



## Board Meeting Minutes

11.16.2017

**Attendance:** Micheal Snow, Desdra Dawning, Jim Hutcheon, Sam Green, Jaime Rossman, David Coppley, Adam Stocks (Fill in *Staff Representative*), Grace Cox (*Board Facilitator*), Fern Moore (*Board Coordinator*)

**Absent:** Casey Hook, Brian Frisinia, Laura Love, Julianne Panagacos

### Agenda

Agenda Review  
Announcements  
Mission Statement  
Commitments Review  
Member Comment  
Co Sound Committee  
Committee Reports  
Staff Report  
Break  
2018 Budget Draft Review  
2017 Board Retreat Follow up  
2017 Board Election Results  
Boycott Lawsuit letter  
Executive Session  
Commitments  
Meeting Eval

### Announcements

- Micheal has to leave early tonight.
- Jim sent out an invitation to a Board potluck. Check your email and RSVP
- David shared that his work with Bikes and Kids with the city is hiring for a Full time position with Inner City Transit. The application process closes tomorrow
- Tonight is Desdra's last meeting. She will continue working with Committees as a Member at large.

### Commitments Review

- *Grace will amend the Advocacy Committee charter and bring the proposed changes to the Board Pending*
- *Brian will email out Gmail link to all Complete*

### Member Comment

Micheal loves the Spoonful! The new weekly newsletter. The suggestions are awesome!

### Co- Sound Committee

The Co Sound Committee has been meeting for over 5 years. They began as the 2012 Committee the International year of Co-ops. They then evolved into the Co-operative Development Committee and then finally into Co-Sound a free network of local Co-operatives. This year they started taking over planning for Co-op a topia. They recently completed framework discussions and met with the other organizations in the Co-Sound network and had more framework discussions. This lead to the idea of becoming a 501 C 6 Legal trade organization. This would enable them to partner with CDC to access grants. They explored becoming a chapter of the Co-operative Federal Trade program as well, but found that to be limiting. They would like the Boards directive on how to proceed. If the Committee would separate from the Food Co-op legally, there are a many options and questions; Does the Board keep positions on Co-sound? Would the Board create a new committee for Co-op development?

The Committee plans on creating a steering committee and they would create the business plan, proforma and Board of Directors. They talk a lot about coordinating the services between the Co-ops.

The genesis for this work is because their options are limited by being a Committee of the Board and they are also out growing it. Micheal is also leaving the Board this year. There are numerous other things that spur the choice of associating. If they want funding they currently look towards the Food Co-op exclusively. The Food Co-op is the only Member owned Co-op in Co-sound. They want to be as open as possible to all the different types of Co-ops

### *Feedback:*

*Jamie- Do you have the momentum to become a separate organization ?*

Yes we do. While investigating a health care plan they realized incorporating would allow them to have a health care program for multiple Co-ops. A lot of work has been accomplished as a small group. Even with only having a few people

*Jim - What would you consider for dues?*

We don't know yet, it includes how large of a scope we include. We need to investigate this further.

David- *Is there precedence for something like this, the only thing that it reminds him of is the Community Sustaining Fund (CSF).*

Desdra agrees that her position as Liaison to CSF could be a model to maintain a direct link. Or a OFC Board member could serve as a full Co-Sound Member. Currently there is a OFC Board member and a paid Staff member representing the Co-op on Co-sound.

David thinks it would make sense that the Committee would move forward as a separate entity. He is not sure how that would progress procedurally to change the relationship.

Keep the committee of the board, Jamie has concerns about paying a staff member to continue as a paid member on cosound.

*Next steps:*

Continue working with the Committee thru the Steering Committee process and then Micheal will bring a proposal clarifying the process for dissolving for the Committee.

In the proposal, Sam asks that they clarify the staffing structure. Clarify that the Steering Committee has the power to hold over the Food Co-op Board and the Staff Collective. Staffing an indefinite amount of time. Based on this mission the Co-op would want to create a Staff position for a reduced cost membership.

Choose a new board member to be on the steering committee - *fill in January for board assignments someone who can commit to the work*

## Committee Reports

**Advocacy-** has not met. Recommitting to revising the Committee charter. They will resume meeting in January.

- ***Grace will amend the Advocacy Committee charter and bring the proposed changes to the Board***

**Co-Sound-** had an agenda item

**Finance-** has not met due to scheduling difficulties. The 3<sup>rd</sup> quarter financial reports have been completed. Overall sales are down relative to the budget but not worsening. Margins are also down but expenses are also way down. Our profit and cash is healthy overall.

**Expansion** - There was a recommendation from the Coordinator that the Eastside Remodel Process be revised for Staff consideration and then to the Board for final approval. The revised process revolves around hiring a designer for the remodel. They also requested money for the schematic designs. The Sub Committee is being active on

presented opportunities. They have looked at one property in the last month. They continue to follow up on all and any leads. Micheal drafted an Expansion process document that went to Staff for an early review for a third store.

**Eco Planning-** The Member at large on the Committee has been doing a lot of work on research. There is a Proposal for toilets and they have been doing walk throughs about lighting at both stores. This work directly connects with the remodel.

**Personnel-** The Committee met twice in the past month. They Consented to hire an investigator for harassment claims. They are also discussing ways that the Personnel Committee can mitigate the fallout from the last process. They are drafting a FAQ and perhaps arranging a meeting where Staff members can pose questions to the Committee directly.

**Member Relations-** They held a debrief about the Annual Meeting. At rough count, they believe there were about 300 people in attendance. They ran out of food! And ended up buying a dozen pizzas! They discussed ideas for next year including ways to increase attendance. Including a focus on Membership appreciation and enrichment of our Mission. This would require earlier planning and would require coordination between Member Relations, Outreach and the Board. They also reviewed feedback on a proposal for Member complaints. They will be bringing this to Staff for consent in December. Desdra also wrote a proposal to formalize the process for Community Sustaining Fund to officially be the long standing round up program. That proposal will also be headed to the Board for approval.

**Local-meets** tomorrow.

**Standing Hiring-** There was hiring. The Committee will meet in early December to debrief the process. The Committee asks the Board if they have thoughts about the level of information and if it was useful or not? *Jim enjoys the information and good with the level that was there.*

**CSF Liaison-** Competed another grant cycle. \$2,400 in donations to work with 5 groups applied. None of them got the full amount they requested. Desdra has been writing a report every Grant cycle for the Newsletter. She can continue to do that after her term. She will continue to serve with Community Sustaining Fund. She would like to come to the January Board meeting to recruit a new Liaison and help with trainings.

### **Staff Report**

At recent Collective meetings, Staff reviewed budget revisions. Overall it went pretty well. They were able to Consent to wages and benefits pending a last minute changes in insurances. They are thrilled to announce that they are Implementing the starting wage of \$15 an hour. They also reviewed a Expansion process item.

There was an awesome 40th Anniversary party! Many Staff attended. The changes at the East-side store continues with the new eating area. Our business picks up this time of the year. It's nice to have the front end in better shape to accommodate that. There was a Power outage last week at the Westside, it went well and there were no major losses. Turkeys arrived today! Its a very busy, busy time in the warehouse. The Facilities CAT has been responsive and

very busy. Labor systems is still working on scheduling projects that have been lingering. Outreach CAT has produced a new bi weekly newsletter The Spoonful! Conflict Resolution is taking a hiatus and are deferring conflict resolution requests to the DRC. *Jaime asks if there is anything that the Board can do to support the stress around the Conflict resolution capacity?* Adam replies he does not know. *Should we add resources or funding to the budget to support this?* Adam believes that the new Humane Resources group formed earlier this year, is in a good position to come in 2018 with funding and process. It's a large group including Anti Oppression, Evals, Conflict Resolution, and 2 peer evaluators. it's a chance to gain ground on accountability.

### **Boycott Lawsuit Letter**

This letter is the result of many Executive session conversations.

The Board of Directors of the Olympia Food Cooperative finds that:

1. The lawsuit *Davis V. Cox* was filed without the approval of the Co-op or its Board.
2. The plaintiffs in the suit are not acting under any authority delegated by the Board, past or present.
3. The plaintiffs chose to litigate their concerns rather than pursuing redress through the channels outlined in Co-op's bylaws, including the member-initiated ballot process.
4. The ongoing litigation initiated and maintained by the plaintiffs has imposed significant burdens upon the Co-op, to the Co-op's detriment. These burdens include the expenditure of staff time to respond to voluminous discovery requests, difficulty in recruiting volunteers to serve on the Board due to active litigation, and a chilling effect on the Co-op's ability to engage with related issues and move forward in a spirit of reconciliation.

Therefore, the Board resolves that:

1. The Board rejects the claim that the plaintiffs are acting in a derivative capacity on behalf of the Co-op.
2. The Board believes the lawsuit should be dismissed.
3. The Board authorizes one or more Directors to submit declarations to the court or otherwise testify to this resolution in support of the lawsuit's dismissal.

### **Proposal**

**The Board authorizes the boycott lawsuit letter.**

**Consent**

The Board asks Big Picture CAT to communicate the letter to Staff tomorrow. Jim will be available to BPC to deal with support in communication.

Any questions posed about this letter should be directed to the Board. Specifically bring concerns to their monthly meetings during the Member Comment session.

The Legal Sub Committee will let the Attorney know that this was Consented to.

The Board would like Desdra to coordinate publishing this statement in the next issue of the Table.

### **Proposal**

**The Board directs that the statement in the next issue of the table.**

**Consent**

- ***BPC will communicate the statement to Staff***
- ***Desdra will coordinate publishing the statement in the next issue of the Table***
- ***Jim will email an electronic copy of the statement to BPC, Desdra and Fern***

### **2017 Budget Draft Review**

Sam presented the third draft of the Budget for 2018 for review of any major changes from this years budget. Next years budget includes Expansion funds, and a COLA increase of 44 cents to the wage scale. There are significant funds for Anti Oppressions proactive work. Member discounts were adjusted as a result of discount changes. Overall this version of the budget shows a net profit of \$22,000. It does not assume increase sales on increased square footage at the Eastside for the remodel.

There will be another draft before the final budget is presented the Board for approval in December.

- ***Jaime will send out this draft of the budget to all for review***

### **Board Retreat Follow Up**

Jaime reviewed the action items and groups formed at the Retreat. Each Member reported on and all progress on these items.

Preparing a Strategic Plan- ***Jaime, Laura, Brian***  
Pending

Voting Changes and improvements- ***Jaime, Laura, Brian***  
Shaping a proposal to allow for Electronic Voting using a Survey Monkey type voting tool.

Board Training, Recruitment, Retention- ***Laura, Juliannne, Micheal, Brian***  
Pending

Bylaws- ***David, Laura, Micheal***  
Sent out a Doodle Poll to meet in January.

Information Gathering and Centralization / Task management and organization- ***Sam, Casey***  
Had a brief conversation and traded some software ideas.

Organizational Health / Board Staff Collaboration- ***Laura, Julianne, Jim, Micheal***  
Jim met with Julianne and she shared her impressions with that work. He has ideas nohow to move forward and will follow up with Julianne before her term concludes.

Lawsuit Action- *Sam, Jaime, Jim, Brian, David*  
Passed a Lawsuit Statement today.

Board Budget- *Sam, Micheal*  
Pending

Board Roles / developing Officer roles- *Jaime, Brian, Jim, Micheal, David, Julianne*  
Pending

Group Norms and Communication- *David, Casey, Jim, Brian, Julianne, Jaime*  
Pending

Reporting- *Casey, SAM ADDED*  
Pending

Desdra is drafting a Board of Directors Exit interview, as discussed at the retreat. She will submit it to all when it is completed.

- *All Board members will try to submit a written committee report for December*
- *Desdra will send out her exit interview to all*

## **2017 Board Election Results**

Ballots were counted on the evening of the 15th. The Results of the Election are as follows.

### **Ballots:**

151 verified & counted votes

12 uncounted

(due to incorrect info on envelope/voted for too many/blank ballot)

### **Results:**

Joanne -143 votes

Peter -98 votes

Ben - 82 votes

Casey - 79 votes

All Candidates have been contacted with the results of this years Election.

## **Commitments**

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

- *Desdra will send out her exit interview to all*

## Decisions out of Meeting

1. Approval of October Meeting Minutes  
Consent