



## Board Meeting Minutes

1.16.2019

**Attendance:** Jace Denton, Peter Brown, Fred Medicott, Joanne McCaughan, Ben Witten, Jim Hutcheon, Mel Bilodeau, Cristina Rodriguez, Grace Cox (*Staff Representative*), Fern Moore (*Board Coordinator*)

## Agenda

- Agenda Review
- Announcements
- Mission Statement
- Member Comment
- Commitments Review
- Officer Assignments
- Committee Reports
- Committee Assignments
- Staff Report
- Break
- Eco Planning Charter Revisions
- 2020 Board Trainings
- Fundraising Proposal
- Board Donations
- Commitments
- Meeting Evaluation

## **Next Facilitators Executive Session**

### **Announcements**

- Ben and Jim are going cross country skiing. If you are interested let them know.
- Ben invited Mason and Matt from Olympia Community Solar to attend the Board meeting.
- Grace is holding the beeper, she may need to step out as needed.
- Jace proposes a small challenge for the Board, no plastic packaged items for our Meeting food. Fern accepts that challenge. Freds want a concession for vegan jerky.
- Advocacy Committee will check in on the Endorsement consent sent out via email and make a recommendation to the Board.
- Tom Nogler passed on he was a founding Member of the Co-op and an active community member.

### **Member Comment**

- Mason and Matt from Olympia Community Solar were invited to attend the meeting by Ben. The Eco Planning Committee has been meeting with them regarding our Solar potential. Mason and Matt have been Members of the Co-op for 5 years. Olympia Community Solar is a Non profit community solar developer and administrator. Multiple people join in and fund a single solar area. They are currently working on the Hands On Children's Museum (HOCM) project which is called the Hummingbird Project. They started conversations with Ben and Eco Planning and found that the Westside store might have solar potential and the Eastside and Downtown office don't. The Co-op could be part owner of the HOCM panels. They will be releasing an Offering packet, inviting community members to purchase a unit or multiple units. Once the project comes on line they will measure how much your unit generates and send a check annually. Until they release the offering project they cant quote actual prices, but roughly one unit will cost \$400-\$500, to as many as you want. The goal could be matching the generation to what you consume. They are trying to leverage the Non profit to gain their 501C3 accreditation. They have already raised \$2,500 about 10% of the project price in a crowd funded loan from the community with zero interest. They can offer

direct profit from this. Community members or businesses can donate units instead of buying, for a tax exemption. The model is complex. The offering packet will be brought to Board to consider. They think our values align rather well.

Ben replied that we started talking to Community Solar 2 years ago. He is impressed with their communication and the ground breaking activity that they are doing. He agrees we compliment each other, he wants to support them via publications, donations and etc.

Grace replied that someone from the Board will contact them and this project would involve many committees that we would need to coordinate.

Fred are there similar projects?

*Mason replied that there is an installed project at the Farmers Market, 13 people own it. There are 17 Solar programs in the state but they are different they run on incentives.*

HOCM needs a new roof and the City is helping. They are hoping for installation in July. There is time to consider it through our Committees.

## **Commitments Review**

- ***Grace will solicit someone from BPC for the community solar project***  
*Pending*
- ***Fred will complete the member comment notes from September***  
*Pending*
- ***Jim will bring a proposal to the board regarding Capital Campaign***  
*On Agenda*
- ***Fern will email the board about the special session in January.***  
*Complete*
- ***Fern will contact the photographer***  
*Pending*

- *Fred will send back out the board pages password to all*  
*Pending*
- *Grace will forward the profit/ bonus policy*  
*Pending*
- *Fern will forward Collective meeting schedule to the Board*  
*Pending*

## **Officer Assignments**

**President - Jim Hutcheon**

**Vice President - Cristina Rodriguez**

**Secretary - Joanne McCaughan**

**Treasurer – Linda Myers**

## **Consent**

Joanne and Jace were both interested in the Secretary position. Communication standards and guidelines could be worked on by Member Relations and Jace.

## **Committee Reports**

**Advocacy** – an initiative was sent via email to the Board. It is a very complex piece of long legislation. Grace tried to dig deeper in the last few days, in summary it is to set up a granting process thru the State for farms to make ecological improvements. She could not find a farming source and saw no known Eco supporters in the bill itself. Process wise, the Advocacy committee will look over the request. The request did not use the form. Fred suggests sending out the form when the request is received. The Committee has had a rough start and we have had only one Staff member. Developmental work and the Advocacy request form has been created. Grace explained the duty of the Advocacy Committee. This year could be an active year with the coming election.

- ***Grace will follow through with the Advocacy request and have them fill out the Advocacy form***

**Co-Sound** – Monday they will be meeting to finalize the business plan. Fred summarized Co Sound. They meet monthly and bi monthly to host social events for Co-ops.

**Finance** – amend charter to allow a third Board member?

**Expansion** – sent our deli expansion report to all. *Attach here*

**Eco Planning**- redrafted charter. Has an Agenda item.

**Personnel** – no report

**Member Relations** – no report

**Local**- no report

**Standing Hiring**- no report

**Community Sustaining Fund (CSF) Liaison** – no report

**Elections Task Force**- no report

**Board Pages Task Force**- no report

## **Committee Assignments**

**Advocacy** - Ben, Jace

**Co-sound**- Fred, Jace (Cristina interested in attending)

**Eco Planning**- Mel, Ben, Jace, Cristina

**Expansion**- Jim, Joanne, Fred (add to email)

**Finance**- Linda, Fred (Peter requests emailed reports from Corey)

**Local-** Jim, Jace, Cristina  
**Member Relations-** Mel, Linda, Joanne, Peter  
**Personnel-** Mel, Jim, Linda  
**Standing Hiring-** Joanne, Ben

#### Task Forces and Liaisons

**CSF-**  
**Newsletter-**  
**Elections-**  
**Bylaws-**  
**Delta Force-**  
**Site Selection-**  
**Board Retreat Planning-**  
**Board Pages-**

*Will populate next month*

#### **Staff Report**

Hirings and Leavings : 2 new staff just started and were given a basic intro training. Including a Front end overview and Cashiering. They are filling in on lots of hours. One staff gave notice.

There is a New practice amongst Staff done at Collective meetings, Land acknowledgements. With the Monthly Land Acknowledgment comes an activity and a donation suggestion. We are starting off this practice with the Squaxin, Nisqually and Puyallup people as well as all the other local tribes. The Activity suggestion is to go out and visit the Squaxin Island Museum. The suggested donation is one of several groups that support the work for missing and murdered Indigenous women.

The Board will include the Land Acknowledgment after the Mission Statement in our Monthly meeting agenda.

- ***Fern will send out Land Acknowledgement monthly with the Agenda***

Beer and Wine update: Merchandising CAT has taken on creating the implementation plan and assigning tasks out. Finance CAT has a list of tasks and other groups have also been identified. Finance and Merchandising CAT are proposing a staggered start date,

and not doing both Stores at the same time, they require different licenses.  
The proposed dates are East April 1<sup>st</sup> and July 1<sup>st</sup> for the Westside.

Grace asked the Board if anyone believes this violates the spirit of the ballot?  
The Board agreed, No.

This gives us the opportunity to show that we are implementing this carefully and fulfilling the commitments made to Membership. Updates will be given on implementation within the Staff Report.

### **Eco Planning Charter Revisions**

SEE ATTACHED DOCUMENT #1

Mel presented the draft Charter revisions submitted by the Committee for the Board's review. The changes are shown in bold. There are still discussions about the Committee membership numbers that needs to happen within the Committee.

Feedback:

Jim corrects that it should be changed to 'max of 9' it says 8.  
*Change will be made to typo.*

Grace shared that the goals are unattainable, which sets people up for failure. She prefers goals that everyone can do and make headway on, perhaps an example to reduce rather than eliminate.

*Jace responded that those are valued opinions. To have perfection is an unattainable goal but that is not a reason to not strive for it.*

Peter agrees, the goals are so grand it dilutes the possibilities.

The Board tested to Consent on the revisions to the Eco Planning Committee Charter.

Fred blocked.

Next Steps:

The Board would like the Committee to include the original charter for reference. There is a lack of clarity to the changes being proposed and there is still discussion that has to happen on Committee level regarding membership.

The Committee will bring the Charter back for final revisions and will re propose to the Board once completed.

## **2020 Board Trainings**

Two brief trainings were held for incoming Board Members, Organizational structure and Consensus models. They still need to complete the Finance and Lawsuit overviews.

Previously seated Board Members would like to be invited to attend these trainings, once they are scheduled.

Last year the Board Consented to receiving trainings from John McNamara on Cooperative Governance through the North West Cooperative Development Center. If there are specific topics or questions you would like to see covered please send them to Fred, he will send them on to John.

- *Fred will send out a doodle poll for February for the Cooperative Governance training.*
- *Everyone will send topics or questions regarding Cooperative Governance training to Fred*

## **Fundraising Proposal**

This is a continued Conversation regarding the creation of a capital fund led by the Expansion Committee. Some Board Members met with Don Chalmers, a fundraising consultant over the last month.

Feedback:

Freds position after meeting him and doing his own research, its just not realistic for us. He would prefer that we specifically contract with somebody who is familiar with the Cooperative laws. His team would be willing to learn but if we are hiring professional consultants we should hire within the industry we are in.

Peter shared that main thing he took away was his services would help show who we are internally and how we are perceived in the community.

*Jim clarified that this information is revealed in the feasibility study which would be after the organizational review.*

## **Proposal**

### **The Board approves the creation of a Fundraising Task Force.**

#### **Consent**

The Fundraising Task Force will explore and discuss options and services to raise funds for the Co-op and make recommendations to the Board.

The Fundraising Task Force is made up of Jim, Peter, Fred and Ben.

Fred would like to meet as quickly as possible.

## **Board Donations**

The Co-op has a policy that says that if the Co-op makes a profit in the 12 months from July 1 through June 30 of any given year, 24% of the profit will be distributed among Staff as a bonus and 10% will be given to the Board to distribute in the form of community donations. The last year in which a bonus was earned was 2014-2015.

Until now. In the 12 months between July 1, 2018 and June 30, 2019, the Co-op earned a profit of \$96,605. The Staff received their bonuses with their final paychecks of 2019. The Board now has the responsibility to distribute \$9,660.50.

There has been no set process for deciding how to distribute the money. In 2015 the Board made one single donation to the Duwamish Tribal Council that was raising money for legal fees to be reinstated as a tribe. The year before, in 2014 the Board distributed \$21,750 to 14 separate organizations.

We have some options to discuss. One thing to be clear about is we are under no pressure to make this decision tonight.

The Board could choose to do any number of things.

1. We could take the next month to create a process and then use the process to grant the donations.
2. We could use this year's money as a matching donation for the round-ups. I can provide the final numbers on the year, but for now suffice it to know that it is about \$4,000 for Sustaining Fund, \$2700 for Cooperativa Tierra y Libertad, under \$2,000 for Capital Homecare Co-operative, and a small amount for South of the Sound Community Farm Land Trust.
3. We could brainstorm a list of worthy community projects.
4. Your ideas here.

Feedback:

Peter would like to reinvest in ourselves. Linda agrees.

Joanne suggests we donate a small amount to the Tom Nogler fund.

Fred would like to have the conversation on retaining earnings before we think about donating to organizations.

There may be something in the policy that requires us to disperse donations to the community, if so we will have a more complicated process.

Grace manages the ongoing donations for the Co-op. She would be happy to participate in a group of people who want to work on this.

*- Grace will forward the profit/ bonus policy  
Pending*

## **Executive Session**

The following decision was made in Executive Session

### **Proposal**

**The Board of Directors authorizes the Finance Team to borrow up to \$250,000 in the manner most financially advantageous to the Olympia Food Co-op.**

**Consent**

## **Commitments**

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- *Fred will complete the member comment notes from September*  
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- *Fern will contact the photographer*  
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- *Grace will follow through with the Advocacy request and have them fill out the Advocacy form*
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## **Meeting Eval**

Ran over in the Committee Assignments agenda time.

## **Next Facilitators**

Grace and Mel

## **Next Meeting**

**Task Force and Liaison Assignments**

**Board Donations**

## **Decisions out of Meeting**

### **1. Approval of December Meeting Minutes**

Decision made via email

**Consent**

## **Attached Documents**

### **1. Eco Planning Charter Revisions**

Charter of the Ecological Planning Committee of the Board of Directors of the Olympia Food

Co-op : We envision a cooperative store that is a positive contributor to local and global ecology, and a model for ecological sustainability. We envision a Co-op community that is ecologically informed and empowered to contribute.

Mission/Purpose:

The purpose of the Ecological Planning Committee is to:

- Facilitate the development of a shared mental model of Sustainability for the Co-op.
- Evaluate the ecological sustainability of the Co-op's operation.
- Develop and adopt a framework for ecological decision-making.
- Propose, design, and implement programs, activities, and infrastructure changes that move the Co-op towards Ecological Sustainability over time.
- Make available educational materials pursuant to the Co-op's ecological advancements.

## Values

- Healthy community – people & place
- Open communication
- Solution oriented
- Informed decision making
- Implement realistic changes
- Synergy within groups working toward similar goals
- Physical model of sustainability practices

Structure: The committee shall consist of a minimum of three and a maximum of eight members of the Olympia Food Co-op: one to three will be members of the Board of Directors, one or two staff involved who will coordinate and support the activities of the committee, and one to four members at large ~~appointed by the Board~~ consented to by the Members of the Committee.

Process: The Committee will operate by consensus.

## Goals:

- Work to stop global warming
- Eliminate waste
- Improve energy efficiency
- Power the Co-op entirely from renewable energy
- Eliminate the use and production of toxic substances
- Enhance the ecology of the area around the coop

- Nurture a culture of ecological consciousness