



Board Meeting Minutes

8.16.2018

Attendance: Joanne McCaughn, Peter Brown , Jim Hutcheon, Ben Witten, Jaime Rossman, Sam Green, Mo Tobin (*Staff Representative*), Grace Cox (*Board Facilitator*), Fern Moore (*Board Coordinator*)

Agenda

- Agenda Review
- Announcements
- Mission Statement
- Commitments Review
- Member Comment
- Thurston Housing land trust
- Deli Expansion
- Proposed Bylaws Changes
- Committee Reports
- Staff Report
- Break
- 2018 Board Election
- Board Projects
- Planned Given Strategies
- Shoplifting
- Executive Session
- Commitments
- Meeting Evaluation

Announcements

- The Defendants of the lawsuit have received a copy of the appeal.
- Joanne will be out of town till next week

- Grace will send the appeal out to the Board

Member Comment

- Chetty, a Working Member attended the meeting to observe. He said the scope of what we are trying to do is vast. He hopes to see the connection between things he sees in the stores and in society at large. He is considering running for the Board.

Commitments Review

- ***Jaime and Joanne will contact standing hiring about changing the process***
Complete
- ***Joanne and Jim will draft Acknowledging and Listening items from the Board retreat next steps*** *In process*
- ***Sam will take the draft to the Bylaws task force for another review and then to the lawyer*** *They have gotten to the lawyer. We have not heard back yet.*
- ***Harry will email Staff with the Expansion update*** *Complete*
- ***Jim will send out a doodle poll for anti oppression training*** *In process*
- ***Sam will let facilities know who wants to attend the store tours. He has a number of time slots for tours. Check in with him at the break.***

Thurston Housing Land Trust

Caitlin Moore attended from the Board of trustees at the Washington State land non profit the Thurston Housing Land Trust. Earlier this month, they approved a modest budget and are looking for ways to raise funds. They received a generous private donation but still seek more capital. They would like to ask the Food Co-op to do a Roundup at the registers for the Land Trust.

Feedback:

Any other planned fundraising events?

They will be starting a go fund me campaign for her to attend a training in Philly. They are also accepting memberships, for \$25.

Member relations has a standard application for Round up requests at the register. Catlin was referred to email Member Relations. She will also contact the Community Sustaining Fund to inquire about their grant cycle

Deli Expansion

Rafa , a Staff member for 13 years, presented a powerpoint presentation to the Board regarding a possible Deli expansion.

There is a real possibility to expand the kitchen. That would be great, as the Department continues to grow. Everything is preliminary and they are still getting information together on the opportunity. The trend in natural foods and grocery is to sell prepared meals. The lack of space in our current facility is not letting us meet the demand. Rafa reviewed sales history for the last five years and showed that we have steady growth almost reaching 10% every year. We are reaching close to a million dollars in sales.

There have been two exciting opportunities for a deli expansion. The space not used for the kitchen or ready to eat foods can be used for retail packaged items. One space is losing favor as the kitchen is not much bigger than the existing kitchen. The other space is ready for food production. They are also looking at remodel of the other space.

The Department members are excited in general to expand. They are starting a list of considerations regarding an expansion. The Department has severe safety issues. Rafa is coordinating the deli in this process. There is a team working on a business plan, finances, and equipment. They are also visioning what retail expansion would be for either space. They hope to have a full presentation by the next Board meeting. They will be making a presentation to Staff for Staff feedback.

Feedback :

Ben loves the salad bar and the deli. He liked the presentation and appreciates seeing the trend. He thinks it is a great opportunity. He asked about what safety issues have happened.

There have been a few minor injuries over the years. The space is very tight and shared with other Departments. They cant add more people to make more food without enough space.

Sam wonders about deli grab and go downtown. Are the Staff open to that?
Yes, We are coordinating with Staff and hope to include other departments to take on those roles. They do want an enclosed kitchen with a separate retail space.

Jamie thinks this gives us lots of options. What does it cost to rent a commercial space/kitchen? He also recommends involving Olympia planning and zoning early in the process.

Proposed Bylaws Changes

Sam went through the Bylaws and incorporated all the changes. We do not have feedback from an attorney yet. Sam confirmed a few changes with the Board and will make the changes and send out to Grace and the Task Force.

Proposal

The Board approves the Bylaws changes with the attorneys recommendation on wording concerning ability/disability.

Consent

Stand Aside- Mo

If there are changes to the Bylaws the Board will approve it via email.

Committee Reports

Advocacy- not active

Co-Sound- no report

Finance - Quarterly statements --Sales continue to fall below 2018 targets, but cost of goods is further under, so margin is positive by about \$22,000.

Deli, grocery, produce at Eastside doing particularly well. Garden center margin is up, but sales remain low. Expense are also below budget as a whole. Discounts under budget across the board (staff, member, WM). Medical expenses are up, which may then impact future rates. Overall, running a net profit of about \$50,000.

Cash on hand remains above benchmarks, though slightly weaker than this time last year. Next opportunity to be off the NCG watch list is September.

Audit -- Draft audit report is in. No management letter has yet been provided; Corey or Grace will request one. No significant deficiencies were identified. The Board will need to approve the final version when available.

Pro-forma/supporting expansion --Finance Committee will have a significant role in pursuing expansion opportunities. What do we need to have in place to support the organization as opportunities arise? Corey has started updating a past pro-forma, with updated information for the last three years. We'd like to work towards having a pro-forma "template" available that can easily support analyzing scenarios for new opportunities. We also plan to keep this as an agenda item to explore related issues and deepen our capacity.

Capital plan — Corey has spoken with Facilities about beginning a capital plan based on existing equipment and depreciation schedules, and will work with them on doing so. Facilities has also completed walk-throughs of the facilities. Timeline for a draft five-year capital plan will be in-time to include in the 2019 budget.

Fundraising/capital campaign --Grace is exploring options for how a capital campaign could include a member loan component. Harry will look into pricing for someone to run a capital campaign.

Next meeting: Tuesday 10/16 at 5:30. Today we received the management and governance letters from the audit they have been sent to finance committee for review.

Expansion- They discussed the Deli expansion project. The Remodel Implementation team is being formed. There is someone on the Collective interested in project management. The Board does not feel the need to consent to the project manager, but would like to meet them.

Eco Planning- They are still pursuing the concept of reducing non reusable containers. They are going to develop a baseline of usage, Containers per pound. And see where we have been trending, as far back as we can historically go. They will talk to Staff and Members about reducing the number of containers. Possible options are Signage and discounts for using your own.

- ***Mo will add Eco planning staffing to BPC agenda***

Personnel- They reviewed the Personnel coordinator job description. Three staff are interested in the job opening for the personnel coordinators. Personnel Committee members will be going to an EEOC training. They will be training the rest of the committee on their return.

The Board asked about the progress on the Humane resources job descriptions. *Mo answered; The revision of a proposal that got feedback in May about the humane resources forming with the exception of evals, Is coming to Staff next week. If Staff can consent to it, it will be the first formation of the process. The humane resources job descriptions will begin.*

Member Relations- They discussed the upcoming Annual Meeting in November. They will be doing things a little different this year. There will be bread on the tables and they will serve dinner in table groups. There will be a Panel discussion, the 'Community Resilience' panel. The Harvest Party will be held on September 15th at West Central Park. They also reviewed a behavioral agreement with a Member.

Local- They are acting as a supporting role for Harvest Party. Currently they are trying to coordinate Local vendors to attend. They are also inviting them to the Annual Meeting.

Standing Hiring- has not met.

Community Sustaining Fund (CSF) Liaison- They are trying to raise more money for the next grant cycle. This Saturday is 'Love your Local festival. They will be there tabling. The focus for this years grant cycle is houselessness.

Delta Force Subcommittee- no report

Elections Task Force- They took the Bylaws and mock it up into survey monkey. There was discussion about the where online voting stands. With the departure of the Staff rep this work has lost its coordinator.

Bylaws Task Force - had an agenda item.

Organizational Health- They are coming up with a plan to conduct interviews with Staff. They need the help of the Staff rep to coordinate that with Staff. They have a document with four questions for the interviews. If there is a good response they will offer more. Ten hours of the Board budget Could be used for accountability work.

- ***Mo will take on coordinating Board interviews with Staff.***
- ***Jim will forward the email to Mo***

Developing Board Roles- has not met.

Reconciliation Task Force- has not met.

Staff Report

We are entering the 2019 budget cycle and began that work last month. Deadlines for labor estimates and line item expenses are coming up in the next couple weeks. The next scheduled All Staff gathering is September 12th. The focus of that meeting, is how to talk about all the isms of the world. Outside facilitators have been hard to schedule, so we will do that work in January. The Anti Oppression team will utilize the time in September.

There was discussion about the the vacant role of Staff Rep to the Board of Directors. There has not been interest submitted for the job. The Big Picture CAT (BPC) did not decide on a subbing plan. There is only one other Staff besides Mo and Grace on BPC. Alejandro attended the meeting and offered any assistance that he can offer, to the Board and spoke about the vacant Staff Rep role.

2018 Board Election

3 seats are up for election and there are 2 empty seats that will need to be appointed. The Board discussed how many seats to run in the 2018 election. After discussion the following proposal was reached. Speaking to his stand aside, Sam disagrees with the idea that appointing is un democratic.

Proposal

The Board consents to running 5 seats for the Board of Directors in the 2018 election.

Consent-

Stand Aside- Sam,Mo

There was discussion about implementing online voting for this year. The basic concept is that in lieu of a more involved solution, we can accomplish the same thing on Survey monkey. Jamie will work on building the bylaws into the ballot. The system does identify ip addresses so there is security, and an audit trail.
Critical steps- mock up the election in a spreadsheet.

Then we need implement and do outreach for the voting. To be live by October 15th.

Jaime and Jim will work on implementing this with the assistance with Staff as needed. A policy needs to be drafted. Jamie will send that out via email.

- *Jaime will send Mo the mock up spreadsheet*
- *Jim and Jaime will work on electronic voting mock ups*
- *Fern will send a a list to Jamie of staff people*

Proposal

The Board consents to doing electronic for the 2018 election

Consent

Board Projects

When the Bylaws were reviewed by Staff and Board for suggested changes, one suggestion was to review the bylaw that pertains to the Board reviewing and approving all job descriptions. The Board agreed to not propose changing it this year and had a discussion regarding the interpretation of this particular bylaw.

Discussion:

Sam suggests that we write a policy that delegates this work to Staff.

Mo was the Staff member who suggested this change. Its a procedure that we have not followed if we interpret it to mean that the Board review every operational job description. It would take a lot of time if that was the case.

Joanne feels that would be informative to review the job descriptions, as its good to understand what responsibilities Staff members hold.

Jamie interprets it differently. He reads it as, what is the role of the employee. This requirement is satisfied by the Collective Staff member general job description.

The Board agrees that job descriptions will be reviewed by the Board, when there are substantial changes to job descriptions or to the Collective structure.

- *Jaime will draft a policy regarding the bylaws pertaining to reviewing job descriptions*

Planned Giving Strategies

Ben wanted to talk about Planned Giving in the context of this non profit. Many Non profits often lets its Members know, that they can include that non profit in their estate planning. Retirement assets get passed to beneficiaries based on designation. Non retirement assets get passed down through probate. For a lot of folks, specifically the baby boomer generation have the ability and fortitude to align their estate plans with their values. The Co-o-p has that potential relationship with the community. He wants to start a conversation with the Membership, that the Co-op could be a beneficiary to estate planning.

Feedback:

Jamie thinks its a great idea. He wonders about our tax status regarding this.

Jim likes it a lot. And feels like we should considering it as fundraising. This is such an obvious opportunity, that he's shocked we haven't thought about it previously.

Ben would like to talk about this at the Annual Meeting. He is willing to support Members with questions regarding Planned Giving strategies.

- ***Ben will develop the planned given strategy presentation and present it to the Board***

Shoplifting

This issue came up at the end of Member Relations meeting and concerned the Board members on the Committee. They brought the issue to the Board to consider.

Bradley, a Grocery manager, noticed his losses on one wall of product that he manages. Jim wondered, if the Board is interested in this problem/ do we want to think about any policies around shoplifting?

There was discussion about signs and the Membership need to know this is impacting our stores.

Feedback:

- Grace pointed out how hostile other retail environments feel with theft prevention signage and surveillance.

- Sam wonders what the role of the Board is in this. He feels like this is an operational issue.
- Mo added that Bradley did bring that discussion to a Staff at a recent Collective meeting. Staff discussed ways of more enforcement of shopping into baskets or carts. There was also discussion about signage and where the line is with that. That discussion recognized how we approach people has individualism. Staff is not interested in making the stores feel hostile.

Executive Session

Proposal

Due to the resumption of the lawsuit we are suspending the work of the Reconciliation Task Force.

Consent

Stand Aside- Ben, Mo and Joanne.

Commitments

- *Joanne and Jim will draft Acknowledging and Listening items from the Board retreat next steps In process*
- *Jim will send out a doodle poll for anti oppression training In process*
- *Mo will add Eco planning staffing to BPC agenda*
- *Mo will take on coordinating Board interviews with Staff.*
- *Jim will forward the email to Mo*
- *Jaime will send Mo the mock up spreadsheet*
- *Jim and Jaime will work on electronic voting mock ups*
- *Fern will send a a list to Jamie of staff people*
- *Jaime will draft a policy regarding the bylaws pertaining to reviewing job descriptions*
- *Ben will develop the planned given strategy presentation and present it to the Board*
- *Grace will send the appeal out to the Board*

Decisions out of Meeting

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

Consent

Stand Aside - Ben

Next Meeting

Elections and Annual Meeting 2018

Advocacy Charter Approval