



Board Meeting Minutes

7.21.2022

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

Absent: Wendy Davis

Agenda

Agenda Review

Mission Statement

Land Acknowledgment

Member Comment

Announcements and Checkin

Commitments Review

Approval of June Meeting Minutes

Proposal for Delegation of Hiring / Firing Decisions

Proposal to replace Mission with Purpose

Annual Meeting and Elections

Break

Staff Report

Committee Reports

Governance System- Policy Governance

Board Retreat

Board Communication - Internal Messaging System

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

- Staff Member Max is in attendance. She has been approved to take over as Board Coordinator. Training is in process.
- We are hosting a hybrid meeting tonight. Some people are in person (Tanzania, Joanne, Trudy, Grace, Max, and Fern) and some on Zoom (Lucas, Robyn, Harry and Cristina)

Commitments Review

- Fern will talk to tech about upgrading Zoom for Board and Staff that can serve for both sets of needs.

Pending, has not heard back.

- Joanne and Grace will work together on the sandwich board for CSF outside of stores

Pending, Grace asks for a prompt from Joanne for scheduling.

- Fern email the Board about in person meeting for July

Complete

- Fern and Grace will write up a BPC report including the job description for the Board

In process

- ***Fern will compile the feedback from the ‘Replace mission with purpose’ proposal and the next steps in the process to the Board***
Complete
- ***Fern will ask Tech to look into Microsoft Teams***
In process
- ***Grace will send out board facilitation training materials to all***
Pending
- ***Everyone will start Slack- ing***
In process

Meeting Minutes Approval

Proposal

Approval of June Meeting Minutes

Consent

Proposal for Delegation of Hiring / Firing Decisions *SEE ATTACHED DOCUMENT 1*

Linda worked on this proposal with Harry. They reached out to the Attorney to confirm that the Board can delegate these duties. The attorney’s biggest concern was, when anyone is up for termination, to be careful that they are not in a protected class or singled out. We assured her that with our processes that would be an extremely unlikely situation. We do not for-see that being a problem.

Feedback:

Tanzania clarified that this proposal would not put back or retract responsibilities of the Board.

Linda responded No. Currently the Hiring Team selects Candidates and submits the writeup to the Board and we consent. With this proposal, they will report when they need to hire. The next steps are selecting the applicants and determine who to recommend.

They will not have to come back to the Board for final consent.

Joanne was previously on the Hiring Committee, will there will be Board involvement at that level?

Not sure if this is necessary going forward.

Regarding termination procedures, the Humane Resources group will be responsible for the Termination process, and all the processes would continue as written. The difference would be at the point in the process of termination. It will not come to the Board for consent. We are delegating that decision to Humane Resources.

Joanne asked if this would not involve the Board on any level.

Correct. Unless there is an Appeal. The Board would review the documents of the process to ensure that the steps in the process were followed, a procedural review.

Harry clarified that through the Personnel Committee the Board the Board would be apprised of what is going on.

Once this Proposal is approved, it will go into affect in 60 days. This gives Staff time to prepare for the new process.

Harry collaborated on this proposal and brought to Staff and incorporated their feedback. The Humane Resources group will have to redesign the firing processes and reconfigure Humane Resources to meet the needs of this new process. He hopes that we will have time to do this. He would recommend that we wait to enact it until the new process is constructed. Humane Resources will write a proposal and seek Staff consent on that. It doesn't change things, it clarifies how that process will be determined ; the only thing he questions is the 60 days.

Joanne responded that if we are not ready in 60 days, we can extend it.

Harry responded that we are primed to get it done in 60 days. He thinks Staff will be happy to have responsibility.

Harry clarify that any Appeals through the Termination process will be reviewed by the Personnel Committee. There is then a Board review of the process and the Personnel Committee will hear the Appeal.

Proposal

The Board of Directors delegates decision making regarding hiring and firing decisions for all Collective and Flex Staff positions to the Staff Collective.

Consent

Proposal to Replace Mission with Purpose

SEE ATTACHED DOCUMENT 2

Staff Member Robyn attended via Zoom to present the proposal to the Board on behalf of Outreach CAT. Staff passed the proposal to Replace the term Mission with Purpose via the Proposal Journal. Robyn is here to be part of this discussion. She wanted to share screen with the bylaws with the addition of the Purpose. The Board declined. The term Mission got attached to our Purpose along the way. The term Mission has colonial connotations.

A passionate discussion ensued and no decision was made. This topic will be added to next months agenda.

Annual Meeting and Elections

The Annual Meeting will take place on November 5th. Member Relations still needs a theme and they haven't yet picked a speaker. They want to do a hybrid format, in person and Zoom meeting. It worked well last year. Not a whole lot of people came in person. Member Relations would like to hear if people have thoughts on a theme. In the past we had food and entertainment, but this year we won't get that complicated. There is energy to make it exciting. We are obligated to host a meeting via the Bylaws and do the required reporting.

Feedback:

Linda agrees that we not do food and instead do goodie bags. We should require masks, transmission levels right now are extremely high. She has no great ideas on a speaker. A possible theme could be 'Jump on Board' which is the tag line that we are using for tabling for Board Candidates. They had a banner made with this tagline that can be used for other events.

Trudy thinks it would be nice to have someone like Jade, from Columinate speak.

Grace has a couple of topic ideas, we could solicit someone to speak on the specific topic of adjusting to the new normal of the supply chain and how that affects us, as changes will probably continue, also sustainability and the food supply. The two other things too possibly include, level of Farmworkers organizing in Whatcom County, we could invite someone from the Union down to speak, they having their own farm now. Similarly a continuing conversation about indigenous food supply.

Fern shared that we could bring a conversation about the inflation issues. Some Co-ops have been focusing on this conversation this year.

Tanzania would like to brainstorm some ideas, and do more research. These ideas are all important and elements of these can be brought into the Retreat and throughout our work.

Linda announced that Elections Tabling soon and a chart that Wendy put together, will help with scheduling. Linda will email it to everyone and we can sign up. Linda has all the supplies in her vehicle and her husband will be the putter upper and taker downer. The chart has four hour blocks.

- Linda will resend the link to tabling document

Linda also has brochures and pamphlets for recruiting people to run for the Board. This is also an opportunity to engage with Members.

Linda spoke to Wendy and Wendy is resigning from the Board. Wendy is frustrated about things and feeling the disorganization and discord. She has decided that she had to step away.

- Linda will ask for Wendys resignation via email and forward it to Fern for the record.

Grace says that we should prioritize Committee work based on the number of people we have on the Board.

Linda agrees, we should.

Linda asks that we all talk to all the people that we know and encourage people that might be good at this.

Fern asked about the mini cards (greeting card size) .

- Linda will ask Arwen for the mini cards

Outreach and Signs have been very helpful organizing the materials. Linda appreciated that help. Grace thanks everyone for working on it.

Staff Report

Now that summer is not only a calendar event but a weather event as well, Staff is working hard to keep the stores running smoothly in the face of long delayed vacations, family emergencies positive covid tests and the normal ebb and flow of the season.

We have just completed second quarter inventory and the finance and inventory team will be working steadily to get new margin numbers prepared and the quarter closed out over the coming month. The higher than normal inflation the country is experiencing makes tracking sales more complex, as all businesses strive to show real sales growth, which means selling more items, not just more dollars worth of product than before the inflationary period started. Right now, our year over year sales growth appears to be just ahead of inflation. We are doing somewhat better than the majority of NCG co-ops who are not currently staying up with inflation. In a report dated July 8, 2022 from CoMetrics, January growth among NCG Co-ops averaged only 1.7% against an inflation rate somewhere around 4-5%. In Q1 we posted 11.2% East and 9.4% West.

Some Co-ops are also showing margin erosion, most like contributed to by slow processing of the wholesale price increases we are all experiencing. Our margins at the end of first quarter were higher than budgeted in almost every category. We are awaiting 2nd quarter number to make sure the trend is continuing and reflecting the due diligence being practiced by our department managers and pricing/POS team.

In the last month there have been no additions or subtractions from our staff except the new flex staff that you consented to last month. There are some changes coming up that will create openings in certain job descriptions, including the signs team. New members on the Resolution Team,(Adina, Kelly and Treavor) are being trained by the outgoing team members Nyna and Pat. Jenn C has stepped down from the Finance CAT and Max is returning to take her place. And Max has been consented upon to be the new Fern (Board Coordinator).

Grace also wanted to focus on how the Co-op is doing financially, Linda and Joanne heard this today, the bank balance in our main account is at \$1.9 million, which is crazy. We have been watching the trajectory of cash since the PPP loan and cash has continued to increase. We will be coming through the Finance Committee with a proposal that Staff has consented too, to do a mid year significant wage increase based on inflation. 25% of the inflation is in housing costs which our Staff struggles with. This proposal would shift the Jan 1 increase to July 1. So people have money to live on and this would help with retention. We know that people are leaving because of the inequity. Finance will work on

it and hopefully the Proposal will answer any questions you might have. This proposal will be coming to the board next month.

Committee Reports

Advocacy – approached by Member who wants to circulate a petition concerning universal healthcare.

- Grace will forward the petition request to all and propose an out of meeting consent

Board Development – did not meet. They have been continuing work on taking Policy Governance Policy Registers from other Co-ops and working those along with the template from Columinate and are working on a draft for us.

Capital Campaign - no report

Cooperative Health - no report

Eco Planning - no report

Expansion - consciously took July off and have a meeting scheduled for August. Merchandising CAT sent an invitation to collaborate with Expansion on a process. The situation could get acted on sooner, but one of our local vendors is leaving the area. Their first choice was to sell us their business to the Co-op. Many questions were brought up starting with jurisdiction with who and how this would be decided. Merch CAT would like to construct some kind of a process to use for when things like this come up.

Finance - has not met

Local - not active

Member Relations - met and discussed the 45th Anniversary party and the Annual Meeting.

Personnel - no report

Standing Hiring - has not met

Governance System- Policy Governance

Linda is asking for agenda item at our Board meetings each month regarding Policy governance. She reached out to BPC to request an opportunity to come to Staff meetings to present about what policy governance is and isn't and how it can benefit the organization. Policy Governance will help with continuity as the Board changes. As we are learning about it, we are all learning together and work as we go. It will help the Board to know what's going on and keep the Board out of operations. The goal is to keep the Board informed without meddling. It provides a system to work with a framework. She will provide reading materials prior to the Staff meetings. She anticipates we could attend Staff meetings multiple times and be on the same page.

Board Retreat

A retreat is being planned with Jade about policy governance. We can do it in person and would have to pay for her to get here. Possible dates are September 25th which is a Sunday. We have not nailed the time down yet, as we want to work on part of the policy register to have a draft before the retreat. We are also looking for a spot to have it, preferably not at the downtown office. The retreat will be 5 or 6 hours long.

If there are any asks or needs, wants, or to dos, please ask Joanne and Linda.

Board Communication - Internal Messaging System

The Board committed last month to all try out Slack, a messaging App.

Feedback:

Linda did set up Slack and sent invites to people. There is a learning curve. She found a book on Amazon 'Dummies guide for Slack', she may buy it.

Joanne shares that it has a definite learning curve.

Linda attended a Board President Roundtable meeting recently, one of the comments made was working with the Board is like herding cats. We all have different age differences and work styles. One person shared that use group texts on the phone to

communicate with the Board. She might do this when there is something in the mailbox doesn't require a response, to notify us to check our email.

Grace is fine with group text notifications. She does not mind Email. One of the things she doesn't like about texts is when people are looking for a quick yet complicated answer.

Tanzania clarified that she proposed using Slack as a space filler, for us to see if we want to use something like it. Slack is practice. She hopes that the Tech team will follow up with requests to use Microsoft Teams or some other system. The idea is to have a communication system to store files and recordings of trainings as well as communicate between our monthly meetings. She would like us going forward with an actual communication system.

- Everyone will keep playing with Slack

Commitments

- Fern will talk to tech about upgrading Zoom for Board and Staff that can serve for both sets of needs.

Pending, has not heard back.

- Joanne and Grace will work together on the sandwich board for CSF outside of stores

Pending, Grace asks for a prompt from Joanne for scheduling.

- Fern and Grace will write up a BPC report including the job description for the Board

In process

- Fern will ask Tech to look into Microsoft Teams

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- Grace will send out board facilitation training materials to all

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- Linda will ask for Wendys resignation via email and forward it to Fern for the record.

- Linda will resend the link to tabling document

- Linda will ask Arwen for the mini cards

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Meeting Eval

Linda shares that it went off the rails. She does not know how to better handle the situation. It is what it is.

Max shared that not seeing an in person meeting in a long time, would the board have felt more supported if you had a facilitator, who was not going to weigh in on topics and facilitate the meetings. She wonders if that would have supported your work in a substantial way?

Joanne thinks that it might be good for difficult subjects.

Linda has never had any training in facilitating. It is hard to be involved in the meeting. She doesn't mind facilitating either. Sometimes it would be better to have one

Tanzania loved that you asked this question. We feel like it's a responsibility we hold. The meeting would have gone better tonight if we had a separate facilitator and she would have felt more supported. A Facilitator to be neutral unbiased and not speaking to the content would have been helpful with a difficult subject and the energy brought to it, the meeting would have gone very different.

Trudy agrees.

Grace spoke to facilitation trainings that we have and her offer to share that information has been made.

Fern spoke to the makeup of the Board support Team includes a Board facilitator. The Board let the last facilitator go and decided to self facilitate. The design of the support team was created to be supportive to the Board.

Trudy if we were to have an outside person and not a Staff person. She would not be comfortable with it being a Staff person at all.

Tanzania has not experienced anything like this and relationships have been damaged outside of this. There is a great deal of distrust and we should utilize and exhaust any resource to address that. What happened tonight will not happen in another Board meeting. She would be open to allowing someone to facilitate that is neutral and utilize that for a meeting or two. She is very disturbed and disappointed in how things played out this evening. She does not that want to determine the Board and our work.

Max shared that saying the 'board' and having it apply to all of you, you agree on things but not all things. Just like the Staff is wildly different and might not be your person. The board should have the option to say 'We tried it out and it wasn't a good fit' is a hard conversation to have. There are so many people on Staff and that have a different perspective, a variety of experiences. The Board could choose a facilitator from staff or not staff. It could be a volunteer position, imagine someone who used to be on the Staff or the Board and be supportive facilitator.

Trudy does not want it to be Staff.

Tanzania and Max honor her feelings

Lucas wants to apologize for losing his cool. He was triggered and the triggers kept happening. He wants to apologize that he was not able to communicate in a way that could come across differently. Calling out racism and what felt like condescending talk about Staff. Not just that, He got mad and in turn caused triggers. He owns that and he hopes we all can. He wasn't even planning on talking. He apologizes and hopes that in the future this would not be used an example to not let people be included in the conversation. He apologizes if he offended or hurt peoples feelings. He can do better than that and we all can do better.

Grace spoke to her time serving on policy governance boards had specific Policy governance experts to facilitate, to ensure process. There might be someone through the policy governance world as well that we might consider for future facilitation.

Next Facilitators

Linda / Joanne

Decisions out of Meeting

None

Attached Documents

1. Proposal for Delegation of Hiring/Firing Decisions

Proposed Hiring/Firing Procedures Delegated to the Staff Collective

Background

Currently (through July 2022), recommendations for hiring and firing are brought to the Board of Directors for consent. Hiring and firing are operational procedures and not in the scope of the Board of Directors work. Our bylaws state the Board is to employ staff, however, it has the authority to delegate any of its stated duties to the Staff Collective (Management)

Proposal

The Board of Directors delegates decision making regarding hiring and firing decisions for all Collective and Flex Staff positions to the Staff Collective. Specifically:

Hiring Procedures

* The Interview Team will interview all applicants for all paid positions at the Co-op. They will write written recommendations for finalists in both Collective and Flex positions.

* These recommendations shall be reviewed and approved by the Standing Hiring Committee of the Board.

* The Interview team will then conduct 2nd interviews with approved finalist candidates and make final decisions on which candidates to hire

* The Interview Team will report hiring decisions to the Board (either through the Personnel Committee of the Board or directly to the Board)

Termination Procedures

* The Humane Resources Team will be responsible for determining the firing process.

* The Humane Resources Team of the Staff will initiate termination procedures as specified by the Employee Handbook.

* Other Personnel groups shall carry out termination procedures as specified in the Employee Handbook.

* Termination recommendations shall be made to the Humane Resources Team. The Humane Resources Team will make final decisions regarding termination. These decisions will be reported to the Board of Directors (through the Personnel Committee of the Board or directly).

* Any appeals throughout the termination process as outlined in the Employee Handbook will be reviewed by the Personnel Committee of the Board. The Board shall review the documents regarding the steps made in the process to determine if they were in accordance with policy.

This Policy will begin 60 days after the Board of Directors consents to the proposal.

2. Proposal to replace Mission with Purpose

REPLACE MISSION WITH PURPOSE STAFF FEEDBACK

Meeting A

Proposal to end the use of the term Mission statement organizationally:

Outreach CAT has talked about this in the past and is ready to propose it to staff and board now. It seems like a logical step for us to take and the proposal details how we would take slow steps to make the change.

Its not clear if the board is in support of this, but the idea is to propose it in the journal after this to be clear on staff support.

K- supports making the change and isn't sure the board needs to approve it, it's a smaller issue than that would warrant.

Robyn knows from Grace that the board does want to consider this. The word mission is not used in our bylaws anywhere.

No one spoke in opposition to making this change.

Meeting B

Outreach Proposal, changing the language on Mission Statement:

Background given regarding the word "Mission" and it's connotation with religious missionaries and all that triggers. Proposal is change the word on Mission Statement to Purpose

Grace- I support the proposal, and also want to say some conversations within the BOD include organizational focused discussion/decisions, and they feel they would like to discuss this at next BOD meetings. Some members of the BOD have had reaction to this and it may not pass the BOD. Organizational transparency. I hope we pass this, and I think it is a good thing for us to show solidarity on to the BOD

AC- Is this a proposal for the BOD, are we going for consent or feedback for the BOD to consider?

R- I just wanted to bring to mtgs before going in to Proposal Journal. And if staff consent maybe it sends a msg of support to the BOD

AC- follow up, if BOD doesn't pass it, then it doesn't matter if staff does? Vice versa?

Robyn- Mtg A comment was this doesn't even need to be a proposal, we can just make this change.

AR- just want to chime in really quick, Mission determines what we are about and look to do, and Statement is what we do. I will block this, it's not going for me.

MS- when we make a proposal, does the BOD have to consent to every proposal at the Co- op? Grace spoke about this needing to go to BOD and Grace thinks everyone should think like her...

(?) *Note taker confused here not sure what to include

Robyn tunes in to clarify no not every proposal goes to BOD, and repeats this is not a change to by-laws, shouldn't even need to be a proposal or go to the BOD

MS- I support this proposal. I don't like the word Mission

E- One thing that would help me and might be helpful to others- more info about the origins of the word and how mission impact in history. Also we use the word/term a lot, so I don't agree when ppl say we have never used the word before and it isn't in any of our documents... I would like to see how it would benefit us.

AR- where did this come from, and why? We have so much that needs attn, so much going on- why are we spending time on this?

Robyn- because it seems to support our efforts towards anti-oppression.

AR- I am jumping in here- I don't want to speak to that. We have so much going on in our lives I don't want us to spend time on this, what is the intention behind this...etc. (waste of time?)

S- I feel this is a step forward in our commitment to AO work. It doesn't seem very hurtful to anything or anyone for us to make this change.

Next steps, goes to Mtg C for feedback to see how it goes

AR- I am jumping in again, I'm not being respected with my blocking, you need to acknowledge I have blocked.

Clarifier- are you asking that Robyn needs to state it has been blocked, no need to move forward..? Robyn reminds us how consensus works with a block present, that we actually DO move fwd, and work with those who block in finding common ground where a stand aside might be achieved.

Meeting C

G- Locally you can look at where we live, priest point park , there are Tribes called mission Tribes in California

A- mission in the 16th century meant ‘ to send the holy spirit to the world’ by jesuits

R- there was a blocking concern at meeting C , Alejandro and I’m not sure exactly why, but we will find out and discuss with him

Proposal in Staff Journal

EDIT: This proposal was edited with Staff feedback.

June 10, 2022

Submitted by Robyn Wagoner with approval of Outreach CAT

PROPOSAL: Replace the term Co-op “Mission Statement” with “Statement of Purpose”

BACKGROUND

1. The word “mission” originated mid 16th century (denoting the sending of the Holy Spirit into the world) and was first used by Jesuit Missionaries: from Latin missio(n-), from mittere ‘send’.
2. The word “mission” conjures images of colonialism, oppression and genocide, especially for indigenous inhabitants of North America. Here in the Pacific Northwest, the intergenerational trauma caused by these Jesuit Missionaries is continually evoked by “mission” structures which still stand today.
3. We are a secular organization, and the religious connotation of the word “mission” is also offensive for members of our Co-op Staff.
4. Even our own “Staff Purpose Vision and Values Statement” would not pass with Collective consent until the term “mission” was removed, over a decade ago.
5. The statement which we have come to know as our “Mission Statement,” never actually uses the term “mission,” but instead states, “The purpose of the cooperative is to…” The statement appears this way in our bylaws and foundational documents where it does not bear the title, “Mission Statement.” This title was never officially added to our bylaws and is only associated through common usage after the fact.
6. Organizations can use a “purpose statement” or a “mission statement” interchangeably.

Therefore, as an organization that is committed to standing against oppression wherever we find it, including in our own language, it is long past time that we remove the offensive term “mission” from the written and spoken representations of our organizational purpose.

METHOD

One method to enact this change could entail editing each document in real time as it is being utilized. When a Staff or Board Member downloads a document that uses the terms “Mission Statement” or “Mission,” we could agree to edit the document to replace this wording with “Statement of Purpose” or “Purpose,” respectively.

After the change is made, we could agree to email the updated document in one email addressed to the group(s) that are directly utilizing the document, and ccing staffpages@ and website@ (as some documents also appear on our website.) The subject line could include *Update Purpose* or another coded reference so that the person maintaining documents would know that they needed to replace that document in the file.

We can begin immediately by changing over all public mentions on the website and outreach materials that are currently in use. Over time, our internal documents that are actively being utilized will all reflect this change. Archived documents not in active use would be unaffected.

PROPOSAL: Replace the term Co-op “Mission Statement” with “Statement of Purpose”

Proposal passed with 4 Stand Asides (30 Participants)

Feedback:

M - Although I'm fine with this change I wonder if this is something that anyone actually asked for, or if it's just something being done "because"

Robyn- this is something that is being done because it aligns with our anti oppression values