



Board Meeting Minutes

January 19, 2023

Board Members in Attendance

Andi Girdon
Jim Hutcheon
Joanne McCaughn
Linda Myers
Tanzania Ertel
Trudy Springer
Harry Levine (*staff representative to the board*)

Staff Members in Attendance

Ben Panish (via Zoom)
Jeni O'Connor (via Zoom)
Treavor Sands (via Zoom)

Board Member not in attendance

Kate Cox

Facilitator: Jim Hutcheon

Notes: Max Crabapple

Agenda

Agenda Review
Announcements
Mission Statement
Land Acknowledgement
Member Comment
Commitments Review
Officer Assignments*
Committee Reports*
Committee Assignments*
Staff Report
2023 Board Trainings*
Board Meeting Time
Zoom Meeting Protocols*
Staff Rep to the Board – job description*
Board Administrator – job description*
Procedure for Creating Board Meeting Agenda*
Commitments
Proposal to Approve Previous Meeting's Minutes
Meeting Evaluation
Executive Session
(* meeting documents attached)

Agenda Review

'Board meeting time' is deferred to the February meeting in light of the requesting director not being at the meeting.

There's a request on behalf of a new board member to defer officer and committee assignments until the current board has had more time to work together. There's consideration of how co-op processes may be affected by a new director's absence, our legal requirements to fill the rolls in January, and the board's accountability to the membership to uphold the by-laws. The request will be considered during those agenda items (officer assignments and committee assignments).

Announcements

Harry – can't find a computer that works; he's fussing with that for a bit.

Kate will not be making it tonight. She took a fall on her way here and is currently receiving care.

Member Comment - *none*

Previous Commitments

Joanne will bring a 'Zoom Meeting Protocols' proposal to a future meeting – *she has brought a draft*

Max will be in touch with Mo about the Home Health Care Co-op round-up - *done*

Max will put the Staff Rep to the Board and Board Observer job descriptions on the agenda for the January meeting - *done*

Harry will send zoom links to all the January collective staff meetings to all board members with projected time of the Policy Governance Questions agenda item – *Harry did not, but Linda did: links to meetings were shared with Joanne and Trudy, but not Tanzania.*

Officer Assignments

The Board discussed the request to put off officer assignments and the possible consequences of that deferral. There are differing views of the power invested in the positions, and the culture of the Olympia Food Co-op compared to other co-ops. The request to postpone assignments will be considered as a proposal.

Proposal: Officer assignments will be postponed for at least one month.

Block: 2 (Jim, Andi)

Stand aside: 1 (Harry)

Consent: -

Jim spoke to his blocking concerns – the co-op’s legal obligation, and that the co-op’s business must not come to a halt when one board member is absent.

Proposal: Officer assignments will be the result of names pulled out of a hat.

Straw poll -- blocking concerns? 4 (Linda, Trudy, Joanne, Andi)

Linda and Joanne spoke to their concerns – the roles are to be taken seriously and hold significance.

The President and Treasurer roles require signing certain legal documents, and the Treasurer is a member of the Finance Committee. These are the requirements and obligations associated with the officer roles at this time.

Proposal: Jim is assigned the role of President

Block: 3 (Linda, Joanne, Trudy)

Stand aside: -

Consent: -

Proposal: Linda is assigned the role of President

Block: 1 (possibly more?) (Jim)

Stand aside: -

Consent: -

Proposal: These officer roles are assigned as follows:

Secretary: Tanzania

Treasurer: Harry

VP: Joanne

Block: 0

Stand aside: 0

Consent: 7 (unanimous)

The assignment of President is deferred to the February meeting.

Committee Reports

Advocacy: (includes work of 'Co-op Development' as outlined in the Committees of the Board document attached below?) *inactive*

Board Development: Linda and Jade (consultant from Columinate) presented at the recent staff collective meetings. Linda felt it went well. She's brought a document she's sharing with the board (*see mtg doc, "Question asked by Jade..."*)

Eco-Planning: *inactive*

Expansion: met in December. No new business, mostly recapping.

Finance: meets quarterly; no report this month

Local: *inactive*

Member Relations/Outreach: doing a simple survey with the members. Wanting direction on expansion. Just beginning that process and will follow up the survey with community conversations. The survey's been drafted and sent out to the committee.

Personnel: no report

Standing Hiring: cruising along, nothing to report.

Proposal: The Board supports the establishment of a Board-Staff Relations Task-Force. Jim and Tanzania will be on this task force.

Block: 0

Stand aside: 0

Consent: 7 (unanimous)

It's suggested that Erin Majors (staff) will join this board as well. They (Jim, Tanzania, and Erin) will write a charter. Harry, Treavor (staff) and Trudy also volunteer to join.

Committee Assignments

Every board member joined committees as they chose; Kate will be able to join committees as she wishes at the next meeting. Assignments are as follows:

Advocacy: *on hold*

Board Development: Linda, Joanne, Trudy
Capital Campaign: Joanne, Jim
Co-operative Health: *on hold*
Eco-Planning: *on hold*
Expansion: Joanne, Jim, Trudy, Linda (with Harry as adjunct in staff position)
Finance: Harry, Linda
Local: Andie
Member Relations: Joanne, Trudy, Linda, Andie
Personnel: Jim, Tanzania
Standing Hiring: Trudy

Task Forces and Liaisons

CSF Liaison: Joanne
By-Laws Task Force: ?
Board/Staff Relations: Jim, Tanzania, Trudy

Staff Report

We set up the flex staff system one year ago. We said we'd review it after a year, and there's an evaluation and survey out right now. Harry can share the survey with the board; board members are welcome to contribute to the evaluation/survey.

Harry still hasn't gotten any feedback about what other board members would like from the Staff Report. If you'd like reporting on something, contact Harry and let him know.

Board Trainings

Harry has brought an outline of foundational trainings (see meeting documents). Harry will confirm with Grace and send out emails to coordinate trainings tentatively on Monday evening, February 6, and Tuesday evenings for the rest of February.

Board Meeting Time

Deferred to next meeting.

Zoom Meeting Protocols proposal (see meeting documents)

This is not being brought for consent, but rather as a draft. Feedback is wanted; please email Joanne and Linda.

Staff Rep to the Board – job description

Deferred to next meeting.

Board Coordinator – job description

Deferred to next meeting.

Procedure for Creating Board Meeting Agenda - Proposal

The Board considered this document. The language of Board Administrator is updated to Board Coordinator, and language is added to reflect the use of Agenda Review during the meeting to accommodate changes to the agenda as needed by the Board. The document now reads as follows:

Any Co-op member (Board member, staff member, working member, member) can request an item be added to the Board agenda. Although not every request can be added to the agenda, any member is welcome to speak during the member comment period at the beginning of the meeting.

To be added to the Board agenda, send a request to the Board President and/or Board Coordinator at ofcboard@olympiafood.coop. This request must be received at least **2 weeks prior to the meeting**.

This request should include:

- a. Your name and/or the name of their group
- b. Contact information (email address and phone number)
- c. A short description of the agenda item
- d. The outcome requested (are you requesting a decision made, information considered, a process begun, etc.? Please note: A decision is rarely made during the initial presentation. Generally, decisions will be made during the following meeting or later, depending on the proposal.)
- e. An estimate of how much meeting time will be needed to attend to the request
- f. Any supporting documents that you wish the Board to review prior to the meeting

Once your request is received, the Board President and Board Coordinator will consider the competing needs of the month's agenda and let you know whether your item can be added (see "Creating the Board Agenda" below). The Board Coordinator may also ask for additional information or make alternate suggestions.

The Board Coordinator sends a "Board Packet" to all Board members **1 week before the scheduled board meeting**. The Packet includes the agenda, the prior month's meeting minutes (for approval), proposals and supporting documents for discussion. This gives board members time to review all of the documentation ahead of the meeting.

At any point up to and including the start of the meeting, a Board member may introduce an agenda item for consideration to the full board (i.e. all directors via email ahead of the meeting, and all directors present at the meeting). The Board will work cooperatively to determine if emergent or otherwise time-sensitive agenda items brought by a Board member within two weeks of the meeting will be added to the agenda, and the Board may reprioritize the agenda as needed.

Creating the Board Agenda

The purpose of Board meetings is for the BOD to attend to the business of the Co-op as outlined in the bylaws. Generally, this includes hearing from the membership, staying updated on Co-op projects, policies and finances, and making decisions. Because the Board's time is limited, not every proposed item can be heard at each meeting. This document lays out procedures for creating the Board agenda.

Procedure

The Board Coordinator and Board President create the proposed agenda.

The Board Coordinator with the Board President will screen proposed Board agenda items to determine whether they are appropriate for the Board to consider. If the proposed item falls under a current Co-op policy, staff job description, or a Board chartered committee, the person proposing the item will first be directed to that policy, person, or group to pursue their interest. In evaluating proposed items, the Board Coordinator and President will consider the following characteristics:

Timeliness: Is it necessary for the Board to undertake this task at this time?

Purview: Is the item within the purview of the Board?

Priorities: When considering multiple items competing for limited time, which items are of a higher priority for the organization as a whole or for the Board in particular?

Proposed items that are clearly and unequivocally inappropriate for the Board or Co-op in general will not be heard by the Board.

Appeals

The Board Coordinator and President will do their best to uphold the mission and values of the Co-op (including anti-oppression work) when creating the agenda. Any person who has been denied access to the Board agenda by the Board Coordinator and President can ask that the Board itself consider the request for time. The Board Coordinator will then forward the person's request to the Board via email and the Board will decide whether to add the item to the agenda. Note: If a person's item is not added to the agenda, they are welcome to speak during the member comment period.

Member Comment

Any member is welcome and encouraged to attend the Board meeting and speak during the member comment period. The member comment period is a time set aside at each meeting during which members can bring any concern or idea relating to the Co-op to the Board for consideration. Although the Board does not make decisions during the member comment period, they may decide to consider a matter further or request that a proposal be brought in the future.

Proposal: The Board adopts the Procedure for Creating Board Meeting Agenda

(edited Jan 19, 2023)

Stand aside: 0

Block: 0

Consent: 7 (unanimous)

December Meeting Minutes Approval

Proposal: The Board approves of the December Meeting Minutes

Stand aside: 2 (Jim, Andie)

Block: 0

Consent: 5 (Linda, Tanzania, Trudy, Joanne, Harry)

Jim is standing aside because he wasn't at the last meeting.

Commitments

Harry and Max will make a calendar with Board Committee meeting dates available for the Board and the membership via the website.

Max will send the Eco-Planning charter to Harry.

Jim and Tanzania, as the Board-Staff Relations taskforce, will meet and write a charter.

Harry will contact Tina, the staff person who facilitates Facilities CAT meetings, and look into their interest in incorporating Eco-Planning into their work.

Harry will coordinate with Grace and send out training dates to the Board.

Everyone will review the proposal for Hybrid Meeting Protocols and email feedback to Joanne and Linda.

Max will find the Board Support Task List

All board members will read through the Staff Rep and Board Coordinator job descriptions and be ready to discuss changes

Max will add page numbers to the meeting packet

Meeting eval

Got a lot of work done.

Thank you for the facilitation! Echoed by another board member and the note taker.

The meeting went pretty well, better than expected.

Executive Session (*confidential discussion*)

Next Meeting

February 16, 2023 6:30-9:30pm

Meeting Documents

1. Officers of the Board

President

Signs documents as needed. Historically, welcomes new Board members and schedules trainings ahead of their first Board meeting.

Vice President

Secretary

Treasurer

Signs any financial documents requiring a Board signature. Historically, the Treasurer also joins the Finance Committee.

2. from Policy Governance presentations at Staff Collective Meetings

Question asked by Jade at January 2022 Collective meetings during her presentation:

Considering Olympia Food Co-op, what, if anything, would you like to improve?

Responses from Staff:

Olympia Food Co-op Collective Meeting A

- Long-range and strategic planning
- Expansion that isn't scary for co-workers
- Enough financial resources as an organization so that folks can focus on their work with focused time
- Improved communication between staff and board about social justice values
- Leadership development for management

Olympia Food Co-op Collective Meeting B

- Emergency scheduling/shift coverage
- Safer working conditions
- Accountability systems for expectations
- Improve work culture and how we relate to each other
- Reinvigorate desire to do better for each other and for the membership
- Individualism vs. collectivism
- Personal and organizational accountability
- Better communication
- More member participation
- Beautiful supportive spaces for workers and customers
- Addressing systemic oppression
- Evaluation system
- Accountability surrounding racism and other forms of oppression
- Being a welcoming space where all people can feel safe to shop

Olympia Food Co-op Collective Meeting C

- Facilities that support the needs of our business
- Member engagement
- Paying our workers a wage that reflects the current situation around us
- Efficient systems
- Re-invest in getting an anti-oppression CAT this year
- Working on a specific anti-racism policy for the co-op
- More flexible scheduling in the moment to meet the needs of the store
- If we are overstaffed, have ways to move people around more readily

3. Committees of the Board

(from the Board of Directors' Manual)

Co-op members who are interested in helping oversee big picture projects, policies that affect the stores, and membership can apply to serve as a member-at-large on Board committees. Each committee includes Board, staff, and members-at-large. They usually meet 1-2 times a month, and Co-op members earn working member hours for their time spent at meetings and doing committee work. This is a great opportunity to gain greater knowledge of the Olympia Food Co-op and to help our organization thrive. Current Board committees are listed below, with contact information for each. Member-at-large positions are limited and may not be currently available for all committees. These committees include Board members, staff, and members-at-large. They usually meet 1-2 times per month and oversee “big picture” projects and policies that affect the stores and the membership. They are often formed to focus on a specific part of our purpose statement or bylaws.

- **Board Development**

- **Co-op Development**

Supports the development of new cooperatives and educates the community about the cooperative business model

- **Eco-planning**

Helps to fulfill the vision of a cooperative store that is a model for ecological sustainability, and a positive contributor to our local and global ecology

- **Expansion**

Coordinates the Co-op's expansion plans.

- **Finance**

Meets with staff to oversee the Co-op's finances, including approving the budget and capital plans, as specified by the bylaws

- **Local Farms, Foods & Products**

Supports and promotes our local vendors, increases awareness of local products, and strengthens food security in our community

- **Member Relations/Outreach**

Helps increase communication with the membership, and can also troubleshoot member complaints, and hear appeals. Gets the word out about Board activities, oversees donation programs, and plans elections, and the annual meeting

- **Personnel**

- **Taskforces & Other Committees**

Board-authorized temporary sub-groups, formed as needed.

4. Olympia Food Co-op Board Training Outline

1. Finance Training: 3 hrs

*income statement/budget report - most recent period and ytd

*most recent balance sheet including ratios

*labor reports

*operating budget

*cash flow

*weekly, monthly and quarterly sales reports.

2. Consensus: 3 hrs - Use the consensus doc as your outline for the initial training

The board has no meeting ground rules in place. Use the docs about facilitating and enforcing ground rules as good discussion documents to help the board figure out how it expects board members to behave.

3. Org structure: 2 hr - Use by-laws for board and staff job expectations. Get list of board committees from Fern or Max. Explain staff structure. Explain agendas/mtgs/process/etc

4. Diversity, Equity, Inclusion Training: At least 2 hrs. We have options with outside trainers as well as a Co-op designed orientation.

5. Zoom Meetings Protocols proposal

DRAFT ONE

PROPOSED ZOOM MEETING PROTOCOLS FOR OFC BOARD MEETINGS

1. Board meetings are open to Co-op members and staff members. "Guests" should sign in on the sign in sheet.
1. Agendas and zoom meeting links will be made available by the Board Coordinator at least one day prior to the meeting.
1. Co-op Board Meeting agendas will have a specified time for member and/or staff comments, questions or presentations.
1. Members and staff members addressing the Board through a zoom connection must follow normal meeting protocols, i.e., wait until their agenda item is being addressed, and/or until they are recognized by the meeting facilitator. If on Zoom, please turn on your video when addressing the group.
1. Chat messaging within the zoom meeting can be utilized by staff and member/guests as follows:
 1. Address text messaging to the meeting facilitator; they will determine the best time to introduce the comments/and/or an appropriate time to respond.
 2. Any use of the chat function to intentionally interrupt the progress of the meeting will result in the chat function being disabled for the remainder of the meeting.
 3. As in other (non-zoom) meetings, chatting between participants or guests should be minimized to avoid distractions.

6. Staff Representative to the Board – job description

Staff Representative Job Description

Purpose: Represent Staff as a member of the Board of Directors; Be a diplomatic representative to the Board from the staff; Work with Board Support Team to assist with completing Board administrative tasks.

Essential Functions

1. Perform all duties of a director, as specified in the Bylaws.
2. Represent staff consensus and decisions to the Board
3. Report monthly Staff activities to Board
4. Communicate in a respectful and timely manner with members, other individuals and organizations
5. Read and respond to board emails, letters, suggestion forms and other communications; forward to full Board when appropriate
6. Prepare for Board meetings with Board Support Team
7. Perform Administrative tasks as outlined in Board Support Task List
8. Act as the Board Spokesperson

Skills and Qualifications

- Clear written and verbal communicator with the ability to explain complex concepts in easily understood language
- Ability to present a diplomatic and nuanced understanding of Co-op issues
- Ability to understand and to fairly and articulately communicate points of view that you may disagree with, as well as to communicate between groups and individuals with differing views
- Knowledge about the workings of the co-op including having an understanding of the duties and relationships among staff, board, and membership
- Ability to understand and help direct Co-op decision-making processes (who needs to consent, who needs to give feedback, on what timeline, etc.)
- Computer skills and regular internet use/access
- Excellent time-management skills and a history of on-time meeting attendance
- Strong facilitation skills

Physical Requirements

- Ability to attend long meetings
- Computer-use

Connection with Other Job Descriptions

- Works closely with the Board Support Team
- Communicates with staff collective about board activities

Consented by Staff and BOD, Oct/Nov 2015

7. Board Coordinator - job description

Board Coordinator Job Description

Purpose: To coordinate and participate in the activities of the Board of Directors and support the Board Support Team with all administrative duties.

Essential Functions:

1. Act as the Administrative Assistant to the Board (*See Board Support Task List*)
2. Act as note taker for the meetings, ensure that accurate and complete meeting minutes are recorded and archived.
3. Ensure regular communications between Staff and Board, following the Monthly Communications Schedule. **Coordinate the Board section of Staffpages**
4. Oversee Board Annual Calendar
5. Help guide board meeting discussions by offering information to help represent staff insight and organizational process.
6. Facilitate Strategic planning and Board requests.
7. Prepare for Board meetings with Board Support Team

Skills and Qualifications

- Administrative and record-keeping skills – ability to take notes according to legal requirements, computer use, including word-processing and spreadsheet applications
- A clear understanding of Co-op structure and processes
- Timeliness
- Attention to detail
- Ability to clearly communicate

Physical Requirements

- Ability to sit in long meetings
- Writing
- Typing, computer use

Connection to other job descriptions

- Works closely with the Board Support Team
- Communicates with staff collective about board activities

Consented by Staff and BOD Oct/Nov 2015

8. Procedure for Creating Board Meeting Agenda

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