



Board Meeting Minutes

2.15.2018

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

Absent: Joanne McCaughan, Peter Brown, Brian Frisia

Agenda

Agenda Review

Announcements

Mission Statement

Commitments Review

Member Comment

Community Sustaining Fund Policy Proposal

South Sound Community Farmland Trust Round up Proposal

Committee Reports

Staff Report

Break

Board Projects

Eastside Remodel – Job descriptions Proposals

Executive Session

Commitments

Meeting Eval

Announcements

- Joanne, Brian and Peter are unable to attend tonight's meeting.
- Ben announced that a Co-op member and Veteran Zahid is facing his final deportation hearing in Seattle on March 12th. There will be a caravan gathering at Martin way at 11 am.
- David Copley has resigned from the Board. *See Attached Document #1*

Commitments Review

- *Fern will send out the Retreat working groups to all* Complete
- *Laura will connect committees with new board members* Complete
- *Fern will forward Board Report Table deadlines to Jim* Pending
- *Election task force will coordinate and initiate the vacancy process* Complete
- *Grace will amend the Advocacy Committee charter and bring the proposed changes to the Board* Complete

Member Comment

- Nancy Koppelman attended to direct comments to the voting members of the Board. She has been a Co-op Member for 34 years was a Working Member and a former Board Member.

Thank you for making time for member comments. On Friday March 9th at 9 am Judge Carol Murphy will hear the Plaintiffs motion for summary judgement in the case of Davis et al v. Cox et al. at Thurston County Superior Court. The Co-op will present an opposing motion.

The Co-op boycott of Israel had its seventh anniversary last summer. in 2010, four co-op members sued the board, and the co-op attempted to get the case dismissed on the force of the states anti- SLAPP statute. In may of 2015, the Washington Supreme Court unanimously found that the statute violates the states Constitution. The Court not only dismissed the co-ops complaint against the plaintiffs , it struck down the law on which the complaint was based. Thus, the lawsuit against the co-op has gone forward and wounds that the co-ops board made to the membership and the larger Olympia community continue to be open.

As the current board, you can put a stop to this. You do not need to decide whether the boycott is in accord with the co-ops mission, or whether the 2010 board did right or wrong. You can just set the boycott aside and steward an open process to consider a boycott through channels outlined in the co-op bylaws. You can help avoid the continued difficulty, expense, upheaval, and further damage to parties on both sides that lawsuit continues to bring. You would give the community the gift of frank, open, educational, and extended discussion about what it means to be a community based business that simultaneously works towards social justice. you would poster democratic engagement and participation in keeping with the co-ops mission statement, which you just read. Its 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 the boycott would yield. But you do know. The co-op is now on the defensive 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 memberships trust. 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 embedded in the co-ops 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 decision 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

Community Sustaining Fund Policy

SEE ATTACHED DOCUMENT #2

This proposal was submitted by the Member Relations Committee. This proposal formalizes that the Community Sustaining Fund will act as our standing Round up at the registers. This policy recently received Consent from the Collective. There have been a few changes in the specific wording in how they plan on enacting the register round up policy. The highlighted text shows the wording the Collective consented to.

PROPOSAL

- 1) The Community Sustaining Fund is the permanent register round-up at the Olympia Food Co-op as long as the CSF's guidelines for qualifying grants align with OFC's mission and values.**
- 2) The Co-op adopts the above policy and procedures of the CSF Round Up Program at the Olympia Food Co-op.**

Consent

South Sound Community Farmland Trust Proposal

SEE ATTACHED DOCUMENT #3

This proposal was submitted by the Member Relations Committee. The initial request was sent in by the South Sound Community Farmland Trust (SSCFT) to the Member Relations Committee. It was Consented to by the Committee at their January meeting. SSCFT has been a recipient of the Round up before. This Round up will be activated in March once the other two current Round ups expire.

PROPOSAL

The South Sound Community Farmland Trust will receive donations for a 6 months duration Beginning March 1st via the Register Round up program.

Consent

Committee Reports

Advocacy- has not met. There is an interested Member at large. They are also moving forward with soliciting another Staff person for the committee

Co-Sound- is having weekly meetings. Every other meeting is planning Co-op a topia 2018.

Finance- has not met.

Expansion- met twice. Completed work on job descriptions that will be presented later in the meeting for the Boards approval.

Eco Planning- has not connected with Staff member

- Laura will contact Sophia from Eco planning with new Board contacts

Personnel- discussed pending behavioral contracts and worked on a temporary job description for the personnel coordinator. That job description will be going to the Collective for consent. They are also working on proposed changes to the Staff handbook.

Member Relations- discussed Round up proposals. They also discussed setting a date for the Annual Meeting hope to present a suggested theme for the Annual meeting soon.

Local- began planning for 'Local Eats' in April. Some initial commitments were made and they will be meeting again next week. The committee continues to maintain an active role coordinating in store demos.

Standing Hiring- received information to review for four candidates for the final candidate pool.

CSF Liaison- no report.

Delta Force Subcommittee- received some emails but did not take any action.

Elections Task Force- met and activated the Vacancy process for the two open Board seats. The deadline for Board applications is March 12th. There have been announcements made on the website, social media and in store. Laura passed out new recruitment brochures to all the Board members to pass out. The Task Force has also been playing with options about online voting. They will be working with Member Relations to collaborate on the online voting project.

Bylaws Task Force- met and started going over suggestions. Following the timeline established in last years proposal. Staff were emailed and asked for suggestions. The task force has started reviewing and compiling those suggestions. Grace will check with the NCG about any free bylaws services.

Organizational Health- met and pieced together Organizational Health and BOD Staff Relations Task Force work. They are revisiting the Board Support team job descriptions. They are gathering information and feedback and will schedule another meeting.

Jamie and Laura have started planning the 2018 Board retreat.

Staff Report

At recent Collective meetings, Staff discussed ongoing issues in filling shifts between our scheduling system and the on call people. As a collective we are prioritizing our ideas to lessen the impact of shifts given to on call workers. The Humane resources group had an agenda item, where they went over job descriptions related to Accountability. The stores have been dealing with two difficult customers lately, and had the opportunity to review the Unwelcome Behavior proposal from Member Relations. The Collective also consented to Community Sustaining Fund proposal.

Eastside Remodel – Job Descriptions

SEE ATTACHED DOCUMENT #4

The Expansion Committee drafted the Project Manager and Remodel Implementation team job descriptions. These job descriptions will be submitted to the Collective via the Staff proposal journal.

Project Manager

This job description gives them a lot power to do small things and not a lot of power on medium or high level decisions. They are working for the Remodel Implementation Team (RIT) and participating in RIT meetings. They are directly interacting with Contractors and the Board. They do not have voting power within the RIT because they may be hired outside of the organization.

PROPOSAL

The Board approves the Project Manager Job Description

Consent

Stand Aside- Laura

Remodel Implementation Team (RIT)

This is a redraft based on the revised Eastside Remodel Process. The labor hours will be brought back to the Board for review once determined

PROPOSAL

The Board approves the Remodel Implementation Team Job Description.

Consent

Stand Aside- Laura

The composition on the RIT has one member of the Board of Directors. Sam asked if we wanted to staff that now or discuss staffing it next month. Sam is interested but his Board term is up at the end of the year. Ben is interested in serving on the RIT.

We will review the Board seat assignment to the RIT next month.

Board Projects

A quick review of the list of Board projects was done in lieu of the longer work session scheduled for this agenda a item, due to low attendance at tonights meeting. The Board Project list was compiled at the 2017 Board retreat.

2018 Board Retreat Planning- Jamie, Laura, Brian, add Jim

The 2018 Board Retreat is scheduled for the first weekend in June.

- *Laura will send out a scheduling email for the retreat*

Voting Changes- See Elections Task Force report in Committee Reports above.

Board training / recruitment- Laura and Brian.

Bylaws Task Force- See Bylaws Task Force report in Committee Reports above.

Information gathering and centralization- Sam, add Ben

Organizational Health- Laura and Jim. See report in Committee Reports above.

Developing Board Roles- Jim, Jaime, Brian

Group norms and communication- Jim, Brian, Jaime

Reporting- Sam move to information gathering

The Board also reviewed the Parking lot included in the Board Projects document.

This list of projects will be reviewed at next months meeting.

- *Sam and Ben will communicate about data centralization and task management*

Commitments

- *Fern will forward Board Report Table deadlines to Jim Pending*
- *Laura will contact Sophia from Eco planning*
- *Sam and Ben will communicate about data centralization and task management*
- *Laura will send out a scheduling email for the retreat*
- *Grace will send a link to the CCMA conference in Portland*

Decisions out of Meeting

1. **Approval of January Meeting Minutes**
Consent

Attached Documents

1. Resignation Letter from David Copley

February 15, 2018

Dear fellow board members,

This letter is notice of my resignation from my seat on the Olympia Food Cooperative Board of Directors. The circumstances of my daily life have changed significantly since I joined the Board. I am resigning in order to better support my own physical wellbeing, and that of my family.

I am grateful for the opportunity to have served the two years and change of my three year term. It has been a pleasure to work such an amicable and focused group. I strongly believe that what we are able to achieve together, both as the board and a greater coop community, is an important model for a better way of self-governance. Though the way is fraught with frustrations, it is still quite remarkable what we get done with voluntary participation. Thank you all for your support, and for sharing in this experience.

In solidarity,

David Copley

2. Community Sustaining Fund Policy Proposal

TO: Staff Collective, OFC Board

FROM: Member Relations Committee

RE: OFC Register Round-Up Donation Policy & Procedures

February 2018 Board Meeting - Decision Requested on CSF Policy & Procedures Only

BACKGROUND

For decades, the Olympia Food Co-op has provided a space for community giving to support organizations and individuals financially through the round-up donation program at the registers. In 2015, OFC Board and Staff Collective approved a policy and procedures for Register Round-Up Requests for Organizations Other than the Community Sustaining Fund. **While the Community Sustaining Fund (CSF), started by, and still supported by OFC members has been the one long-standing organization receiving donations at the registers since the late 1987, the Co-op does not have a written policy of this practice. Therefore, the this proposal aims to establish and formally approve the policy and procedures for the Community Sustaining Fund Round Up at the Registers Program. Although we're only asking for consent on the CSF policy and procedures (highlighted in yellow),** we are inserting this proposal into a more comprehensive document - the OFC's Register Round-up Policy and Pro-

cedures - for easier reference in the future. Since round-up requests are approved by the Staff Collective and the Board, we are submitting this proposal to both groups.

Additionally, CSF has asked the Co-op to look into the possibility of creating within the Catapult system a way for members to automatically round up, without the need to ask the cashier or have the cashier ask them. It would be an opt-in system, if it is available. CSF is willing to cover the cost of paying a Staff member to manage this system if necessary. Though POS, Finance and Membership staff have looked into this idea, no resolution has been found at this time. Some members of the Member Relations Committee would like to pursue this idea later.

Proposal

OFC Register Round-Up Policy and Procedures (Approved February 2018 Collective Meetings)

Members of the Olympia Food Co-op can participate in community giving through the Register Round-up Donation Program. The Co-op offers two avenues for register round-ups:

- 1) Community Sustaining Fund (CSF) Register Round-Up
- 2) Round-Up Requests for Organizations Other than the CSF

As per the Member Relations Committee Charter, this Committee is responsible for coordinating the Round-Up Donation Program at the Registers, including maintaining the policy and procedures for this program.

I. Community Sustaining Fund Round-Up Policy and Procedures

The Community Sustaining Fund is the permanent register round-up at the Olympia Food Co-op as long as the CSF's guidelines for qualifying grants align with OFC's mission and values.

Since 1987, the Co-op has provided a space for the community to support local Thurston County organizations through the CSF's round-up donation program at the registers. The Community Sustaining Fund serves as a way for OFC and its members to easily collect much-needed funds for various community activities and causes.

Guidelines for qualification for a grant from CSF include:

- Awards for organizational needs such as start-up funding, public outreach, training, equipment and special projects
- All applications are case-specific
- Organizations that actively pursue cultural diversity in group composition
- Organizations that actively work toward a more just and equitable world of ecological and economic balance and personal and social responsibility
- Organizations serving the Thurston County area
- The main focus of allowed grants is social justice, community building and environment

The OFC Board has created a position: Liaison to the Community Sustaining Fund. The Board member who serves in this position will also be a member of the Member Relations Committee. This Liaison will serve as a bridge between OFC and CSF by attending CSF monthly meetings and reporting back to both the Board and the Member Relations Committee, attending grant vetting and interviews every 6 months--Spring and Fall-- in the CSF grant cycle, and reporting the

outcome to Staff and OFC members through the Co-op's outreach channels (The Spoonful, The Table and OFC website).

PROCEDURE FOR CSF ROUND UPS:

1. OFC members can ask the cashier to "Round Up for CSF" at the time of their check-out. This process is currently set up in the Catapult POS system at each register.
2. The cashier will enter the amount at the register and the total due for that customer will be the next higher dollar amount total from their receipt. Customers can also choose to donate additional funds.
3. The POS system is set up to accumulate a tally of those small change donations.
4. Every 6 months, Spring and Fall, a member of the CSF requests from the Co-op how much was collected during that time.
5. The Co-op accounting department (the "Bookies") writes a check to CSF for that total.
6. CSF goes through a process of opening grant applications, vetting the applications for the qualifications necessary to be eligible, meeting for interviews with all eligible applicants, determining how much each grantee receives (currently always less than the \$1,000 limit, due to the amount of funds collected), and disperses the funds to the grantees.
7. CSF informs Outreach CAT and Member Relations on grant recipients (duty of Board Liaison) to be posted and updated by Staff in the stores, website, and publications (i.e. The Spoonful).
8. CSF members will follow through with efforts to initiate and follow up with Outreach CAT for updating signage and tabling, with the Board and Member Relations on presenting at the Annual Meeting, and with Big Picture CAT on presentation updates at Staff Collective meetings.

PROPOSAL:

1) The Community Sustaining Fund is the permanent register round-up at the Olympia Food Co-op as long as the CSF's guidelines for qualifying grants align with OFC's mission and values.

2) The Co-op adopts the above policy and procedures of the CSF Round Up Program at the Olympia Food Co-op.

II. Policy and Procedures for Round-Up Requests for Organizations Other than the CSF

1. Groups or organizations interested in applying will contact memberrelations@olympiafood.coop.
2. The Member Relations Committee reviews incoming requests and channels them in proposal format to the Process Support Coordinator for Staff consent and to the Board for approval.
3. The Staff Collective and the Board approves requests to participate in the program.
4. Once approved by the Collective and the Board, Member Relations Committee will establish the start and end dates for the group's round-up. The group's round-up will remain active at the registers for up to 6 months.
5. The requesting group/organization is responsible for planning and implementing outreach. The group may contact the Outreach CAT outreach@olympiafood.coop to access

the Co-op's various outreach programs (i.e. in-store signage, newsletter article, social media, etc.). The group will contact the Front End to sign up for in-store tabling.

6. The requesting group will contact the Bookies to set up an account in our point of sales system.
7. At the end of the round-up period, the group will follow-up with the Bookies for the release of funds.
8. Should the requesting group/organization need to extend their round-up beyond 6 months, they will submit another request to the Member Relations Committee for Collective and Board approval.

Request Form for the Round-Up Donation Program at the Registers

See also attached the Olympia Food Co-op's Mission Statement

Name of group/organization:

Contact person:

Phone number:

Email:

Address:

Have you applied before?

Date and duration of Round-up request:

If this is a request for an extension, please state your reason for extending:

How does your group or project align with the Co-op's mission statement and goals?

What is your plan for outreach?

Do you anticipate extending your request beyond 6 months?

Signed by _____ Date _____

3. South Sound Community Farmland Trust Proposal

Request for the Round-Up Donation Program at the Registers

Application Completed 1/4/18 Courtney Peetz

Name of group/organization: South Sound Community Farmland Trust

Contact person: Courtney Peetz

Phone number: (314) 402-7442

Email: courtney@communityfarmlandtrust.org

Have you applied before? Yes (in 2013?)

Date and duration of Round-up request: Beginning February 1st 6 months duration If this is a request for an extension, please state your reason for extending: N/a

How does your group or project align with the Co-op's mission statement and goals? The SS-CFLT is a nonprofit 501©3 organization dedicated to conserving farmland and supporting a sustainable food system in the South Sound – and being based out of Olympia, we have a particularly strong connection to this community. Our primary work involves procuring quality farmland in our area and placing it into a permanent land trust to protect the land for agriculture. In turn, we lease the property at accessible costs and in semi-permanent (99 year) leases to increase access for small and beginning farmers to high quality, well located land.

We believe this work is very much aligned with the Co-Op's mission goals, especially the following:

- Making good food more accessible to people: By ensuring farmers continue producing food in our community, we create much more convenient access for both customers to buy the produce, and for the farmers to bring it productively to market.
- Support for local production: Our work is aimed specifically at our region, and supports a dynamic, thriving local food economy. By reducing socioeconomic barriers for small and beginning farmers, we facilitate an increase in the amount of local food brought to market.
- Developing community resources: Placing land in trusts ensures that productive soils will continue to nurture our community, instead of being lost to development. This keeps one of our most important resources in a community-accessible format, where it continues to serve our neighbors and future generations.

What is your plan for outreach? We have an extensive outreach program in place already, including an active social media presence and regular mailings. However, we would like to table and do outreach at the Co-Op as well, and would be glad to schedule times where we can reach out more specifically to CoOp members, such as attending events, meetings, or classes.

Do you anticipate extending your request beyond 6 months? Yes, if it seems like a good fit for all parties, and we all agree to renew, we would gladly extend this request.

Signed by
Courtney Peetz

4. Eastside Remodel – Job Descriptions

Eastside Remodel Project Manager Job Description

Project Manager Job Duties

The Project Manager is the central player in the Remodel Process. They are the first line of decision-making for small decisions as the project unfolds. They are the central coordinator of the many groups and individuals that will work to do the remodel. They will hire, oversee, and evaluate the work of designers, architects, plumbers, contractors, and other groups. They will work closely with the Remodel Implementation Team (RIT) to maintain smooth communication within the Collective and Board.

The Project Manager will hold the most developed “big picture” sense of the remodel, as well as the many details. They will be the party most responsible for keeping the project within scope and budget, and on time.

Responsibilities

- Work with the Remodel Implementation Team (RIT) to develop a preliminary budget for the project.
- With the RIT, select an architectural firm to recommend to the Board to approve for hire, to produce a scope of services and schematic.
- With the RIT, choose a general contractor to recommend to the Board to approve for hire.
- (With the RIT) present the final design (produced by the architectural firm and approved by the RIT and the Project Manager) to the Collective and Board for approval.
- Hire and coordinate all third-party groups such as contractors, designers, electricians, etc.
- Approve bids under \$3,000. Bids over \$3,000 will be approved by the RIT and the Project Manager.
- Develop a detailed project plan to track progress.
- Act as coordinator of the Remodel Project; enlist and manage the work of groups and individuals within the Collective and outside of it.
- Availability and ability to stay with the project from start to finish.
- Work to keep the project on time, within budget, and in the scope agreed upon by the Collective and the Board.
- Report to Collective and Board regularly throughout the remodel process.

- Meet regularly and stay in close communication so RIT can adequately monitor and support Project Manager.
- Ensure resource availability and allocation
- Use appropriate verification techniques to manage changes in project scope, schedule and costs
- Measure project performance using appropriate systems, tools and techniques
- With the RIT, create and maintain comprehensive project documentation.

Requirements

- Solid technical background, with understanding or hands-on experience in construction (commercial preferred)
- Excellent written and verbal communication skills
- Solid organizational skills including attention to detail and multi-tasking skills
- Strong working knowledge of Microsoft Office
- Expectations include frequent response with e-mails, meeting with vendors, holding and attending meetings that may often occur outside of normal 9-5 workday hours.



Remodel Implementation Team Proposal

Purpose

The Remodel Implementation Team (RIT) is a group of representatives from various parts of the Collective assigned with the task of being the Facilitator and primary Communicator between the Project Manager and the Collective during the Eastside Remodel project. They will facilitate the Eastside Remodel Process (ERP) on behalf of the organization, in full coordination with the Project Manager and the project as a whole.

They will hold knowledge, experience, and support from their respective places within the organization. They will support and monitor the work of the Project Manager, and be able to be present and engaged, if/when the Project Manager is not available. They will maintain a keen awareness on the progress of all aspects of the remodel and process. They will communicate directly with the Collective and the Department and Coordination Action Team (CAT) Leads. The RIT will also usher decisions to their relative groups, in keeping with our Collective process.

Composition

The Remodel Implementation Team (RIT) will be composed of one member of:

- Finance CAT
- Merchandising CAT
- Facilities CAT
- Board of Directors

Duties

- Facilitate overall Eastside Remodel Process (ERP) with the Project Manager.
- Be primary communication system between Project Manager, Collective and other involved parties.
- Facilitate process and present points of Decision making to Collective and Board.
- Do or delegate Feedback processes as well as ensure archiving of all documents.
- Follow up with process or proposals to address identified problems post project.

Tasks

- Meet regularly throughout the Remodel process and facilitate the Eastside Remodel Process (ERP)
- Hire Architects with Project Manager. Facilitate project design processes.
- Create and Monitor Project Budget and Business Plan with Finance CAT and Project Manager
- Facilitate the creation of Department and CAT (D/C) Lead selection process. Communicate and engage as needed with D/C Leads through out the process.
- Consult, Communicate and Facilitate any changes made to the project scope or project impacts to all affected parties.
- Report to the Board and Collective, as necessary.
- Report and communicate with Departments and CAT's regularly.
- Draft feedback processes and archive feedback during and post project.

Decision Making

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.
- Any significant changes must be consented to by the Board.

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:

- o Getting a slightly different piece of equipment
- o Moving an electrical outlet to accommodate a back stock cooler
- o 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)
- o 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:

- o What color to paint the exterior or interior
- o Whether to move a bathroom
- o 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:

- o A previously unknown engineering issue increases the total project cost by more than 10% of the established budget.
- o 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.
- o The general contractor tells us that the project will be four months behind schedule.

Relationships

- *Department and CAT leads:* consulted as needed throughout process.
- *Expansion Committee:* The RIT will report to Expansion weekly.
- *Project Manager:* Consult with Project Manager regularly
- *Collective:* Consult as needed throughout process.

Labor Hours

Insert hours budget and expense

Formation Process

The Collective will consent to the Staff Member at large, once a solicitation for interested parties is announced by the Expansion Committee.

The Board of Directors will select and consent to their representative.

Proposal :

The Board approves the Remodel Implementation Team Job Description.