already. While the proposed amounts for 2018 are higher than the amounts actually worked as of Fall, 2017, they are lower than the budgeted 2017 figures.

Finance Committee is therefore recommending the Board consent to the proposed budget with a slight amendment. Recognizing that the budget is showing a \$20,000 profit for 2018, we'd like staff to return next month with a proposal to add some additional staff hours back into the Eval/Personnel/Con Res categories, up to a maximum of that \$20,000. That would appear to "buy back" the lost hours, up to 20hrs/week, which we hope (in conjunction with increased spending

on anti-oppression work) will help create the capacity to better handle personnel and related issues.

**Expansion**– The sub committee is still searching out locations. Micheal created an expansion framework for future expansion projects. The Expansion committee proposes a change to the sub committee charter composition. Sam would like to wait to propose this in January when the new Board has assembled.

*- The Board would like an update about the remodel and process*

**Eco Planning**- Looking for new Staff Reps. There is a sample of the new lighting at the Westside, a sample should be installed at the Eastside soon. The Committee continues to develop ideas.

**Personnel**- Continues working on a FAQ about the recent investigation. The FAQ will address questions and concerns. There is another investigation into harassment allegations.

**Member Relations**- Needs new Board Reps. There are developing two proposals (1) Unwelcome behavior and customer interactions. (2) Community Sustaining Fund as our official roundup. Developing framework for the Annual meeting planning as well.

**Local**- Planning a Local Vendor fair at the Westside for this spring.

**Standing Hiring**- Held a debrief of the recent hiring process. A written review has been sent out. Jamie did submit feedback about including the application materials in the future.

**CSF Liaison**- no report

## **Staff Report**

At the recent Collective Meetings, Staff gave feedback on a policy for handling difficult customers presented by Member Relations. Staff also gave feedback on SASSY shifts going to the Beeper for coverage. Scheduling also presented a list of possible solutions and took feedback on next steps. There was a slight wording change made for the Assessment and Inquiry Team and outsourcing for investigation. We had an end of the year toast. New staff started this week. Both stores will be Open on New Years day this year. Hours were adjusted for the holidays however.

## **Co Sound Committee Proposal**

*SEE ATTACHED DOCUMENT 1*

Since discussions last month with the Board regarding the future of Co Sound, Micheal has since created a Charter. He also has created a Charter for the Co-opatopia program. He also drafted the steering committee that we talked about last month.

The decision point on this proposal is lighting a fuse that the Food Co-op commits that the Co-Sound Committee will split off and become a stand alone organization. OFC Board members will serve next year on the Steering Committee.

### **Proposal:**

**The Board commits to the Co sound Committee that they will become a separate entity by January 2019. The Co Sound group will not be bringing further proposals of incorporation for approval by the Board but will participate in regular reporting and feedback. The Co-op will continue to support the committee with Board and Staff representation in 2018.**

**Consent  
Stand Aside- Laura**

### **Board Resignation**

Desdra Dawning resigned her seat on the Board. She was serving as President and resigned effective November 21. The Vice President Jim Hutcheon will act in her stead for the remainder of this year.

The Board will address the vacant two year term in January.

***-Laura will email out the vacancy process to all***

### **Budget 2018**

The Board reviewed a draft of the budget last month. The Final version is complete and is being proposed to the Board for approval.

Changes to the final version include significant decreases to Personnel and Evaluation labor hours. There is however an increase in labor hours to support Anti Oppression work. This budget allows for a net increase of \$57,000 in cash on hand. There is a \$20,000 profit shown in the budget. A small net profit is helpful for lending.

The Board members on the Finance Committee would like to propose that we use the profit to fund Personnel work. The Board would like to delegate this decision to Staff involved in this work on how to use the additional profit.

### **Proposal**

**The Board approves the 2018 operating budget adding an extra 10,000\$ annually to the conglomeration of line item. The Board would like a proposal from Staff , outlining how this profit will be allocated to this work for their consent.**

**Consent**

*- Fern will inform Finance and Big picture Cat of the budget decision*

### **Commitments**

*- Laura will email out the vacancy process to all*

*- Fern will inform Finance and Big picture Cat of the budget decision*

### **Decisions out of Meeting**

#### **1. Approval of November Meeting Minutes**

**Consent**

### **Attached Documents**

#### **CO-SOUND**

Proposal: CO SOUND Committee Change

12.19.17

Proposal: The Co-Sound Committee proposes to change its charter, and launch a new organization separate from the Olympia Food Coop.

Duration: We propose that for the length of time until we incorporate and launch a new organization, we continue to be a committee of the board, as we are now, but with a new charter and a more specific purpose. This new committee will be the CO-SOUND Steering Committee, and will behave more like a Task Force that dissolves after its purpose has been complete.

Purpose: The new Steering Committee charter outlines the purpose and responsibilities of the group.

Composition: We propose that the Co-op Development Coordinator staff continue on the committee, with 1-2 committed Board Members, as well as any members-at-large approved by the new steering committee.

Reporting Relationship: We propose that until there are new Board members on the

steering committee, the staff on the committee be the liaison between the Board and the committee, as well as to the Staff Collective. After there are new Board members, they will report to the Board monthly.

**Decision-Making Powers and Jurisdiction:** We propose that during the steering committee phase, all decision-making powers about what type of organization is to be created, its future membership, and its future purpose be solely the purview of the Steering Committee. Staff and Board members not on the Steering Committee may give feedback during updates and check-ins with the Staff Collective and the Board.

After the new organization has been launched, it will be a separate entity no longer a part of the food coop, and any future membership in that organization will be brought to the food coop like any other member asked to be a part of the new organization. The Food Coop will then decide how they will make the decision to join that organization or not.

**Timeline:** Our goal is to launch the new organization by January 2019.

**Future of the 'Cooperative Development Committee':** The Board may decide to either create a separate committee with a similar purpose of cooperative development or continue to work on that purpose after the Steering Committee has launched a separate new organization.

## CO-SOUND - Steering Committee Charter

1

### CHARTER

#### INTRODUCTION:

Since 2012 we have been organizing as a group of cooperatives and cooperative partners to provide a network of support for cooperative businesses, social justice organizations, and cooperative development in the south sound region. As our cooperatives and member organizations have matured and grown, the demand and need for a more formal organization and group services has become stronger. We recognize the importance of this effort and we have determined that a standing formal organization would further help us reach our goals.

#### PURPOSE:

The purpose of the Steering Committee is to:

- Determine the legal form the organization is to take.
- Determine the structure, vision, and mission of the organization, what its membership eligibility will be, and how it will be funded.
- Determine the services the organization is to provide.
- Determine the manner in which the organization is to provide services.
- Create a strategic plan, including financial projections, for the organization.
- Write any governing and operational documents for the organization including, but not limited to, Articles of Incorporation, Bylaws, and Operating Articles.

#### RESPONSIBILITIES:

The responsibilities of the CO-SOUND Steering Committee are to:

- Provide a venue for committee members to comment on proposed structures, rules,

and services.

- Provide a venue for committee members to participate in workgroups in support of creating a cooperative association.
- Review and discuss ideas, research, needs, and "best practices" presented by committee members.

#### MEMBERSHIP:

The membership of the Steering Committee is voluntary. Members should be prepared to attend all meetings in order to benefit the group as much as possible.

The Steering Committee will be composed of:

- At least one member from each participating cooperative and partner organization.