



## Board Meeting Minutes

10.21.2021

**Attendance:** Jayana Marshall, Jim Hutcheon, Linda Myers, Mel Bilodeau, Jace Denton, Cristina Rodriguez, Grace Cox (*Staff Representative*), Fern Moore (*Board Coordinator*)

**Absent:** Joanne McCaughan

## Agenda

- Agenda Review
- Mission Statement
- Land Acknowledgment
- Member Comment
- Announcements
- Commitments Review
- Staff Report
- Bonus Policy
- Break
- Committee Reports
- Board Retreat Update
- Annual Meeting Agenda
- Commitments
- Meeting Eval
- Next Facilitators
- Executive Session

## Land Acknowledgment

We start the meeting today by taking a moment to honor the land and the people whose ancestors have been stewards of this unceded land since time immemorial.

We acknowledge the contemporary communities of Squaxin Island, Nisqually and all the people of the Medicine Creek Treaty.

## Member Comment

None

## Announcements

- Joanne is unable to attend tonight's meeting

- Mel noticed that a portion of our Mission Statement was posted on plexi glass at the Eastside Customer service station. She requests that the whole Mission Statement be posted at both stores.

*- Grace will follow up with Mel's request about posting the Mission Statement at both stores*

- There have been some requests sent to the Board email from an Evergreen student and another Co-op

Grace responded to University of Wisconsin email and she took the survey on our behalf

*- Fern will forward the Board requests in one email to all*

## Commitments Review

*- Co-operative Health will look into IDI tools with Parfait Basel  
Pending. In process*

*- Jim will send out an email to organize Board tabling  
Complete*

**- Grace will check in with Alejandro C about the MRC link and Jason about getting Staff on the the Member Relations email link.**

*Checked in with Jason and got info about who receives MRC link emails.  
Three people receive them, two are Staff (Ale R and Robyn) and Mel.*

**- Joanne will send out continuing education piece on co-ops in Washington state.**

*Pending. Move to next months meeting*

**- Everyone will submit Committee Reports via email**

*Some were sent in. Continue commitment*

**- Fern will amend the Cooperative Health Charter and forward to Staff Pages**

*Pending*

**- Fern will check Freds Committee memberships**

*Complete*

**- Grace will email Tina the Facilities CAT facilitator about inviting Jace to a meeting**

*Complete*

**- Fern will send past annual meeting agendas to Joanne**

*Complete*

**- Joanne will email out the annual meeting agenda**

*Complete*

**- Fern will email the Board about if any Board applications have been received.**

*Complete*

**- Jim will send out tabling document to all**

*Complete*

**- Fern will send out Outreach charge account info for all tabling**

*N/A*

**- Fern will track down recruitment cards for Board**

*N/A*

The Board acknowledges that we have been scrambling with recruitment and need to create a more permanent technique and strategy.

## Staff Report

Over the past 30 days we are at the same number of Staff people as last month. What we are not at is the same number of Staff people in town and available for work on a daily basis. We are trying to get back to filling Coordination roles that have been pending. Staffing feels tight at this moment. We have remedies in process including a Proposal for a Collective track hire of 4 people with the intent of moving into the Collective. We are still working on the Flex worker program implementation and that will come into play.

Mel- What does that mean regular Collective, meaning the regular hiring process?

*Yes, we started with a Proposal to hire 2 and received feedback that it was not enough than it was 6 people which they said that was too many. Staff is in process with a Proposal to hire 4.*

There are difficulties in hiring nationally. Grace checked in with Hiring Coordinator, the number of applications is down. We don't know if it is going to impact hiring in a more significant way.

Linda- Has there been recruitment?

*We put it out there all the time. We take applications all the time. In the past we have had 300 applications in one month and that number is down.*

Regarding internal hirings, specifically Coordination and Management areas that remain unfilled are Anti Oppression Coordination. We are also struggling to find additional people to step into Personnel, Board Committees, and the Training team is looking for members as well. We are stable in Department Management roles. There are a number of Coordination roles that are approved and in process including Hiring and Working Member Coordination West. Slowly but surely, we are approaching new Staff being available for Coordination work. New hire and former Collective member Kaia, has stepped up be the Coordinator of the Curbside Pickup Program. Nina another new hire, is up for Working Member Coordination and the Resolution Team. We are slowly but surely stepping into infill.

Jayana- On the website Employment tab she doesn't see some of the positions mentioned there.

*Coordination and Management are internal hires. A list was put out to Staff of the positions that need to be filled. These positions are available to those workers that are on the Collective or on track to become Collective. When we advertise for jobs on the Collective we don't solicit for a typical job*

*description or qualifications, because we fill multiple roles as a Collective worker. Volunteer recruitment is where we are just making strides in rebooting post Covid.*

In how the mundane becomes exciting, we have, as a result in having more cash than we ever have had in 40 years, freed up a few projects that were languishing. This week new flooring will be installed in the bathroom at the Eastside. Whoever had the idea to put down marmoleum wasn't aware of how it absorbed the urine smell. Another problem at the Eastside that we are changing is how we close up and lock the vestibule. We have had a sliding barn door for years and it is very difficult to open, as a person who opens the store Grace has injured herself trying to open it. We are taking that door out and replacing it with a roll up door. We are also changing the other part of the vestibule area where workers are having to walk into a dark vestibule in the morning and startling people that are sleeping in the vestibule at night. These are small projects that we just didn't have the finances to fund. The little things that make your day harder are finally being fixed.

We are continuing to work on the Budget. We are close to meeting most of the goals that we set. We are of course trying to figure out how to increase the wage scale. It has become very difficult for people in the first few years to keep a roof over their head. We are trying to boost the starting wage and the whole scale too make it more livable. Many older Staff have paid off their houses and we do a good job of maintaining the empathy to help mitigate the lower ends of the wage scale, to help newer Staff come along and ensure safe places to live and access to food. We are nickel and dimeing all the expenses and trying to come up with as much of a wage scale increase as possible.

Mel- Is there a cap for wages on seniority?

*No cap. The top wage is 1.6 - 1*

What is the top wage number?

*\$25.23 an hour averaging 40 hours a week is \$46,000 a year the starting wage is over \$15*

Mel - A lot of people that have been there that long have a lot of that stuff is paid off would you be open to a cap?

*No, not a cap. Many would be open to an adjustment, which would be a smaller adjustment at the top of the wage scale. People in the middle did not consent to a cap as we have proposed it. We need to have a larger conversation about the wage scale when we are not in the budget process the people at the top of the scale are open to that.*

Jayana- Its budget season for us at work too. The pattern they are seeing is that the people that have longevity were hired at the industry standard at that time and the rate that their salaries needed to increase with cost of living was not compatible with the wage scale

and new people are more aligned with the cost of living today. She understands what Grace is saying about adjustments and being able to look at it more and to fight for a more equal increase on everybody's scale.

## **Bonus Policy**

SEE ATTACHED DOCUMENT #1

Harry sent this Proposal for the Boards review and Consent. It was approved by the Staff Collective.

The Proposal proposes that we use our surplus cash for all the things we need to do and we allot \$50,000 of cash to Staff Workers, All Staff Workers (Collective, On track Collective, and Temp Workers) This would not be hazard pay. Everybody who worked to keep the Co-op alive and thriving would be eligible. We calculate the taxes and divide by the total hours worked and multiply it out which comes as bonus and taxable.

Linda sent an email about raising the Working Member contribution as well. A Proposal came to Staff that was not well formulated and we wanted to see what the impact would be. We don't have the data points we need to truly asses the cost of changing the compensation. The current Proposal instead of 7 hours it would be 5 hours. It isn't clear to us how to asses the cost once it happens and it is difficult to project because of use, we don't what percentage of accrued discount is used by who. Finance discussed what we need to make it happen.

### *Feedback:*

Linda- It has been ten years since there was an increase to Working Member compensation.

Jim - Staff did an incredible job and we leaned on their ability to show up. It would be highly appropriate to make an increase in compensation available to Working Members.

*Thats absolutely true. There are lots of interesting pieces to this. Grace brought it up because she wanted to let Linda and the Board know that we took her email seriously. There are many complexities. We never capped the number of hours a volunteer can accumulate without using it. It is a liability on the books and when you change the scale there are impacts to that. Just like when Staff cash out vacation at a higher wage then when they accrued it.*

Linda- One discussion she had about the gold cards is that if we change the amount of hours we change the color of the card. This could help with tracking.

Grace shares that there are 3 Volunteers that she works with that have 750-1000 hours sitting on the books.

Linda- Out of the \$50,000 after calculating the taxes Staff won't get the full \$50,000  
*Yes, just payroll taxes will be deducted from the full amount.*

Linda suggests that we divide the \$50,000 and the Co-op pay the taxes that would be on that.

Jayana- Are you proposing that the Co-op cover the taxes on that so that \$50,000 is distributed to Staff?

*Yes, she would like to be more generous using the PPP money.*

If we came back and said we approved this and that the Co-op bear the payroll taxes, what if there are Staff people that would object to that.

*We could ask Finance to Consent to the amendment.*

Mel loves the idea of bonuses and has issues around equity and she is getting the feeling from what Grace has said the people at the top might not need it as people on the bottom of the scale. She has thoughts about the bonus not being based on hours worked.

Jayana- How would you write that into the Proposal ?

*Mel responded to the question to put it out to Staff and ask if anyone wants to forgo the bonus or we could possibly base it on equations, 10% get half of the bonus this does not feel equitable more of an advantage to having seniority and comfortability an emotional concept. She doesn't think people at the top need that bonus.*

Jayana- If 10 people get 10 dollars, everyone gets a dollar.

*Mel responded that if we base it on hours worked it is not equitable other people make more than others, this is equity not equality. Base it on who needs the bonus.*

Jim responded that is not for us or the Co-op to determine. We pay people to work. We are interested in awarding that work. Everyone on Staff has worked hard and this is acknowledging that. He would have questions about a formula. He hears the pay scale argument but this is a bonus. He favors an equal contribution even people who are at the top could use \$550, which is the quick math on \$50,000.

Mel loves that we can bring a counter point to our discussions. Its rich that we do this, so don't apologize. She was speaking to something stirring in her.

Jayana appreciates where she is coming from. Feeling it from a different perspective at the top of the pay range and the commitment in service and dealing with members, workers would feel slighted to not get the same amount. Its tough to live on wages period. She advocates distributing hours worked and appreciates Mels morals and sees that her heart is in a good place and she does not want to discredit that.

Mel shared that Jim mentioned valuing people that have been there the longest. The punishment reward system is bad regarding folks that are comfortable. It wouldn't make morale great.

*Jim responded that you misunderstand me, that was different conversation that was about the wage scale.*

Jayana shares that what is best for our role is that we can debate it from a humanitarian perspective and focus on the health of the business as well.

Linda shares that Staff deserve a bonus for having dealt with the pandemic and craziness. This bonus rewards everyone equitably in her eyes. It is not worth us assuming the top of the scale is 'comfortable'. That may not be the case. She believes that equally basing it on hours worked is equitable.

Jayana points that the reason that we are so flush is the PPP loan and our loan has been forgiven. The original intent of applying was the purpose of paycheck protection and it is meant to go to paychecks. We will be fortunate to use some of it for other things like capital expenditures, but we need to recognize our Staff Members.

Mel does not have blocking concerns anymore and does not believe what we are talking about in the bonus is equity, maybe its equal to the amount of hours, its equality and equity and she is okay with that.

Linda shares that the Proposal did not specify taxes but comfortable to consent as written consent with a request and ask that it be considered that the co-op cover the taxes if finance cat consents to that. payroll taxes that would be deducted from these contributions



## Proposal

The Finance CAT proposes that we allot \$50,000 for a bonus for all staff workers. This bonus will be based on hours worked between April 1, 2020 and March 31, 2021. It will apply to all currently working Collective members, pending Collective members, and Temp worker

The Board consented to the bonus proposal as written. They wanted to communicate their support for the staff, and added that they would support the entire \$50,000 being distributed to staff with the tax burden born by the Co-op itself rather than distributing the amount net of payroll taxes.

**Stand aside- Mel  
Consent**

*- Grace will forward proposal language to Harry and cc Fern*

## Committee Reports

**Advocacy** – has not met

**Board Development** - Jace sent out report from their last meeting to all, along with Board self evaluation questions and the beginnings of a refreshed Board Handbook

*Request for a Board Development agenda item next month*

**Capital Campaign** - met twice and the second time they heard from a member of Colluminate who advises Co-ops. They talked about the capital campaigns and how Co-ops do it. Jayana thinks we should pursue a relationship with them

**Cooperative Health** - The Co-op Index survey was completed by Staff. John from NWCDC is working on a presentation for the Board for the November meeting to present the findings of the data and using the data in the next steps for the health of the cooperative.

Mel- Has Staff been notified of the findings yet?

*No, not yet. They will have a presentation in December; it didn't line up for the November meetings. We could share some of the stuff, but it helps to get the explanation from John.*

**Eco Planning** – has not met

**Expansion** – met last week and made a couple of decisions related to Fish Brewing warehouse site. They took two tours and decided we are not moving forward on this site. With a heavy heart we decided to walk away. Harry communicated about the Westside property which has also fallen through. Mostly because of the price. The seller is still wanting to sell it to the Co-op and will let us use it the ways that we have been. The Expansion budget came up and we requested \$5,000 to enable the Committee to survey the Membership and clarify where we should put our efforts.

**Finance** – has not met

**Local** - has not met

**Member Relations** – The Committee worked on the Annual Meeting Agenda and has one more meeting before the meeting. Everything seems to be in order. Everyone has been contacted and did accept their positions. Grace said she wouldn't do the Staff Report. Grace spoke to that and thinks its great to have other staff people in front of the room. She is not for sure yet about attending in person. She won't let the report go undone but didn't feel excited about it. She has made suggestions about alternates and hasn't heard back via email. She personally believes the Annual Meeting is best when presentations are short and mingling time is greater. We are not required to have a Staff Report legally and Linda offered to wrap it into her report.

Jim - A couple things, this is an agenda item. Two, has concerns about having a Board person report on Staff when there is potentially a Staff person that is willing to do it

Mel- Would love honesty about Anti Maskers in the Staff Report

**Personnel** – Executive Session agenda item

**Standing Hiring** - has not met

**Community Sustaining Fund (CSF) Liaison** – not here to present

## **Board Retreat Update**

Jayana and Jim presented this agenda item.

Everyone filled out a Doodle poll to hold the next Board Retreat on November 7th. The Staff presenting will be the Deli department by Siobhan . They will be taking questions and will answer how the new kitchen is performing. There will be an hour for a session of Board self eval using the questions sent out by Jace

*- Jim will send out the Board self eval questions for the retreat*

This will be followed by a short lunch break and end of the year review. We hope to use the time for reflection and think about how we will use 2022 and the years beyond using smart goals. There will then be a retreat review and closing.

In the past retreats were rush rush rush. We are going with the less is more format. We are hoping this is rewarding for everybody.

If you have feedback, we are open to hearing it and email us last minute thoughts.

## **Annual Meeting Agenda Proposal**

The Member Relations Committee is looking for consent on the 2021 Annual Meeting Agenda

**11:00 A.M. Welcome – MC** **Outgoing Board member Jim Hutcheon**

**11:05 A.M. Land Acknowledgement** **Jayana Marshall, BoD**

**11:15 A.M. Board Report** **Joanne McCaughan, BoD**

**11:30 A.M. Meet the Candidates** **(List names here)**

**11:50 A.M. Finance Report/State of the Co-op** **Linda Meyers, BoD**

<b>12:00 P.M.</b>	<b>Community Sustaining Fund</b>	<b>TBA, CSF</b>
<b>12:10 P.M.</b>	<b>Staff Report</b>	<b>Grace(?) Harry (?)</b>
<b>12:20 P.M.</b>	<b>Working Member Report</b>	<b>Patrick Maley, Staff</b>
<b>12:30 P.M.</b>	<b>Open Mic/Q&amp;A</b>	<b>Membership/Board/Staff</b>
<b>12:45 P.M.</b>	<b>Rev. Teri D. Ciacchi,MSW</b>	<b><u><i>The Wisdom of Vulnerability &amp; the Vulnerability of Interdependence</i></u></b>
<b>1:15 P.M.</b>	<b>Music/Dancing</b>	<b>Mel</b>

Feedback:

Jayana- Regarding the ten minutes for land acknowledgment. Does the Board expect the same land acknowledgment that we read at the Board meeting or does she need to draft anything new. She recently did a great report on the Tribal Impacts of Covid. Could she add some of that ?

Grace- Yes, please. During the land acknowledgement with Staff we give moments of silence and personal reflection. It would be great to embellish it with information and the impact of Covid.

Linda- It would be great to have moment for acknowledging the passing of Staff member Ben Sitting Bull who has opened the Annual Meeting many times with a prayer and song.

Jayana- Wants to join virtually, is that an option?

*Yes, you could pre record your agenda item*

Grace- Has not seen any information about how to join via Zoom. Should people RSVP for a link? She was working on in store publicity this afternoon and had no idea what to include.

Jim- this was an issue last year as well, MRC should get ahead of this.

Linda- The link should be a header on the Website. It is also possible to send out an email.

***- Mel will write to Mo about sending out the Annual Meeting link to the mailing list***

Grace did send an email to Mo, who is on vacation. She thought that Alejandro had taken this on as a commitment.

***- Mel will let Member Relations know about the Staff Report and will reduce the time for it.***

Jim feels that it is important to hear from Staff. He sees this is a critical part of the meeting.

## **Proposal**

**The Board approves the 2021 Annual Meeting Agenda**

### **Consent**

Grace wants to be sure that the in person attendees won't show up expecting lunch and wonders if it has been made clear enough that lunch is not provided.

*Linda - Thinks the announcement says because of Covid, no food will be served. They will be leaving with a goodie bag.*

## **Commitments**

***- Grace will follow up with Mel's request about posting the Mission Statement at both stores***

***- Fern will forward the Board requests in one email to all***

***- Co-operative Health will look into IDI tools with Parfait Basel***  
*Pending. In process*

***- Joanne will send out continuing education piece on co-ops in Washington state.***

*Pending. Move to next months meeting*

***- Everyone will submit Committee Reports via email***  
*Some were sent in. Continue commitment*

***- Fern will amend the Cooperative Health Charter and forward to Staff Pages***

*Pending*

***- Grace will forward proposal language to Harry and cc Fern***

***- Jim will send out the Board self eval questions for the retreat***

***- Mel will write to Mo about sending out the Annual Meeting link to the mailing list***

***- Mel will let Member Relations know about the Staff Report and will reduce the time for it.***

## **Meeting Eval**

Jim- We finished before 8:30! Good facilitating!

Jayana- Gratitude and Apologies. She likes schedules and structure. Sorry if she gets exuberant facilitating.

*We love that about you.*

## **Next Facilitators**

*Jace/ Jim*

## **Next Meeting**

**Board Development**

**Co-op Index Survey**

**Continuing Education**

## **Executive Session**

The Board of Directors consented to the following proposal in our Executive Session:

### **Proposal**

The Board of Directors terminate J.B.'s employment with the Olympia Food Co-op effective Dec 31, 2021 to complete handoff of critical duties. At which time he will be offered a position as a Flex Worker and can reapply as a Staff Collective member if he chooses.

**Stand Asides:** Grace, Jayana

Jayana stated: I stand aside - I see where everyone is coming from but I don't believe in these options as beneficial to the business.

**Consents:** Jace, Cris, Mel, Linda, Jim

## **Decisions out of Meeting**

- 1. Approval of September Meeting Minutes** - decision made via email

**Consent**

## **Attached Documents**

### **1. Bonus Policy**

TO: The Board of Directors  
FROM: The Finance CAT (Harry reporting)  
RE: Bonus Proposal  
10/15/21

## **BACKGROUND**

We sent our last Finance Report a couple of months ago. In that report, we included:

- Based on the PPP loan that had been forgiven, we had about 1.3 million bucks in cash on hand. We set our goal to have at least 1 million dollars in cash at the end of 2021
- We had budgeted a loss in operations and a loss in cash for 2021. We didn't really know how sales, margin, and expenses would turn out when budgeting in the Covid fall of 2020.
- Even though we were budgeting for a large loss, we still expected to have more cash on hand than ever before in our financial history.
- We asked the Collective and the Finance Committee for feedback regarding our finances and cash surplus. We specifically identified four options for dealing with our cash:
  - 1) **Save our Surplus:** Based on giant unknowns for the covid injected future, this option focuses on saving the surplus so that we may surf the unknown financial future
  - 2) **Spend some of our Surplus on staff benefits like bonuses:** Wwe spend some amount on compensation for Staff who continued operations under duress during a pandemic
  - 3) **Plan for Expansion and use our Surplus to support it:** We are planning to start a Capital Campaign for expansion. Should we add some of our surplus to support these efforts?
  - 4) **Fix and Upgrade our Existing Facilities:** Should we put our surplus into fixing up and beautifying our current locations.

We asked the Collective for feedback on these options. After a few requests, we received feedback from 7 collective members. The summary of their feedback:

- 3 Staff members advocated that we focus excess cash on expanding into a new store
- 1 Staff member advocating for compensating and supporting staff, through both bonuses and improvements to support working conditions



- 1 Staff member advocated saving our cash to survive the future
- 1 Staff member advocated for starting a non-profit to create services for co-ops and the community
- 1 Staff member advocated a combination of staff bonus, raising staff compensation, and expansion.

Our Finance CAT supported careful monitoring of 2021 finances and a desire to maintain at least \$1 million dollars in cash on hand while rewarding Staff through bonuses if possible.

The Finance Committee of the Board supported saving our surplus to help us survive an unknown future and to try to grow that surplus through investments like CDs

## **CONCLUSIONS**

After observing our cash on hand for 6 plus months of 2021, the Finance CAT believes that we can meet our cash on hand goals for 2021 AND give a bonus to staff. Since we wrote this proposal in July 2021, our cash has grown to 1.6 million. We predicted that cash would decline. YTD, but we were wrong. It has steadily increased. We believe that can do provide this bonus and safely preserve cash reserves for the unknown future.

## **PROPOSAL**

The Finance CAT proposes that we allot \$50,000 for a bonus for all staff workers. This bonus will be based on hours worked between April 1, 2020 and March 31, 2021. It will apply to all currently working Collective members, pending Collective members, and Temp workers.

## **PROCESS**

For process update, we sent this to the Collective for consent which was achieved.

This proposal represents a unique exception to the Bonus Policy. Our bonus policy specifies that staff shares in a bonus if there are profits in the previous calendar year.

While we did not have profit on paper in 2020, there were two other significant factors in 2020:

- 1) We had the greatest cash increase in our history. Which is actually better than profit on paper. We have never been as cash rich.
- 2) It was the most hellacious year for workers in essential roles. Grocery workers are front line essential workers. We believe that the increase cash and the

difficulty and challenges of our working conditions should result in organizational support for a bonus.

Cooperatively Yours,

The Finance CAT

Jill, Tina, Jenn, Max, Corey, Kitty, Grace, Harry and Mo the Facilitator