



Board Meeting Minutes

4.21.2019

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

Absent: Ben Witten

Agenda

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

Announcements

- Ben is unable to attend tonights meeting.

Commitments Review

- ***Jaime will draft a policy regarding the bylaws pertaining to reviewing job Descriptions*** *On Agenda*
- ***Fern will add Desdra to the and Member Relations email thread.*** *Complete*
- ***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*** *Complete*
- ***Desdra will add it to the next MRC Committee meeting Agenda.*** *Clarify commitment.*
- ***Everyone will send feedback about the Appeals process to Joanne*** *No feedback received*
- ***Jaime and Jim will have a briefing for the May Board meeting from previous retreats and strategic planning efforts*** *Will be on May Agenda*
- ***Fern will send out the board support team job descriptions to all*** *Pending*
- ***Desdra will respond to the March Member Commenter*** *Complete*

Member Comment

- Jace has been a Working Member for years and served on the Eco Planning Committee. They also cashier at the Co-op and hope to get hired soon. While on Eco Planning they were working on zero waste campaign. Is that work continuing? Jace is working on a large art project, and trying to get schools and hospitals to donate their trash to make art out of it. In effort to increase awareness and hopefully encourage more legislation like the plastic bag ban. This is a gradual change and we need to phase it in changes. Mel answered, that the Committee recently formed a 'Zero Waste Camp' and we need more people to join that camp. Grace shared that the NCG has just formed a Task Force on plastic elimination. We have until Monday to have someone participate. The more we can resolve this with other Co-ops the better. Mel and Jace are interested.

- Grace will send in the contact info for the plastic elimination task force

Hiring Proposal

The Hiring Committee has submitted a proposal to hire to the Board for approval. The Staff approved the proposal at the recent Collective Meetings, after adding the option to hire a third hire if needed.

The Co-op authorized a Labor budget based on 85 employees. We have since lost one Staff member and plan on losing another within the year. The Deli needs someone right away and they have indicated would love to have two. Grace recommends that the Board Consent to 2-3 today, so that if we determine we need a third that will save a step later.

Proposal

The Board approves the Hiring proposal as approved by Staff.

Stand Aside- Jaime Rossman

Consent

Peter- Asked what percentage of the labor hours is used for Administrative hours?
Grace replied, that that is a hard number to estimate, as the number of administrative hours used by Staff varies vastly depending on what type and how much coordination they hold. Collective Management requires all Staff to hold administrative hours in some capacity and some Staff hold large or many administrative roles along with the minimum required in store shift hours.

Jaime proposes that we change the hiring process to allow for hiring up to the budgeted Staff level streamlining the hiring process. Grace supports this idea and would like to see a proposal from the Standing Hiring Committee with this change.

Staff Report

At recent Collective meetings, Staff consented to the Hiring proposal, adding an additional hire. We dealt with two other major Agenda items. The Working Member Coordinators gave us an update and report on Working Member on hold procedure, and gave us a verbal report on what had happened with Sadie. No action was requested, but a lot of questions were asked and lots of thoughts and feelings were expressed. That issue remains with the Working Member Coordinators. We continued work on our Anti Oppression work reviewing the book 'Come Hell or High Water' which addresses collective process. This is our second work session with this document, its interesting, but an older document that was written ten years ago, so it may not resonate well with everyone. Instead of just reading our Mission Statement, everyone took time to write down how they meet our goals in the Mission Statement in their daily work. That exercise was really well received.

Grace would like the Board to think about what the Boards expectations and what is needed from Grace in the role as Staff Representative. Specifically related to her responsiveness outside of normal work hours. Fred asked if Grace would feel comfortable drafting expectations for the Staff Rep. She agreed. There was agreement that Grace should have the same expectations as the rest of the Board, that is the goal.

- *Grace will draft expectations for the Staff Rep role*

Committee Reports

Advocacy – The Committee met to discuss the guidelines for Advocacy requests by Organizations, Members and Community Members. Committee Members walked, line by line, through the proposed policies and made suggestions which

are being compiled into a new version which is to be reviewed at the next Advocacy meeting on May 13th. They will also review the current Charter for the Committee. After this next meeting, the Committee plans to submit these two documents for review to the Board of Directors.

Co-Sound – no report.

Finance- did not meet.

Expansion – The Expansion Committee met on April 3, 2019 to discuss potential planning around a Capital Campaign. We were joined by Don Chalmers, with Sparrow Hawk Consulting. His work is with helping Non-profits access capital funds by developing campaigns within their communities of interest.

He described steps required to develop and carry out a successful campaign. The first step is to do an extensive organizational review to develop a plan. The entire project could take up to 3 years from start to finish, and would involve strategic planning, development of several committees, and lots of volunteer hours.

Ultimately the goal would be to leverage funds from several sources including public funds, private funds, donations, loans, etc. The project could be completed in phases, thus could be planned in several steps. Don could be available to work with our committee once his commitments at TESC are completed later this spring. He works on a contingency basis, and bills monthly. Board approval would be required to move forward.

On March 27, Grace, MJ, and Joanne met with the owner certain property down town to take a look at the very old warehouse style building across from Zeigler Welding. We spent about 20 to 30 minutes viewing the condition of the building and asked the owner questions about structure, history, likely scenarios/impacts from sea level rise, etc. After our meeting the three of us walked around the block to get a sense of the neighborhood atmosphere. At that point, it seems we came to an understanding that the area has too many problems (e.g., no parking available), and the building is not suitable in a realistic way to be transformed into a new Co-op location. Final bit of news: We are no longer considering the El Guanaco space downtown for deli expansion.

Eco Planning - Are trying to meet twice a month. They are establishing a Zero Waste Camp and are asking new or current Volunteers to add on 10-15 minutes before or after their shifts and go around and check the trash and recycling. They are continuing to develop ideas. The Committee heard from South Sound Solar.

They received a higher quote than mentioned before. There's also research that shows that if you do fundraising for two things simultaneously they don't compete.

Personnel –met twice this month. They will present to Board at Executive Session.

Member Relations – The Membership Committee is now being facilitated by Staff Member, Jenni. Staff Member Mo is also joining the Committee as an additional Staff Representative. There was a review of the Beer & Wine Task Force community Conversation event, in which 12 people attended. Discussion was brought forth about Ground Rules, Confidentiality and Consensus due to some of the concerns and interactions that had taken place in the Committee. Ground rules were established so that people know the parameters of social interaction. Confidentiality was discussed in regard to nothing leaving the Committee meetings until there has been a group consensus on the matter. They discussed Consensus, to help people understand what consensus decision making can look like. There was a reading of part of the white supremacy document with a short discussion afterwards. Committee members then started to review the current Charter but did not get past the number 1 item in the charter. The next meeting is on the 25th of April. Its almost a personnel issue, but Peter is very troubled by how the Committee is conducted. They discussed the charter because but there are so many new groups that have taken on the role of MRC. They discussed and will continue to discuss their role in Member Relations.

Local – Have not meet since March 18. However, Members are working on coordinating with local vendors for the Faux-B-Q event.

Standing Hiring – no report

Community Sustaining Fund (CSF) Liaison – The grant cycle is active now! They are currently accepting applications. They have a new intern and are helping her get up to speed. She will be getting credit for her internship. She will be working on updating their database.

Fred adds that he is familiar with helping with interns and is very familiar with the process. Let him know if you need help.

Bylaws Resolution

SEE ATTACHED DOCUMENT #1

This is an action item that came out of last years update to the Bylaws. In that process, Staff had suggested removing this specific Bylaw, Section 3 Board Duties #13. The Board decided to leave it in and clarify the process and interpretation of this bylaw. The Board discussed this several times last year and agreed that the Board did not want to approve all operational job descriptions as a a general manner of practice. One example of approving a job and operational job description is that of the 'Remodel Coordinator'. The Remodel process included Board approval, as that role could have been an outside hire.

In the past there were different classes of employees at the Co-op that were not full Staff Collective Members (ie. paid cashiers). This resolution essential clarifies that The Board would retain control over job classifications, ie Collective Member. The job descriptions for operational roles would remain at the Staff level.

This is an Interpretive statement on the Bylaws instead of removing it. The Board in the future could adjust this interpretation.

Proposal

The Board approves the Bylaws Resolution pertaining to Staff Job Descriptions.

Consent

Review Draft Appeals process

SEE ATTACHED DOCUMENT #2

Joanne sent out another draft Appeals process. The goal is to construct a process for people to file an appeal. The timeline was set at 30 days. Appeals could start at Member Relations Committee (MRC). It would be useful to also have a form created.

Feedback

Fred would like the appeal go to MRC instead of the whole Board. There should also be language included that the MRC have the ability to decide that they will not hear that appeal, no grounds for appeal. Fred will not feel comfortable around approving an appeals process without it including what warrants an appeal.

Desdra added that MRC is not clear and about what complaints come to the Committee. The two Staff people involved, think the task of dealing with complaints should be taken out of the Committee and given to the Resolution Team. Leaving the MRC to only deal with appeals. These two processes are dependent on each other.

Grace would like to request a flow chart. This initiates with Staff identifying that there is unwanted behavior, then that goes to the Resolution Team and is not defined as coming out of Member Relations. A ruling has been made and then the person wants to appeal that ruling. Clearly she is confused as well. She does not think it is good to make policy because a mistake was made. A flow chart of what happened in this case and a flow chart of what would be the right thing to happen would help clarify the process.

There was discussion about the Member Relations Charter, and proposed changes are being recommended.

- *Fern will forward the Member Relations Committee Charter to all*
- *Peter, Joanne, Mel and Desdra will meet to will create Two flow charts about what it is right now and what it should be*

Resolution Team

The Board reviewed two documents, the 'Resolution Team' and 'Unwanted Behaviors'.

Desdra noticed that the Resolution Team has only Staff on it and this concerns her. There is no representation from the Board and no representation from the Working Members. She questions that the Resolution Team is only Staff.

Grace clarifies that the recent Working Member situation did not go to the Resolution Team. The Working Member Coordination Team (CAT) dealt with that issue. Grace does agree that there are problems with the composition of the Resolution Team.

Jim views that it is comprised of Staff as it is operational and resembles a CAT. He does not think there is a need for Board or Working Member representation.

Desdra clarified that MRC has been experiencing that they are being shut off from Member complaints. She feels the need to have better communication and better collaboration with these processes. All of these circumstances are different and some are not about operations.

Jim asks if the committee has considered engaging in conflict resolution support.

Desdra answered, Yes they have. No agreement has been made to start this process.

The Board moved to table this agenda item for the Executive Session.

Developing Board Roles

The Group working on Developing Board roles would like the Board to adopt these roles for the remainder of the year and evaluate how it goes and adopt, modify or discard it.

The Board Roles and Responsibilities Task Force met on April 4, 2019. Desdra, Mel, Joanne, Fred, and Jim were in attendance. The group had an hour long discussion on formalizing the responsibilities associated with the officer positions of the Board. The following ideas were put forward for discussion and, hopefully, consent from the Board.

Secretary - The Board Secretary will be responsible for answering emails sent to the Board. The Board Secretary will be responsible for sending responses to Members who speak to the Board during Member comment. The Board Secretary will be empowered to send a pro forma "Thank you" response.

A suggestion was made a short period of time during executive session could be devoted to clarifying whether anything beyond a "thank you" response is warranted in particular cases. If a Member comment is deemed to require follow-up, a Board point person will be assigned and their contact information will be provided to the Member.

Treasurer - The Treasurer of the Board will be a member of the Finance committee. The Treasurer will sign off on any financial documents requiring a Board signature.

President - The President will welcome newly elected Board members. The President will be responsible for scheduling training for new Board members **before the first Board meeting** of their tenure.

Vice President - The Vice President will take over in the event that the President is unable to fulfill their duties. The Vice President will act to support and coordinate the presidential responsibilities.

Other remarks

There was also some discussion about further training regarding cooperative boards and what they do. Fred agreed to do a short presentation/board game on this topic at the first Board social event which Mel and Jim are supposed to be planning. Interest was expressed in Board members attending Collective meetings as observers hopefully as early as May.

Feedback

- Redundancy for if the Treasurer is not available
- Add signing documents to President duties
- Executive session; specify it would happen prior to the end of the meeting

There was discussion about the process in response to Member comments and agreement that it should take place prior to the end of the meeting.

Proposal

Board Officer Roles will be in place till the first meeting in January 2020. The new Board may approve renewing the resolution or changing them as they see fit in adopting the officer roles.

Consent

- *Add to December meeting to discuss the board roles.*
- *Grace is working on getting access to Board pages and will forward it on to all .*

Jim and Mel have come up with a proposal for the first Board social event. Jim will send out it via email. May 17th which is a Friday. Peter has a conflict on that date. Mel and jim will find another date.

- *Jim will send out a doodle poll for possible dates for the Board retreat*

Executive Session

Proposal:

The Personnel Committee agrees to recommend to the Board that they initiate Standard Termination for ****. Their work arrangement remains status quo until a new contract is made. *****also shouldn't drive for the co-op at this time (no inter store transfers).

Blocks: O

Stand Asides: O

Consent: All

Commitments

- *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*
- *Grace will send in the contact info for the plastic elimination task force*
- *Grace will draft expectations for the Staff Rep role*
- *Fern will forward the Member Relations Committee Charter to all*
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Meeting Eval

Self facilitation is going well.

Decisions out of Meeting

- 1. Approval of March Meeting Minutes - Decision made via email**

Consent

Next Meeting

Previous Strategic Planning (Jim and Jaime)

Next Meeting Facilitators- Mel and Peter

Attached Documents

- 1. Bylaws Resolution**

insert non pdf file

- 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).