



## Board Meeting Minutes

1.18.2018

**Attendance:** Brian Frisinia, Jim Hutcheon, Jaime Rossman, Ben Witten, Sam Green, Joanne McCaughan, Peter Brown, Laura Love (*Staff Representative*), Grace Cox (*Board Facilitator*), Fern Moore (*Board Coordinator*)

**Absent:** David Copley

## Agenda

**Agenda Review**  
**Announcements**  
**Mission Statement**  
**Commitments Review**  
**Member Comment**  
**Expansion**  
**Committee Reports**  
**Staff Report**  
**Break**  
**Committee and Officer Assignments**  
**Alcohol Task Force**  
**Board Resignation**  
**Executive Session**  
**Commitments**  
**Meeting Eval**

## Announcements

- Grace announced that her friend and farm worker advocate is being deported. She may be reaching out for references.
- Brian announced that the Billy Frank Jr park is working towards a March 9<sup>th</sup> grand opening, exciting new! Nathaniel Jones has been incredible to work with on this project. A Statewide Bill was introduced for Indigenous Peoples Day to be recognized across that state of Washington. He also talking with Nisqually Tribe to hand off coordinating celebrations for Indigenous Peoples Day.

- Laura announced that Hillary, the photographer is not available to take the group Board photo tonight. She will attend next months meeting.
- Brian also announced that in the month of February he is working with the Peltier family to coordinate a prayer vigil day for Leonard. He is in isolation and unable to communicate with his family. It will be an all day prayer vigil across the globe.

### Commitments Review

- ***Grace will amend the Advocacy Committee charter and bring the proposed changes to the Board Pending- amended and is getting feedback from the committee will bring next month***
- ***Laura will email out the vacancy process to all*** Complete
- ***Fern will inform Finance and Big picture Cat of the budget decision*** Completed by Grace

### Member Comment

None

### Expansion- Eastside Remodel Process

Sophia the Expansion Coordinator attended to present the newly revised Eastside Remodel Process. The previous document was originally written for a third location expansion and was revised for the remodel. The Committee realized that the process was cumbersome and did not meet the needs or scope of a remodel. This revised process has been taken to Staff for review and feedback at recent Collective meetings. That feedback was incorporated into the present draft. The Eastside remodel project is a face lift and will not increase the actual square footage of the building, but may be able to free up square footage inside the existing building. Sophia reviewed the stages of the process as well as reviewed the appendix about decision making. She also reviewed where the Expansion committee is within the process.

#### *Feedback:*

Peter asked about a specific dollar amount being attached to each decision making level in the decision appendix.

Sam adds that we should also include who will be making the decisions (ie the project manager or the RIT)

Joanne asked about store closures and the impact on sales. *There is a standing value of not closing or impacting store hours, remaining open as much as possible is a priority. But store closures are imminent with this remodel.*

Jaime asked if there is a Board member on the Remodel Implementation Team (RIT). *There is representation of the Board on the RIT. The RIT will be updating the organization on the remodel*

*and impacts of the project during construction. The Project Manager will report to the Board monthly during the remodel.*

#### Next Steps-

The revised process will be proposed to the Staff for their consent via the Proposal journal as well as the Project Manager and Remodel Implementation Team job descriptions. These Documents will be brought to the Board for review and consent.

#### **Committee Reports**

***Advocacy-*** has not met. Grace redrafted the charter and will bring for the Boards Consent next month.

***Co-Sound-*** no report

***Finance-*** have not met. There is a report back on the request that the Board made about the budget. *See Staff Report below.*

***Expansion-*** The Subcommittee have not had any substantial leads for new opportunities but are continuing to move towards a remodel for the Eastside store. We have taken a step back to revisit the Eastside Remodel Process and have more work to do with the Remodel Implementation Team (RIT) document and the Project Manager (PM) Job Description. Once those are completed, Expansion will be working to staff the RIT and hire a PM who will jointly take the lead from there.

***Eco Planning-*** no report

***Personnel-*** Reviewed a report from an investigator about harassment claims. They are also discussing with the parties involved the investigators findings

***Member Relations-*** no representation. Staff is continuing to consider a proposal from member relations about difficult customer interactions.

***Local-*** planning to meet soon to work on organizing for Local Eats scheduled for April at the Westside Store.

***Standing Hiring-*** no report

***CSF Liaison-*** no report

***Delta Force Subcommittee-*** The defendants have a motion to dismiss filed in the the lawsuit. If

there are any discovery requests or any other communication from the attorneys in the case those requests should shall be referred to Delta Force subcommittee.

*- Board requests to include Working group items from the retreat in the Committee Reports next month*

***-Fern will send out the Retreat working groups to all***

## **Staff Report**

Big Picture CAT sent a memo to the Board about the budget request made at the December Board Meeting. See below:

*To: Board of Directors  
From: Big Picture CAT  
Re: Final 2018 Operating Budget*

*At the December 2017 board meeting the Board consented to the proposed 2018 Operating Budget with one change – to add \$10,000 to fund work in the general areas of personnel, conflict resolution, evaluations, etc. The Board also requested a report from staff as to how we plan to spend the additional \$10,000.*

*FYI, every hour of staff time per week annualized equals approximately \$1,000. The \$10,000 will provide staff with approximately 10 hours of development time per week.*

*After consultation with members of the Finance CAT, Labor Systems CAT, and BPC, we have decided to add 10 hours per week to the AIT line item. The AIT line item is currently being used by a newly formed group called Humane Resources. Humane Resources includes representatives from Personnel, Conflict Resolution, Evaluations CAT, Anti-Oppression and Hiring. Humane Resources is charged with building proposals to rebuild the staff accountability system, clarify conflict resolution processes, and reestablish the staff evaluation system.*

*BPC will work with Humane Resources to provide on-going progress reports to the Board through the monthly Staff Report.*

*BPC share the Board's concern about issues with current personnel and accountability systems. Thank you for noticing and for offering resources to help us confront these difficult issues.*

*In solidarity and cooperation,  
Big Picture CAT (written by Grace)*

At recent Collective meetings, Staff hosted an evaluation on the change to the scheduling software 'Shift Board'. There was a wide range of feedback. We also talked about updating the

suggestion system to be more timely and responsive. Lots of ideas were generated concerning that work. Expansion presented about the revised remodel process. BPC brought a request to go back to including CAT reports at Collective meetings. The Hiring team started the next hiring assessment. The Collective continues to talk about the Member Relations proposal concerning difficult customer interactions. Last years hires are coming up for consent to join the Collective. Outreach worked with Thurston Talk about an article about the deli and our salad bar.

## **Alcohol Task Force**

*See Attached Document #2*

Robyn and Heather have been working on setting up processes to move us forward on the issue of selling beer and wine. Robyn presented a power point outlining the problem, impact of not selling beer and wine as well as the possible benefits. Robyn reviewed what the Task Force is currently working on and what they hope to accomplish in the coming months. They hope to present the proposal to the Staff Collective in February, with proposals to move forward with Task Force. Recommendations will hopefully be ready for consideration by the Staff and Board in April.

### *Feedback:*

Peter requested that the estimate for sales increase shows all the assumptions, including the lower estimates.

Sam requested that the Board be updated in February about the Staff decision on the Task Force continuing their work.

Peter asked why it took 15 years to revisit the question. *A major reason that the idea was revived is that there is no growth trend in sales. The Membership has always asked for it. As well as Members who spoke loudly and passionately against it. So we decided to not pursue it at that time. We could use it fund the organization at this time as well increase square footage.*

Brian would stand aside on this. He would like to acknowledge that this would change things in a considerable way.

Joanne spoke to the impact of alcohol on her family. She does not support it being in the stores. She feels strongly that the Membership be involved in the decision. She takes it very seriously and feels that we need to be very careful moving forward.

Jim asked if the Task Force needs anything from the Board from here. *Robyn pointed out there is an email address. They welcome any ideas and feedback throughout the process.*

Sam has very strong feelings about it and looks forward to seeing what the Task Force comes up with.

Peter suggests including setting apart a proceed of profits to support addiction education and support programs.

Grace requests that the Board think about, if there a way to merchandise a small amount of beer and wine in the stores, that could minimize the impact on the feeling of the store? This is a question she asks of Staff. Brian points out that we should look at how they merchandise alcohol in Canada in a completely separate area.

### **Committee and Officer Assignments**

**President-** Jim Hutcheon  
**Vice President-** Joanne McCaughan  
**Secretary-** Sam Green  
**Treasurer-** Jaime

### **Proposal**

**The Board of Directors approves the 2018 Board of Directors Officers  
Consent**

*Advocacy-* Brian, Peter  
*Co-Sound* – Sam, Jaime  
*Finance-* Jaime, Sam, (Ben)  
*Eco Planning-* David , Ben  
*Expansion-* Joanne, Sam  
*Personnel-* Jim, Peter  
*Local-* Jim, David  
*Standing Hiring-* Jaime, Joanne  
*Member Relations-* Jim, Peter, Ben  
*CSF Liaison-* Joanne  
*Elections Subcommittee-* Jaime, Laura  
*Bylaws Task Force-* Laura, Sam, Grace, Fern  
*Delta Force Subcommittee-* Jim, Sam, Jaime  
*BOD Staff Relations-* Laura, Jim  
*Board Reports-* Jim

- ***Laura will connect Board Members with their new Committees***
- ***Fern will forward Table deadlines to Jim***

The Board defers to Expansion about offering a note taking position to Casey.

## Board Resignation

Desdra Dawning resigned her seat on the Board. She was serving as President and resigned effective November 21.

The following is the bylaws section that pertains to Board vacancies:

Bylaws

Sections 3 Board of Directors

#5 VACANCIES - In the event of a vacancy on the Board of Directors, the remaining Board members may appoint a new Director. The appointed Director shall serve for the remainder of the term that was vacated. Any Board appointed Director is eligible to run for an elected term at the next election.

The Board also has their own internal policy pertaining to filling vacancies that was amended in 2015.

Internal Board Policy

<http://www.olympiafood.coop/wp-content/uploads/2015/04/20130620-BoardMtgMinutes.pdf>

Process for Filling Vacancies

“In the event of a Director vacancy, the Board shall solicit for applications to fill the vacancy by appointment. The announcement that the Board is seeking applications to fill the vacancy will be posted in the newsletter, all co-op locations, on the website, and social media accounts. The posting shall state the term length and the application deadline. Un-elected candidates from the previous Board election and previous vacancy candidates will be contacted to gauge the interest in re-instating their application. The Board may appoint qualified candidate(s) from the pool of applications received by the deadline.”

## Proposal

**The Board approves employing the existing Vacancy process to announce 1-2 vacant Board seats in order for it to be in the next issue of the newsletter. 3-4 weeks after it is published. Elections committee will coordinate**

**Consent**

- *Election task force will coordinate and initiate the vacancy process.*

## Commitments

- *Fern will send out the Retreat working groups to all*
- *Laura will connect committees with new board members*
- *Fern will forward Board Report Table deadlines to Jim*
- *Election task force will coordinate and initiate the vacancy process.*

## Decisions out of Meeting

### 1. Approval of December Meeting Minutes Consent

## Attached Documents

### 1. Expansion – Eastside Remodel Process

Eastside Remodel Process  
ERP  
2.0

Contents:

Stage 1: Feasibility and Planning

Stage 2: Development

Stage 3: Physical Remodel

Stage 4: Evaluation

Appendix: Decision Making

### Stage One: Feasibility and Planning

- Expansion Committee: Expansion Team begins networking with relevant partners in the community (contractors, engineers, electricians) to gain initial sense of what is possible, asking the big questions like “can we move the dairy cooler outside of the building”) Expansion Team also builds **wish list** of desired outcomes and goals for the remodel, knowing that not all of them can come true. Often these are in the form of questions that start with “Can we move/expand X, Y, or Z... without triggering the sorts of code questions that would render this project impossible?”—the sorts of questions that can be answered by contractors, engineers, architects.
- Documents: Staff and Board consent to Statement of Unity (done). Expansion Committee writes Process Document (this one!) and job descriptions for the Project Manager and Remodel Implementation Team.



- Financial Processes: Expansion Team works with Finance CAT and other advisors to determine a **ballpark budget** for this project and assess the feasibility of taking out a loan.
- Expansion Committee makes a **timeline** for the remodel process, to be presented to Staff and Board.
- Which Folks Are Brought On Board/Called Into Action: This stage is about gathering ideas and information from within the Collective, and sometimes asking for insight from members of our community that know more than Expansion does about some relevant things like building codes, banks, structural systems, etc. Expansion will assemble the Remodel Implementation Team, and learn what they can about our store so they are better able to set good parameters when they ask for a scope of services in Stage Two.

- **Remodel Implementation Team** Convenes

This team is the group that will oversee and support the Project Manager. They will come from several CATS and departments within the store. They will be approved by the Staff and Board, and will clear room in their schedules to devote several hours a week to their engagement with the remodel. The RIT will be the communication support between the Project Manager and the Collective. They will make sure that the groups impacted by decisions are informed and included throughout the process, and will help keep the process efficient and the communication ample. (See RIT job description).

The individual groups represented by the RIT will choose their candidates, and the final group will be consented to by Staff and Board.

- **Project Manager** is hired (either from within the Staff or outside) using the Job Description consented to in Stage 1 and using our Coop hiring processes. The BOD will have the final say about whether or not to approve the hiring recommendation made by the Hiring Committee.

The Project Manager(s) will hold the big picture of the remodel and will be in mutual support with the Remodel Implementation Team to ensure that the interface between the business and the remodel is kept in dynamic and clear good health. They will report to the BOD every month during the remodel.

(See Project Manager job description)

- This phase ends with the Remodel Implementation Team, the Project Manager(s), and Expansion conducting the Grand Hand Off, where Expansion gives materials and process over to the RIT and Project Manager

## **Stage Two: Development**

- Project Manager(s) and RIT: will meet with one or more architectural firms and procure a “scope of services”, in which an architect will assess the building, the needs of our business that we hope to pursue through remodeling, and our budget and will propose a plan that maximizes improvement to the store while staying within our budget. Project Manager(s) will then choose a group to provide us with a schematic, a plan that can be either sent directly to the City for approval or given to contractors and engineers as a direction for work. When a final plan is lined up and ready to be chosen, it will be presented to Staff and Board for consent.
- Financial Processes: Finance CAT will work with RIT and Project Manager to make a business plan for this remodel.

## **Stage Three: Physical Remodel**

- Remodel Implementation Team: The RIT will be working throughout the physical process to keep information flowing smoothly from the Project Manager and contract workers through the Collective. As representatives of key CATS and departments, the RIT will make many “medium-level” decisions themselves, on behalf of the groups they represent. They will meet regularly throughout the remodel, report to the Collective and Board as necessary, and stay in close contact with the Project Manager.
- Documents: Project Manager will submit for any necessary permits.
- Communication: The Project Manager will report to the Board at the monthly Board Meetings. The RIT will be in constant communication with Departments and CATs as the multitude of decisions involved in a remodel unfold.
- Financial Processes: The Project Manager will consult the RIT and Finance CAT where any changes to the proposed plan exceed the amounts permitted by the initial budget. Finance CAT must consent to any changes that exceed this amount.
- Physical Changes to Store: This is the phase of transformation! The different steps of the remodel will be undertaken with strategies and forethought with the goal of minimizing the impact on sales. Sometimes, however, certain parts of the store or the entire store will be disrupted, as some projects like redoing the floors cannot be done while staying open every day. The Project Manager will work with contractors, the RIT, SASSY, and departments to ensure that we are all prepared to handle disruption as best we can. The Project Manager will be largely responsible for “

- Which Folks Are Brought On Board/Called Into Action: The Project Manager will monitor the renovation process, and will consult with the RIT on any changes/additions/issues. Where reallocations of space are made necessary by the remodel, the RIT will work with Expansion and Merch CAT to determine allocation of floor space based on sales trends and the Coop Mission Statement.

#### **Stage Four: Evaluation**

- Expansion Committee: Will lead an evaluation process to assess the positive and negative impacts of the remodel on the business, once immediately after the remodel concludes (with an emphasis on evaluation of process) and another 1 year later (with an emphasis on evaluation of financial impact and quality of working/shopping experience).
- Documents: This is an opportunity to survey the staff and/or membership, as well as to make notes and improvements on process documents and job descriptions, so future Expansion processes know exactly what worked for us and what should be done differently next time.
- Financial Processes: Finance CAT will evaluate the remodel for its success in staying within budget and delivering the physical changes we were expecting.

#### **Appendix: Decisions, Decisions**

##### **Definitions and Examples of Three Levels of Decision Making**

**Minor Changes/decisions:** These are changes to design, budget, or timelines that are well within the original budget and design concept parameters. For example:

- Getting a slightly different piece of equipment
- Moving an electrical outlet to accommodate a back stock cooler
- Spending more on one design feature that's coming in slightly over budget because we know it will be offset by a savings somewhere else (or which is otherwise within the acceptable change limits pre-set by the RIT)
- Changing a timeline or work plan because a contractor is experiencing delays

**Medium-level changes/decisions:** These could include decisions that impact the look and feel, usability, or finances of the project. For example:

- What color to paint the exterior or interior
- Whether to move a bathroom
- Changes that would lead to a department having significantly more or less space

**Significant changes/decisions:** These are big decisions that affect the overall project or budget.

For example:

- A previously unknown engineering issue increases the total project cost by more than 10% of the established budget.
- The architect/contractor tells us that new projections show we can easily increase retail space by 400 square feet at a minimal cost per square foot, if we want to.
- The general contractor tells us that the project will be four months behind schedule.

## **Decision Making 2**

Following earlier processes, our bylaws, and general best practices around Co-op decision-making, the RIT will ensure that the following general guidelines for consent and feedback are met:

- Departments (whether through a designated point person or the entire department) will be consulted around medium-level changes whenever possible.
- The Collective will be consulted (preferably via Collective meeting, but possibly via email and journals if time is a significant issue) for any significant changes around the overall store design.
- The Board will be consulted (preferably via Board meeting, but possibly via email if time is a significant issue) for any significant changes around the overall store design.
- Any significant financial changes or plans must be given to Finance CAT and Finance Committee to provide recommendations to the Board, and the Board will consent.

## **2. Attached Document #2 Alcohol Task Force**

**Beer & Wine Task Force  
Heather & Robyn 1/18/2018**

### **I. The Problem**

Today, our customers enjoy more choices than ever, from ordering their supplements and specialty grocery items online, to purchasing organic products at Trader Joe's, Safeway, and even Walmart. Cultivating customer loyalty, and providing one-stop convenience are integral to our business health as these trends are unlikely to reverse.

In 2017, Eastside sales were flat, and we fell about 2.75% below our 2017 sales goal. On the Westside, sales were negative, and we fell short by 6.25%. Without much needed revenue, we cannot fulfill our Mission Statement; expand into new markets; make equipment repairs; nor fund adequate labor hours for store coverage and organizational development. This downward spiral leads to even less customer loyalty.

Prioritizing our member majority's preferences has, over time, resulted in our carrying products such as sugar, coffee, and meat. Yet, we currently do not serve the majority of our membership who seek to purchase beer and wine. Members seeking beer and wine are forced to shop elsewhere, doubling their shopping time, unsure if products were vetted for environmental impact, organic standards, or socially responsible business practices.

### **II. History**

In 2001, a member advisory ballot demonstrated that a solid majority of our membership supported our stores carrying beer and wine. In 2016, the Collective consented to funding a task force which provided initial research into legal requirements for licensure; annual sales estimates; and potential regional distributors. The task force identified staff concerns that we: a) cultivate right relationships ;b) uphold social responsibilities ;c) provide adequate staff training; and d) take steps to minimize additional unwelcome customer behaviors. Receiving a handoff from Merch CAT in late 2017, the task force reformed with Heather, Oso and Robyn.

### **III. The Solution**

Based on averages taken from regional co-ops of similar size to us located in Bozeman and Skagit Valley, where beer and wine account for approximately 3.5%-6% of total sales, we could expect to see increases in annual sales of as much as \$250,000 at the Westside and \$461,000 at the Eastside.

### **IV. Plan of Action**

Beer and Wine Task Force will conduct the following research:

- 1.) Technical Requirements: Legal Compliance, Appropriate Technologies (P.O.S. I.D. prompts, Theft Deterrents), Eastside Expansion Floor Plan, Insurance
- 2.) Social Responsibility: Department Anti-oppression Mission Statement, Sensitivity in Merchandising, Community Alliances (Neighborhood Assn., Neighborhood Watch), Member Engagement Survey
- 3.) Staff Support: Seek Mentorship, Training, Unwelcome Customer Interactions

**4.) Return on Investment: Project Budget Estimate, Project Timeline Estimate**

**Feedback is welcome to [beerandwine@olympiafood.coop](mailto:beerandwine@olympiafood.coop)**