



## Board Meeting Minutes

3.21.2019

**Attendance:** Joanne McCaughn, Jim Hutcheon, Mel Bilodeau, Fred Medicott, Ben Witten, Jaime Rossman, Grace Cox (*Staff Representative*), Fern Moore (*Board Coordinator*)

**Absent:** Peter Brown

## Agenda

- Agenda Review
- Announcements
- Mission Statement
- Commitments Review
- Member Comment
- 2018 Financial Review
- Staff Report
- Committee Reports
- Eco Planning
- Break
- Review Draft Appeals Process
- Board Retreat Planning 2019
- Developing Board Roles
- Commitments
- Meeting Evaluation
- Executive Session

## Announcements

- Peter is unable to attend tonight's meeting.
- Fred announced that Renata Rollins will be speaking at Co-opatopia this year about a new initiative she has planned.
- Jim and his wife are organizing a triathlon to raise funds for research for Multiple Myeloma, if you would like to participate contact him or donate.

## Commitments Review

- ***Jaime will draft a policy regarding the bylaws pertaining to reviewing job Descriptions*** *Will be put on next Agenda*
- ***Fern will add Desdra to the ofcboard and Member Relations email thread.*** *Fern will check in with website coordinator*
- ***All Board Committees, will forward current Charters to Fern*** *In Process. Some charters have been received*
- ***Grace will invite Corey to the next Board meeting to present the 2018 statements.*** *Complete*

## Member Comment

**Susan** - Has been a Volunteer in the Bulk Department since 2016. She became friends with Sadie, another Volunteer whom stocked groceries. She learned that Sadie worked with ELF and was in prison for 7 1/2 years. Sadie and her husband had met with a local group and subsequently they have called her husband a fascist and lead to backlash against both of them. It's his name, not Sadie's name. She is guilty of association. Susan learned that the Working Member CAT contacted Sadie and gave her a letter which suspended her from volunteering. Susan is confused and would like to have an open dialogue with a Staff Member, so she can understand how this decision was reached. She can't get any clear information from anyone. Sadie has worked there for six years, and all of a sudden she is not safe to work in the store?! It seems imbalanced. This troubles her and does not support our cooperative values. Sadie is struggling with the outcome. Susan requests review and input on the process that was used and transparency within that process.

**Nancy Koppelman-** Nancy made her statement and handed out copies of it with a book, 'Dreams Deferred' by Gary Nelson, to each Board Member. This is her 15<sup>th</sup> statement to the Board. SEE ATTACHED DOCUMENT #1

## **2018 Financial Review**

Staff Member Corey, attended to present the 2018 Financial Reports the Board. He presented the same report that appeared in the Newsletter. Total 2018 Sales were \$17,194,224. We budgeted \$17, 203,754. We were very close! The Westside was below budget and the Eastside was higher than budgeted sales. The overall cost of goods was much lower than budget, at \$68,000. Which yielded more margin dollars. Other revenue was Newsletter ads, which also came in higher than budgeted. They also cleaned up old checks, three years worth which added to revenue. Corey reviewed the Expenses. Staffing was over budget. The Medical benefits did exceed what was budgeted for. We do have a medical savings account, that we consistently deposit funds in for worse case scenario. Member Discounts were under budget at \$38,275. For the 2019 budget we brought that budget line item down. We did post profit last year, pre tax, of \$36,000. Meaning that our Donations, which we show on our books will get claimed. They are claimed only when we show a profit to reduce our tax burden. Corey called out the balance sheet. The amount of Cash on December 31<sup>st</sup> increased by \$60,000 over the previous year. That's a great parameter to look at. So far this year we are holding cash well and slightly increasing it. Corey also reviewed the ratios. Debt to equity went down. And the current and quick ratios are also healthy.

Corey invites the Board to email him questions any time.

### *Feedback:*

Jaime brought up the idea of Finance Committee talking about creating another account due to the FDIC limits.

*Corey will bring this back to the Committee.*

Joanne asked about the Shore bank account.

*Corey answered that we invested years ago to help them build capital. That account was closed.*

Jaime would like to have Corey back to a Board meeting to take a deep look at margin so that Board can understand Department margins.

*Corey can present first quarter margin at the May Board meeting.*

Fred asked about the patronage dividends changes.

*It does not affect us as we don't have patronage. There are some Co-ops that are very impacted by this change.*

## **Staff Report**

At the last round of Collective meetings, the Collective read and discussed 'Come Hell or High Water' which was assigned by the Anti Oppression CAT. We discussed addressing issues with Collectives and Consensus decision making around inclusion. There was also a presentation on the Eastside remodel and an overview of Finances.

In November, 4 Staff people went to a training 'Culture of Accountability in Co-ops'. When we combined that work with work we did with FACE and cultural competency, we started a process of taking both trainings, merging them and tailoring them for our Collective. We just completed the second round of them, it will take the full year to complete them all. The trainings include Organizational Culture, Personal Culture and our Values as well as our Commitments and Agreements. We are also taking the time to review the 'Staff Expectations' that were edited in 2013. We are finding places that we can embrace the complexities and simplify where we can. Finally, the Staff did Consent to adopting the States new Family Medical Leave payment program. We will join the State program and evaluate if it is meeting our needs. There was a document produced that summarizes the changes between our sick leave program and the States program.

- ***Grace will send out the document summarizing the changes to the sick leave program***

On May 8<sup>th</sup> there will be an all Staff Restorative Justice training for four hours. With a Restorative Justice expert. We hope to get a better picture of what the tools are and how we can use them appropriately.

We have a brand new phone system. It has been installed at the Westside and Downtown. The Eastside will be upgraded soon. It is a cool and necessary upgrade. We will be implementing the new options soon including voice mail.

As a reminder, the Co-op stores will be closed Wednesday May 1<sup>st</sup>.

There are big changes happening to the distribution system in Northwest. UNFI is closing the Auburn warehouse that we have been pulling from for decades. There are significant benefits that come with this change. The Ridgefield Warehouse is a much larger warehouse with many more products that are not available to us. We also may be able to negotiate different delivery times.

We received an email from the General Manager of Quincy Natural Foods. They are currently having their Board Elections and they realized that one of their Candidates is not a Member. So they removed them from the Ballot and that person is now suing them. He just wanted to let Co-ops know.

## **Committee Reports**

**Advocacy** – The Committee discussed action items from the last meeting. Grace will continue to seek Members who are interested in serving as part of the Committee. Grace will also compile a list of Organizations and Businesses that the Co-op has ongoing social and business relationships with, in order to develop a pre-approved list so that the process for allowing Advocacy can have a more streamlined application. There was discussion around developing a form for people who want to advocate. As well as what the Co-op will do in terms of advocating or in regard to requests for advocacy work. Peter will draft an Advocacy form to be discussed at the next meeting. There was a general discussion around whether the Committee and/or Committee Members are advocates or a vehicle to assist others in their advocacy work. The feeling of the Committee members is that part of their role is to bring forth awareness of issues and concerns that are in alignment with the Committee's mandate, which is still to be defined and will be brought to the full Board for review before enacting.

**Co-Sound** – Co Sound has decided to incorporate as a 501 C6. To focus on Co-operative Advocacy and Education. They are holding Co-opatopia on April 27<sup>th</sup> from 12-4. If any of the Board Members are interested in hosting a Food Co-op table at Co-opatopia please let Fred know. He also will send out a request to Staff. It would be great to have Staff and Board and hopefully some local products to share. Jim is interested.

**Finance**- did not meet.

**Expansion** – Did meet and has a recommendation for the the Board to review in the Executive Session.

**Eco Planning** – has an agenda item.

**Personnel** – The Board consented to change the Personnel Committee Charter from 1-3 Board Reps, instead of 1-2. Our business insurance company inspected the stores on Feb 28th. Brian Moore issued a report with two small recommendations. Harry talked with managers, solutions were found. The Westside Co-op was inspected by the Health Dept. 2/6/2019. We are in the "Minimal" risk category. All issues have been shared with Staff and are being addressed. The Humane Resources Group was recently consented to by Staff and is being convened. They are tasked with "supporting a workable structure for accountability", responding to requests for investigations and working to improve our accountability systems. They can also outsource investigations, as needed. There will be a Staff training in May about Restorative Practices and creating a restorative community. The Resolution Team is tasked with supporting Members in resolving conflicts. Positions on this team have been filled. The Personnel Handbook needs updating. Ami and Tamara will be working on this. There are several changes that can be added: Vacation policy, WA State paid leave, Humane Resources and Resolution Team job descriptions, Anti-Bullying policy, etc.

**Member Relations** – The Member Relations Committee (MRC) has met twice since the last Board Meeting in February. Dana Walker appealed Staff decisions regarding the suspension of his sales of 'Real Change' at the Co-op at that Board meeting. The Board set aside the actions of the Staff, and sent his appeal back to the Member Relations Committee to be resolved, however no resolution has been forthcoming to date. Due to communication problems between the Staff representatives at the MRC and some of the MRC Members, the insistence from Staff that the appeal be bumped to the bottom of the agenda at our first meeting, this appeal has yet to be addressed and resolved. The delay in resolving this issue has been frustrating to say the least, and has caused tension among Committee Members. Currently, the discussion on the appeal is set for the March 28 meeting.

Questions have come up around Committee facilitation, agenda creation and note taking; there have been some recent attempts to share those responsibilities among Committee members, with Board members taking a role in Agenda setting, shared Facilitation, and review of meeting notes. Other Volunteer Committee Members also help with such duties.

We have reviewed our current Charter, and are working to clarify the roles of the Board and Staff on this Committee, as well as the critical role played by the Volunteer/Working Members in this work.

Finally, we have been engaged in preparations for the upcoming ‘Co-op Conversations’ regarding the question of Beer and Wine sales at the Co-op; two events are scheduled at the Olympia Center, the first on April 6, 1-4 and the other on July 11. Tabling at both stores will be arranged to help inform Members about the opportunity to engage in these important Conversations.

In response to the Member Comment tonight by Susan. The Board agrees that a review on the process that was used for dismissal should be conducted. Allowing for transparency and input within that process.

***- Desdra will add it to the next MRC Committee meeting Agenda.***

**Local** – The Local Committee met on Monday, March 18. Fred was welcomed to the Committee and introduced to the Members. During the meeting we discussed plans and goals for the year.

1 - The Local Committee will assist in the Co-op having a presence at the upcoming Cooptopia event. We discussed coordinating with Outreach to have a booth, banner, and possibly snacks.

2 - The Local Committee will coordinate with Outreach to assist with the Faux-BBQ event in June. Our assistance will include contacting local vendors of vegan products and possibly providing people to assist with demos.

3 - The Local Committee will coordinate an Indigenous Peoples products event that will begin on Indigenous People's Day and continue until the end of November. The intent is to keep awareness on Indigenous People and their contributions, particularly during the season of celebrating European colonial expansion.

**Standing Hiring** – no report.

**Community Sustaining Fund (CSF) Liaison** – The next grant cycle Applications are due April 1<sup>st</sup>. Instead of a focus this year, it is open to all grant requests. The opt in at the register is helping and funds are increasing. They also have a new intern from Evergreen.

## **Eco Planning**

Mel a Member of the Committee projected the Charter to review it with the Board. She finds the Charter amazing and idyllic. She doesn't know how long that the Eco planning committee has been super active and sees that the culture around this work needs to be changed.

A Staff Member said to her recently that 50% of the Staff are not 'great' at recycling. This concerned her. She wants us to implement these ideals. She does not feel that we are doing enough in a lot of ways to promote ecological well being. We may have the opportunity to do fundraising or finance solar. She absolutely believes that going solar is expansion, because it is becoming more efficient. There are many ways to contribute to our over all ecology besides just solar panels. Fundraising could be in a few ways, a round up at the registers, posters, tabling, events, education etc. The Committee has done some preliminary research and it would be roughly \$50,000 for all three locations.

### *Feedback*

Jim shared that there is interest in fundraising and Expansion is working on developing a plan.

Fred would like a proposal from the Committee.

Grace adds that there is money out there to be had for this type of work, that wouldn't pressure funds for a larger expansion. There are many places to get funds for solar, she suggests to look there first.

Jaime suggests moving it from concept to a plan with the Eco Planning Committee. If the price is right we can finance it or fund it within the Organization.

## **Review Draft Appeals Process**

SEE ATTACHED DOCUMENT #2

Joanne drafted an Appeals process. We realized that we didn't have an appeal process for Appeals made to the Board. This is important because the Members are the heart of the Co-op. Ideas for this were generated in the Member Relations Committee. The Appeal process includes an Appeal form. There are still questions remaining and we need to build some additional framework. Desdra added that the Member Relations Committee are looking at this with the Charter redraft.

## *Feedback*

Fred will like the work continue. However He would not like the Appeals to come to our regular Board Meetings. He would like to see clarity on decision making and have that inform our Appeals process.

Jaime likes the idea of Appeals going to Member Relations first. He would like hearing from both sides clarified. He also wonders about the scope and it allowing it meet the need of many different situations.

Grace wants to make sure that we are not spending time on Appeals that do not meet our processes. Is this really limited to actions taken by the Staff or will it include the Board as well.

They will bring a draft back for review next month

***- Everyone will send feedback about the Appeals process to Joanne***

## **Board Retreat Planning 2019**

Jaime would like to propose that instead of the traditional 2 day retreat that is business orientated the Board plan social excursions and events to build the group dynamic.

Fred likes that idea, as well as maybe revisiting past strategic planning done in previous Board Retreats.

Joanne adds that previously when she was on the Board, they left town for their retreat.

### **Proposal:**

**Mel and Jim will plan a Board Social event.**

**Consent**

***- Jaime and Jim will have a briefing for the May Board meeting from previous retreats and strategic planning efforts***

The Board would like to plan 2 or 3 such events for this year.

## Developing Board Roles

There have been two meetings of Roles and Responsibilities working group. They intend to make structure around the Officer roles, group norms and expectations, as well as parameters around self facilitation. They discussed the current state of the Committee Charters. They also discussed amending Staff job descriptions related to the Board support roles with any changes made.

Grace spoke to the Board needs to support Member Relations in their work. The trouble with Member Relations may be driving the urge to review Charters. The Board has money in their budget that we can use to help support the Committee with resources.

Jaime adds that it would be helpful to clarify what the problems are and what could be helpful.

Fred suggested having a consultant come in and offer services.

Member Relations will meet next week and they will put it on the agenda. Jim suggests that the Board Members on the Committee caucus before the meeting.

- *Fern will send out the Board support team job descriptions to all*

Next steps for this work includes developing the Board Roles into a work plan.

- *Desdra will respond to the Member Commenter*

## Executive Session

### Proposal:

The OFC Board concurs with the Deli expansion project team's recommendation not to pursue expansion at this time and appreciates the diligent work of Expansion and Finance CAT in evaluating the feasibility of that opportunity.

Consent

## Meeting Eval

Great job of keeping stack and time keeping and allowing people to have their say.

The Board would like to formalize the end of the member comment process.

## Commitments

- *Jaime will draft a policy regarding the bylaws pertaining to reviewing job Descriptions*  
*Will be put on next agenda*
- *Fern will add Desdra to the ofcboard and Member Relations email thread.*  
*Fern will check in with website coordinator.*
- *All Board Committees, will forward current Charters to Fern*  
*In Process. Some charters have been received*
- *Grace will send out the document summarizing the changes to the sick leave program*
- *Desdra will add it to the next MRC Committee meeting Agenda.*
- *Everyone will send feedback about the Appeals process to Joanne*
- *Jaime and Jim will have a briefing for the May Board meeting from previous retreats and strategic planning efforts*
- *Fern will send out the board support team job descriptions to all*
- *Desdra will respond to the Member Commenter*

## Decisions out of Meeting

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

**Consent**

## Next Meeting

Solar proposal

Draft appeals process

Bylaws Policy

## Next Meeting Facilitators

Fred will facilitate the 1<sup>st</sup> half. Joanne will facilitate the 2<sup>nd</sup>.

## Attached Documents

### 1. Nancy Koppelman Member Statement

Member Statement to the Olympia Food Co-op Board

Nancy Koppelman

March 21, 2019

Thank you for inviting member statements. My concerns pertain to your responsibilities representing member interests in this cooperative: a jointly -owned , democratically governed enterprise.

I am concerned about the co-ops boycott of Israel. This summer will mark its ninth anniversary and I believe my 15th statement to the Board.

When I first moved to Olympia 36 years ago I faced what today are called micro aggressions, for example, I was told that Jews are rich, powerful and smart. I was asked what a real Jew is. These comments are annoying but benign. I attributes them to ignorance.

Jump ahead to last month. In a discussion with a volunteer member, I was asked what Jews are — a religion? An ethnic group? Whats it all about? Jews are mysterious. I turned the question around and asked hoe much of the world population is Jewish (ASK THE BOARD). The person thought and then guessed ”Half?”

This fellow member though there were over 3 *billion Jews* - 50% of the world’s population— when there are 250 times fewer — less that 15 million, or 2% of the worlds

population. (ASK: How many in OLY? %? The Jewish population is about .3%, very close to the worlds population.)

Jews loom larger in fantasy than in reality. And so does Israel. Mistaken assumptions about Jews and Israel were at play when the co-ops board instituted the boycott.

Now, you all are responsible for the boycott. You can uphold , question or dismiss it. You can institute a member vote, which the 2010 board deliberately rejected even when hundreds of members raised significant objections. Its worth asking if you would do now what they did then. In essence, keeping the boycott validates their process. No matter what the co-ops lawyer says, remember that the lawyer works for US. As the body that represents us, the ball is in YOUR court on our behalf.

What the co-op does about this is especially important now. We are living in violent times. Acts of horror driven by hatred regularly take place. Last week 50 Muslim worshippers were massacred at a New Zealand Mosque. In 2016, 46 people were gunned down at a gay nightclub in Orlando. All of you know, Im sure, that last October a white nationalist murdered 11 Jews at a synagogue in Pittsburgh. You may not know that two weeks ago, a number of synagogues in Washington, including Temple Beth Hatfiloh, received a threatening email which stated the following: “Very soon I will have an Automatic Rifle which I will use to kill the Jews in America as Israel is a Terrorist State and Jews are ruling America...” One of my reactions was, who has my back? Although certainly I don’t think the board of 2010 wants Jews dead, I have to admit that i didn’t think of the co-op.

Those of us who are targeted by violence, and particularly white nationalist violence, are inclined to stick together and support each other. When Pittsburgh happened, mosque members stepped forward to support Jews. When New Zealand happened, synagogue members stepped forward to support Muslims. We unite in our resolve to press forward to a better world.

Institutional voices matter. By taking sides, the co-op became structurally anti-Semitic. If you analyze the BDS platform carefully, you’ll see that its specific demands lead to the end of the Jewish state if Israel, which would have a devastating effect on Jews around the world. Even when BDS persons are not anti-Semitic, the structural features of the boycott harm Jews. Ive often been told that its just wrong to conflate BDS’s critique of Israel with anti-Semitism. I can’t think of another think minority whose experience of their own oppression is questioned in this way.

Tonight, I ask you to be just as radical as the 2010 Board. Revisit the boycott. Given the current state of affairs in this country, decide for yourselves if it is in fact what the co-op wants to stand for. In an effort to help you learn more about the relationship between the boycott, Israel, Palestine and Jews, I brought a gift: seven copies of the a reference book entitled *Dreams Deferred: A Concise Guide to the Israeli -Palestinian Conflict & the Movement to Boycott Israel* , published in 2016.

I hope you will read it and become educated about these matters. Thanks for listening.

## 2. Review Draft Appeals process

To: OFC Board Members

From: Joanne McCaughan, Board VP

Subject: Board Appeal Process for Members/Draft Two

Date: March 19, 2019

On January 24, 2019, four BoD members met to discuss the request for an appeal of action taken by staff of the Member Relations Committee, in regard to OFC member Dana Walker. Present at the meeting were Peter Brown, Mel Bilodeau, Desdra Dawning and Joanne McCaughan.

The purpose of the meeting was to discuss certain actions taken by staff, and to develop an understanding of the appeal rights of members. Dana presented his appeal of the staff action at the February 2019 Board meeting; the Board set aside the action taken by staff, and sent his appeal for resolution back to the Member Relations Committee, a committee of the Board.

This draft process is not intended to guide our response for this appeal. There has previously no formalized process for member appeals to the Board. It is incumbent upon the Board to provide a legitimate procedure for such appeals.

Proposed/Draft Appeal Process (including questions we need to answer to develop our procedure):

Co-op Members may file an appeal of certain actions taken by Co-op Staff when those actions limit a member's access to the stores.

Within 30 calendar days of any such action, a Co-op Member may request that the Board review the action taken. (Alternatively, this could start at the MRC and be taken to the Board if not resolved by the MRC.)

An appeal form should be developed for this process; the member will submit a written summary of the reasons for the appeal using this form as indicated on the form (e.g., word or page limited).