



Board Meeting Minutes

3.17.2022

Attendance: Tanzania Ertel, Wendy Davis, Trudy Springer, Linda Myers, Cristina Rodriguez, Joanne McCaughan, Grace Cox (*Staff Representative*), Fern Moore (*Board Coordinator*)

Agenda

Agenda Review

Mission Statement

Land Acknowledgment

Member Comment

Announcements

Commitments Review

Meeting Minutes Approval

Hiring Proposal - Flex Workers

Committee Reports

Staff Report

Break

Committee Prioritization

Board Communications Follow up

Board Responsibilities - Personnel and Humane Resources

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

Linda - CBLD on Governance Exploration started this week. Linda attended and saw Grace there as well. If you signed up the understanding was you would get an email with the recording, this was not the case with Trudy. If anyone wants it let her know and she will forward it on. She also sent an email to Leslie Watson and asked about the recording and hasn't heard back from her.

- Linda will send the Governance Exploration link to Joanne, Cris and Tanzania

Commitments Review

- Linda will send out the link to board training 101- cooperative leadership to all
Complete

- Fern will send out email to all with committee template and to staff and website
Complete

- Linda will invite Fern to Board Development meeting
Pending

- Fern will email proposal language to Working Member CAT

Complete

- Fern will send the most recent Cooperative Health Charter to Linda

Complete

- Fern will update the Committee template and officer assignments

Complete

- Grace and Fern will work on Board Packets and bring back next month

Complete

- All Board Members will send feedback regarding Board packet and meeting minutes approval

Complete

- All Board members will send committee reports to Fern by the Friday before the next Board meeting

Complete

- All Board Members will send any changes to Fern regarding the census information

Complete

Meeting Minutes Approval

1. Approval of February Meeting Minutes

Consent

Hiring Proposal - Flex Workers

Erin attended to present the Hiring Proposal to the Board regarding Flex workers. All hiring information is confidential. All candidates will be contacted with offers tomorrow. There are no alternates this time.

Regarding Flex workers hiring process, Labor systems and Sassy determine how many to hire. We may need to hire a fourth. Candidate #4 reconsidered their Collective position. This will be coordinated with the Personnel coordinators. We would bring an additional candidate to the next meeting or ask for consent via email.

Proposal

The Board approves the 4 Flex worker candidates for hire.

Consent

Committee Reports

Advocacy – has not met

Board Development - has not met.

Capital Campaign - sent minutes to packet. Bradley attended a meeting and expressed interest but will not be joining that Committee at this time.

Cooperative Health - sent minutes to packet

Eco Planning – has not met. Doodle poll sent out to schedule one.

Expansion – has not met

Finance – has not met

Local - has not met

Member Relations – Staff member, Robyn has returned to the Committee. Kelsey

Smith from Community Print requested a round up at the registers that was approved by Member Relations and awaits Board approval. They discussed the Member Guide. Joanne and Desdra will continue work on that. Co-opatopia is scheduled for April 23rd. The 45th anniversary party was also discussed. Which will be at Heritage Park in August. They are brainstorming how to make Members included.

Personnel – The revival of the Eval process is going well but a Staff Member is going on leave so that will come to a stand still. Conflicts are being handled by DRC and one was resolved in house. A Staff Member that was on leave has returned and will be working from home for two months.

Standing Hiring - has not met

Proposal

Trudy will serve as the Board Member on the Standing Hiring Committee

Consent

- Grace will send solicitation for Staff on Board Committees

Staff Report

As Faux Spring gradually approaches Real Spring projects are afoot at both stores. The new automatic doors at the Westside are installed and have dramatically improved accessibility for all. A new produce display cooler is on order with a plan to install it over our one day holiday, May 1st. At the Eastside we are replacing our roof mounted compressors, taking advantage of our cash position to upgrade them before they break. Facilities also arranged to have new extruded concrete curbing installed in the customer parking lot.

Facilities and Finance CATS held a joint meeting to determine what other projects are coming up this year and what can be planned for in 2023 and beyond.

The Westside Garden center is open again for the season. Seed sales are in full swing at both stores, and plant starts are appearing as well. While staffing is still tight we have been able to full the additional shifts needed to operate the Garden Center.

New staff, flex and collective are settling in nicely. We are holding many of the trainings jointly, which enriches the conversations as some new staff have already been working in the stores and bring real life experiences to unpack. At least two have already expressed interest in some CAT work so we are looking forward to filling some needed administrative work. In the next few weeks I will repost the unfilled Board committee positions, so if your committee is looking for staff members let me know.

And then there's masks. Covid Task Force has decided to continue the in store mask mandate for all at least until April 11, while we monitor what happens to Thurston and Pierce County infection rates. Thurston's numbers have been in a fairly steady decline, however the numbers in Pierce County have not. Staff are not all aligned on the mask mandate, and as you know we're tired of the enforcement aspect of the mandate. We look forward to a time when this will not feel necessary but we know many members feel safer shopping because of the mandate.

National Cooperative Grocers has a program to measure environmental and social sustainability. We have not participated in this program because it has been complicated and tedious to gather the data for the monthly and annual reporting. They have simplified the system, and I was recently prompted (begged, really) to begin reporting. I am in the process of creating our first annual report as I write this report to y'all. I would be happy if y'all want to give you a report at our next board meeting with more details and outcomes.

A leave agreement is over and a staff member will be coming back part time and they will be coming back into committee work.

Feedback:

Linda - Does the Board get a report on Capital expenditures?

We can do that as a separate report as requested. That information is currently available in the quarterly cash flow report. Capital expenses are amortizable and depreciable.

-Grace will ask Facilities to provide the Board with a quarterly spreadsheet of Capital expenditures

The Board had a discussion about the Treasurers role in reporting expenditures. The expenditure report comes from the Finance Committee, which meets quarterly. The Finance CAT meets every two weeks, and compiles weekly and monthly reports.

Feedback:

Trudy stressed that with other Boards she has served on, the Treasurer reports on finances. The fiduciary responsibility belongs to the Board. She is not okay with quarterly updates.

Tanzania would like to dive deeper with this. Going forward, in other Boards, it is not uncommon to ask for a Monthly report. Its a matter of preference or comfort level.

Harry contributed that historically the Officers of the Board have not been given responsibilities. Many non profits do it as Trudy described. It is not hard to do a monthly report to the Board from the Finance CAT. He is not sure that it has to be attached to the Treasurer, but the Board can decide to do that.

Grace was under the impression that the Board is receiving the Spreadsheet reports from Corey including Weekly sales, Monthly sales, and the Quarterly income statements.

Wendy supports this idea. It could prevent things from happening that we don't want to happen in the future.

- Grace will checkin with Corey about sending out financial spreadsheet reports to the Board

- Linda will checkin with Joanne and Trudy about what reports the Board wants to receive and when

Committee Prioritization

Committee Openings

Standing Hiring (1) Consent to Trudy

Advocacy (1)

Capital Campaign (2)

Eco Planning (1-2)

Expansion (1)

Finance (1)

Local (1)
Member Relations (1)
Discuss other Task Forces
Newsletter Liaison

Proposal

Joanne will serve as the Newsletter Liaison

Consent

Board Communications Follow up

This month Linda requested that Board meeting materials be reorganized into a Board Packet. This packet will be sent out a week before the monthly meeting and will include the meeting agenda, documents, committee reports and the previous meeting minutes.

Fern received Committee Minutes instead of Reports. She included these Committee Minutes in the Board packet for March, but noticed it was then pages of raw minutes and not clear reports on Committee work that month. She wants to clarify the process around this. Is she expected to read the minutes and create reports for the 'Committee Reports' Agenda item in Board Minutes? An alternate option is that we could have a separate drive for Committee Minutes.

Feedback:

Linda likes it in the packet and doesn't think we need a synopsis of the Committee Meetings.

Trudy feels that report should be a report. Minutes should be available if people want more information.

Grace shared that when we get just the Minutes its a stream of consciousness. Things that the Board needs to take action on and make decisions on behalf of the Committees is not clear in Minutes. When we don't take that extra step of creating a report the actionable items do not have an action taken. How Committees report and how the Board takes clear and specific action.

Joanne shared that the Board makes decisions on Proposals brought by Committees.

Tanzania stated that there must be structure around that standard. Every Board is different and the Collective is particular about communications. We should create those standards and structure in being cooperative together. There is a wall between copacetic and navigating together. We need to create them together.

Joanne shared that we need to be clear on the role of Board and Staff.

Linda stated that the Minutes tell you what we talked about. Or is this just based on what the Board needs to make a decision about? She prefers Minutes in the packet, instead of doing another synopsis in the meeting during the Committee Reports agenda item.

Wendy feels that a synopsis is a more articulate report on the Committees work.

Joanne asked if what we want is to inform? If so then we would want to give a overview of the Committees. Action items will be brought as a Proposal to the Board.

Linda thinks we could post full Committee Minutes. We don't publish when Committee Meetings are happening. If we did Members would know when the meetings were happening. This could also be posted in an area at the stores that has Board info etc.

Trudy likes Lindas idea about the Board info in store. We could also include photos of Staff members and the role that they play.

Grace shared that Finance Committee meetings are open to all.

- Linda will work on developing in store board information

Fern spoke to the consistency in recording Board minutes over the last 15 years. She sees the system as important for continuity, transparency and archiving. Committee reports are different from Committee minutes. Reports are concise summaries of the Committees work that month, an example of that is Graces Staff report. These summaries allow for a easy place to track the Committees work for the Membership, Staff and the Board. The Board Minutes on the Website act as an accessible archive for all. She needs to know if we are abandoning the practice of providing concise reports in lieu of Committee Meeting Minutes, which will not be included in their entirety in the published Board Minutes. Unless the Board is looking for Fern to write Reports for each Committee from the Minutes submitted. It is important to her that we remain consistent and transparent. If the Board would like to change this practice, that is fine. She needs to know what is expected and this feels like a change she needs clarified.

Tanzania spoke to Ferns need for clarification. It is important. We need clarity and what is being asked is clarity.

Wendy would love to see our meetings represented in the Committee Report part of the agenda. We should step it up on the Committee communication and make goals to make accomplishments in the month. We need to breathe oxygen into them and have them be more alive and running well.

Linda asked if we could put Committee Minutes on the Website. Maybe fern could edit them.

Cris thanked Fern for her work. Cris appreciates the structure and appreciates everything Fern does to keep it in intact. How much would it disrupt adjustments to the structure?

Tanzania suggests that Fern and Linda could have a discussion offline that keeps the consistency and archive concise and not redundant for us. Homework from this meeting would include a brainstorm about how this could look. She asked why Committees or the Board never record these meetings? It could act as a new type of archive.

Grace responded that we could but we have to notify people that the session is being recorded.

Board Responsibilities - Personnel and Humane Resources

Linda finds it interesting that we are told throughout our work that this is 'operations'. She believes that hiring and firing is 'operations'. This comes to light with the recent termination issue which has been a long drawn out process. The new Board was seated and things came up with pages and pages of information, of confidential information. Linda had conversation with the consultant from Columinate about this and realized in the Bylaws it says the Board is responsible in hiring Staff. But we have the ability to delegate. She also communicated with Peoples Co-op in Portland, their Board has no role in hiring or firing.

Feedback:

Harry shared great then change the Bylaws.

Linda said it does not require a Bylaws change because it says delegate.

Harry responded great, then delegate it.

Grace a next step is to sketch out what such change might look like. It is a highly legal issue. Everything HR has a different set of legal eyes, and if the Board wants to have a conversation we need to have a draft of what a process would look like. She is happy to work on this but not lead it.

- Linda and Grace will work on Board responsibilities regarding Hiring

Linda asked how does this impact the Staff handbook? She spoke to former Staff Ami about how and why it was like this. She would like to continue this discussion with her.

Harry encourages that if the Board wants to change it then change it.

Tanzania asked Harry if he would clarify if he will take the reins on this with the lawyer.

Harry answered if the Board wants to investigate a proposal and change the process, it would be up to the Board to clarify that.

Linda will sit down with Grace and Harry and clarify what changing the process looks like.

Joanne would like Columinate to advise on this.

Linda responded that is possible.

Trudy suggested we start this discussion with the Personnel Committee.

Yes and possibly Humane Resources. We need to map it out.

Commitments

- Grace will send solicitation for Staff on Board Committees

- Grace will ask Facilities to provide the Board with a quarterly spreadsheet of Capital expenditures

- Grace will checkin with Corey about sending out financial spreadsheet reports to the Board

- Linda will checkin with Joanne and Trudy about what reports the Board wants to receive and when

- Linda will work on developing in store Board information

- Linda and Grace will work on Board responsibilities regarding Hiring

Meeting Eval

Linda- productive meeting

Joanne - productive meeting

Next Facilitators

Linda/ Wendy

Next Meeting

Jade Barker- Columinate

Executive Session

The Olympia Food Co-op Board of Directors met in Executive Session on Thursday March 17, 2022 to complete their review of J.B. appeal to termination. After completing their examination of the materials, the decision made on Oct 21, 2021, to end their employment on Dec 31, 2021, was confirmed.

Decisions out of Meeting

3-07-2022

Occasionally, we request large, one time donations to be made to deserving cause and/or organizations that are in alliance with our mission and values. We ask the Board to decide this as you represent the membership in determining who the Olympia Food Co-op support.

Proposal

Harry proposes that the Board authorize the Co-op to donate \$1,000 to Ukrainian Co-ops asap. This donation will be coordinated with NCG and the Co-op Development Foundation.

Below is the link to the article about the program being coordinated between National Co-op Grocers and the Co-op Development Foundation. NCG will match our donation. Due to quickly escalating conflict, we ask you to consent via email as quickly as possible <https://ncbaclusa.coop/blog/cdfs-disaster-recovery-fund-partners-with-national-coop-grocers-and-food-co-op-retail-system-to-aid-ukrainian-cooperatives/>

Attached Documents

None