



## Board Meeting Minutes

2.21.2019

**Attendance:** Joanne McCaughn, Jim Hutcheon, Peter Brown, Mel Bilodeau, Fred Medlicott, Ben Witten, Jaime Rossman, Grace Cox (*Staff Representative*), Alejandro Rugarcia (*Board Facilitator*), Fern Moore (*Board Coordinator*)

### Agenda

- Agenda Review
- Announcements
- Mission Statement
- Commitments Review
- Member Comment
- Executive Session
- Beer and Wine Proposal
- Staff Report
- Break
- Committee Reports
- Board Training
- Developing Board Roles
- Commitments
- Meeting Evaluation

## Announcements

- Grace built the document of the Bylaws with the changes for the website. They should be posted soon.
- Fern requests Board Members send her their current Committee Charters, to ensure the most update versions are posted.

*- All Board Committees, will forward current Charters to Fern*

## Commitments Review

- ***Jaime will draft a policy regarding the bylaws pertaining to reviewing job Descriptions*** *Pending*  
*Staff asked for the removal of job descriptions. Clarify instead. They clarified it in the proposal sent out. This clarifies the bylaw requirement.. we will discuss it next meeting. Confirm, what we call it and what status staff in before they join the collective and affirm what is in place presently. he will work with grace to fact check thing.*
- ***Grace will put 'Board members attending Staff meetings 'on the BPC agenda*** *Pending Cancelled the meeting*
- ***Grace will price out the projector paint*** *Complete*
- ***Jim commits to coordinating organizational training with Grace*** *Complete*
- ***Grace will send out a training email to the new board members and will invite old Board members to attend.*** *Complete*
- ***Grace will ask harry about participating in training*** *Complete*
- ***Fern will send out board members to committees*** *Complete*

## Member Comment

**Linda Myers** - Serves as a Member of Member Relations Committee, their last meeting was canceled due to snow. She has been thinking of the role of the Committee as they continue to do their work. Her understanding is that it is a Board Committee, but the Committee is being run by Staff members and not the Committee as a whole. The Committee does not get the correspondence that is sent to Member Relations email. Staff chooses what gets forwarded. At the last meeting, a Staff member said that they did not want to 'burden' the volunteers with all the correspondence received. She is committed to the work and things happened in this Committee recently that was not approved by the Committee as a whole.

She wants to continue her work. The Members need to be heard. She hopes that the Board will support and empower Member Relations as a Board Committee.

### **Dana Walkers Appeal**

Dana Walker is a Co-op Member and Real Change Vendor. He has vended Real Change outside of the stores for ten years. Recently Member Relations was involved with a complaint submitted by a Member against him vending outside the stores. Member Relations sent him a letter suspending his right to vend outside of the stores, unless he signed behavioral agreements. Dana is appealing the letter sent, and the agreements therein, as well as the decision made by the Member Relations Committee to the Board of Directors. The Agreements were egregious and assumes guilt. He will not sign the agreements presented to him by Staff.

He wants to apologize that the Co-op got involved in all. The controversy has nothing to do with the Co-op. He has many people in the community that can stand for his character some of whom have sent in emails to the Board attesting to that. Those emails were shared with the Board prior to the meeting.

Jaime has only seen characterizations of the behavior and allegations made. Jaime would like to hear Danas perspective. Jaime would like to see the Danas newsletters published on his blog 'Thunderbolt'. Dana will send the archives to Jaime via email.

Jim, a Board Member formerly seated on the Member Relations Committee, presented an oral summary of the events that took place:

This issue was brought to the Member Relations by a Staff member, as a Member of the Anti Oppression Committee. Due to not particularly good facilitation, the Committee heard a one sided blunt 45 minute presentation of the issue. The Committee was appalled at the way the agenda item and presentation were taken over. No decision was made or asked for at that meeting. At the next meeting, there was more discussion and disagreement and no decisions were made. At the third meeting, Staff presented a number of actions that occurred since the last meeting. These actions were taken without the consensus of the Committee. According to the 'Unwanted Behaviors' policy and procedures, this issue should have gone to the 'Resolution Team' but that Team was not formed at that time. It was formed on an ad hoc basis in response to this issue, by Staff and without the knowledge of Member Relations. The Resolution Team, as written, includes reps from Member Relations, Conflict Resolution, and Anti Oppression. Staff

from Member Relations along with Conflict Resolution and Anti Oppression, became this Ad hoc Resolution Team without consulting or informing Member Relations. When the Committee learned that things were being decided, the Committee voiced clear and serious concerns and questions. Members had hoped that the Committee would be empowered to make the decision surrounding this issue with the clear communication of their concerns. It was a surprise to the Committee as a whole that these decisions were made and sent out to Dana. The Resolution Team was still conceptual in its formation. This decision was taken out of the Committee without knowing and was out of bounds. The only reason Desdra, then a Member at large on Member Relations, knew of the decision made and read the letter and proposed agreements was when Dana had posted it in his newsletter.

Dana shared more specifics surrounding the initial conflict regarding the Member complaint brought to the Anti Oppression Committee. The conflict stems from a long standing conflict he has had with Media Island and employees there. He shared that they have been attacking his personal life for months and this was the first thing that worked.

Jim asked how long had the complainant had been shopping since Dana had left Media Island?

Dana responded about a year. He tries to avoid her and in her submitted complaint she accused him of looking at her. He would prefer to take a break if she is around. He has seen her there and left in the past.

Joanne asked if there were any interactions with her at the Co-op?

He answered No. He does not speak to her.

Grace spoke to the the Tabling Guidelines, which are in process of being redrafted. The Front End department did review a draft on Tuesday, she was unfortunately unable to attend that meeting. In the past, we have made an exception for Dana and Real Change regarding the Tabling Guidelines. The exception being, that he could sell Real Change while other people were tabling. In Graces opinion, What is happening in the Co-op is that the exceptions are coming back and creating fodder for unfair treatment. Grace also spoke to why the 'Unwanted Behaviors' Policy was created. This was a policy created to respond quickly when threats were evident for Staff in the stores regarding member behavior with Staff.

There is no precedence for a situation like this. Staff have worked with behavioral agreements regarding some Members in the past, and even in some cases served no trespass orders on unwilling individuals but none of those decisions, were ever appealed directly to the Board. Board Members seated on the Member Relations Committee,

Desdra, Peter, Mel and Joanne, met to begin work on drafting an appeals procedure for the Board, since no documents were available to deal with this and other situations in which Co-op Members appeal decisions. Member Relations is working on the re-draft of their Committee Charter, propelled by but not isolated to this incident.

No one in attendance could speak in support of the decision made regarding Dana Walkers ability to vend Real Change at the stores.

Dana requests that the agreements be rescinded, and he not be falsely accused and punished. He would be more than willing to negotiate agreements. Most of all he would like to go back to work. He would love to participate in Anti Oppression classes as described in the agreements submitted to him, just not as punishment and not as a condition of his continued vending.

The Board would like to come to a decision on this appeal as soon as possible. Desdra will communicate the Boards decision directly to Dana.

The Board thanked Dana for attending and speaking openly about his experience.

### ***Executive Session Decision regarding Appeal***

The Board consented to the following regarding Dana:

The Board is empowered to resolve organizational conflicts. Accordingly the Board resolves Dana'a appeal as follows:

#### **Proposal:**

**The letter of 12/1/2018 and the attendant conditions imposed on Dana Walker are set aside. The Board requests the full Member Relations Committee work with the parties and attempt to reach a consensus path forward prior to Dana resuming tabling at the Co-op.**

**Stand Aside-** Grace, Fred

**Consent -** Jaime, Mel, Joanne, Ben, Desdra, Peter, Jim

## Beer and Wine Proposal

Staff Members, Robyn and Matt from the Beer and Wine Task Force attended to present the ballot options. They were accompanied by Mo, the Membership Coordinator.

The Task Force submitted a proposal last month to the Board regarding adding Beer and Wine to the Product mix at both stores. There was a Member petition regarding adding Beer and Wine which started at the stores in late January. Those signatures were submitted to the Board.

The Task Force would like to clarify the ballot options and select a ballot process. They would also like to select a time frame for the vote, approve the ballot wording and delegate a group to carry out the voting process.

### *Feedback*

Fred- Is the sale of beer and wine a policy decision and not an operational decision? Have we already as the Board, approved the proposal to sell beer and wine it is unclear to him why the board has not voted

*When Robyn presented last month, Jamie said he would like it to be a Member vote. Grace answered that there is history behind certain issues, we had a prohibition against sugar that ultimately became impossible to honor. That original prohibition was passed by Members. This represents how we think about large and controversial items. There is enough sentiment and feelings about selling beer and wine that the Staff has wanted the Boards support and the Board has wanted support from the Membership. Robyn clarified that we had a an advisory ballot about beer and wine and the board had decided to not approve it at that time.*

Fred would like to test for consensus. He believes that the ballot would be approved. It is revenue we are leaving on the table. He would like to approve it and let it move forward.

Jaime is in favor of selling beer and wine he would like to approve a membership ballot, to foster involvement and engagement as well in recognition that there are strong objections to it. He does not see the harm in having participatory participation on this one. Joanne and Peter agreed.

Joanne would like to do more work before we sell beer and wine. Where are we going to put it? Are Working Members required to work with it? will Staff be required?

*90% of this work is in process. No Working Member will ever be required to sell it. The Merchandising CAT has already identified areas that could be used for small sets of beer and wine in the stores.*

Grace would like the Board to call for the ballot and not have it Member initiated.

Mel asked questions about the proposal itself . It was very vague about what support to addiction programs and what specific local organizations we will support. She requests more specifics around this.

Mo spoke to not understanding why the Board is discussing a Member initiated ballot. Signatures were gathered in the store but the ballot process was not followed.

Jaime prefers the Member Ballot option because it provides a super majority of the Member vote.

Mel is not sure that the sales of beer and wine is against or Mission Statement.

The Board tested for consensus on a proposal to holding a Board initiated ballot measure in the spring to be held from April 1st to May 1st. There were two blocks, Joanne and Jaime. Jaime does not feel like the money is not worth rushing into an off-cycle ballot There are two Board Members that have concerns. He does not feel the urgency. There were three Stand Asides to this proposal, Grace, Mel and Jim. Jim would like more time for communication and discussion with the Membership.

Jaime would like the ballot during the normal election cycle. It would be an opportunity to have discussions with the Membership and increase engagement and participation

Fred spoke in favor to running the ballot earlier. In his role on the Election Task Force, he is willing to do anything to do it. From a financial perspective it would be better to have it happen sooner than later. The Elections Task force will coordinate to voting process as usual,

Joanne questions the financial projections. Fred asked why. She questions that the Members purchases will support those projections. Grace does clarify that the average basket size will increase and that is where we will see the rise.

**Proposal:**

**The Board approves a Board initiated Beer and Wine ballot for the 2019 Election from October 15th to November 15th**

**Stand Aside-** Grace, Mel

**Consent-** Ben, Peter, Jaime, Jim, Desdra, Fred, Joanne

**Ballot Wording:**

**Shall the Olympia Food Co-op add beer and wine and other low alcohol beverages to the product mix.**

**Stand Aside -** Peter, Mel

**Consent -** Ben, Grace, Jamie, Jim, Fred, Joanne, Desdra

**Staff Report**

Staff have been working on the same things. Grace would like to appreciate how much Staff gave up of their personal lives during snowmageddon. Staff did their best to keep the stores open but were unable to do that due to power outages or hazardous conditions. Deliveries were cancelled and the shelves were empty in some cases. The Westside was able to stay open. Being a neighborhood store it was walkable. She watched Staff out working overtime in the parking lots to keep it safe and accessible. Sales are gonna be terrible. But we lost no product in the power outage. We are in touch with the insurance company about business interruption insurance. Everyday we had Volunteers showing up for their shifts. People really pulled together and we could see it.

Joanne asked about how Staff were impacted financially missing shifts?

*Grace answered that If they were unable to work their shift they could use sick leave to cover that.*

The State is working on proposing a family leave pay plan even though we have always had our own. We are considering the States plan, it has some benefits and might not be much more expensive. Our participation adds to the pool.



## Committee Reports

**Advocacy** -The Committee held its second meeting . The purpose was to understand our role and direction, since this is a newly formed committee of the Board. We have scheduled our next two meetings on March 11th and April 8th at 2:30pm. Committee members feel that there is a need to respond in a timely manner to requests. There was discussion around what this may look like from items that need Board approval to tabling to posters to emails to decisions made by the Committee in person and via email. There was discussion around having pre-approved organizations that the Coop already works with so that the process is stream lined. Grace will come up with a list of our current 'partners.'

**Co-Sound** – no report

**Finance** - The Eastside Store exceeded it's sales goal, and was under-budget for Member discounts. The Westside fell just short of it's sales goal, member discounts were under budget as well. Deli sales growth somewhat offset the decreased sales West. Both Stores exceeded their sales margin goals, thanks in part to ongoing variable margin pricing project. Sales and margin are higher East. Sales are down at West but increased margin nearly made up for sales reduction. Sales for the year were 10k under (in a 17 Million dollar budget), but Cost of goods Sold was 78K lower than budgeted, resulting in a net Gross Revenue of +68K. Professional Services expenditure was higher than budgeted due to an unexpected audit. The budget was drafted with a proposed bylaw change for less frequent audits but the proposition did not pass until FY19. Member and Working Member discounts are down, which tracks with decreased member participation at the Westside store. As a result increased wages offset member discount decrease. Sales took a hit due to the heavy snow, which will be reflected in Q1 financials, however due to clever thinking by staff there was almost no loss in product even at the Westside which lost power!

**Expansion** – Meeting postponed until Feb 27.

**Eco Planning** – Mel made some calls and they had a packed house for their first meeting. We have some really huge issues that haven't been addressed for decades. Specifically, Recycling and solar. If you have concerns or feedback about these topics please voice them to us.

**Personnel** – The Personnel Committee met Wednesday, Feb 13. The Committee welcomed Mel as the new Board member. They shared updates of Board activity

and Staff members expressed interest in when the Board-Staff interviews would be held in the future. The Committee also reviewed its Charter and, pursuant to a request from the last Board meeting, unanimously Consented to amend the Charter so that from 1 - 3 Board members can be Members of the Committee. As this is a Committee of the Board, we believe the next step is for the Board to consent to this amended Charter. The Committee also was introduced to Michelle Weber, who will be acting as the primary Personnel Coordinator. The meeting ended with a review of the Anti-Oppression document regarding symptoms of white supremacy culture.

**Proposal:**

**The Board approves the amended Personnel Committee charter to increase the seats to 1-3 Board Members**

**Consent**

**Proposal:**

**Jaime will serve as the third Board Member on the Personnel Committee.**

**Consent**

***Member Relations*** – did not meet.

***Local*** – did not meet.

***Standing Hiring*** – did not meet.

***Community Sustaining Fund (CSF) Liaison*** – They are planning a retreat to discuss and clarify the grants they will be seeking in the future. There's been confusion in the wording to direct service or policy. They will discuss these details at the retreat. Greg Black and Desdra went to the internship fair at Evergreen and ended up with a number of people interested.

## **Board Trainings**

Organizational and Lawsuit training were completed. The Board scheduled Finance and Consensus training

March 10<sup>th</sup> 1-5 pm

## **Developing Board Roles**

*- Fern will add Desdra to the ofcboard and Member Relations email thread.*

## **Executive Session**

**Proposal:**

The Board consents to being self-facilitation at its March meeting and requests the Board Roles Working Group develop a proposal for guidelines for the process moving forward.

**Stand Aside** - Grace

**Consent** - Jim, Desdra, Joanne, Mel, Fred, Jaime, Peter, Ben

## **Meeting Eval**

Applause for Committee reports by email!

This meeting was packed and there was a lot going on it is hard to keep things flowing. We did a pretty good job.

Thank you to the facilitator .

## **Commitments**

- *Jaime will draft a policy regarding the bylaws pertaining to reviewing job Descriptions* *Pending*
- *Fern will add Desdra to the ofcboard and Member Relations email thread.*
- *All Board Committees, will forward current Charters to Fern*
- *Grace will invite Corey to the next Board meeting to present the 2018 statements.*

## **Decisions out of Meeting**

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

### **Consent**

## **Next Meeting**

2018 Year End Financial Statements

Developing Board Roles and Responsibilities

Coop-atopia (five minutes agenda for Fred)

Eco Planning (ten minutes for Mel)

Draft of an Appeals Process (five minutes for Joanne)

2018 Financial Review (invite Corey to present)

2019 Board Retreat Planning group