



Board Meeting Minutes

November 17, 2022

Board Members in Attendance

Linda Myers
Cristina Rodriguez
Tanzania Ertel
Trudy Springer
Joanne McCaughn [*joined mid-meeting*]
Harry Levine (*staff representative to the board*)

Staff Members in Attendance

Fern Moore
Treavor Sands
Ian Bicklehaupt
Jeni O'Connor
Ben Panish

Other Members in Attendance

Anne Gavzer

Facilitators: Linda / Joanne

Notes: Max Crabapple

Agenda

Agenda Review
Mission Statement
Land Acknowledgment
Member Comment
Announcements & Check-in
Commitments Review
Approval of October Meeting Minutes
Policy Governance
Staff Report
Committee Reports
Annual Meeting (report back)
Elections (report back)
Board Handbook / New Director welcome packet – *deferred*
Exit Interviews & Questions – *deferred*
Staff Rep to the Board & Board Coordinator job descriptions – *deferred*
Commitments
Meeting Eval
Next Facilitators
--- *break* ---
Executive Session – *didn't happen – not needed*

Agenda Review

Harry noticed that Tanzania requested something be added to the agenda ahead of the meeting and was told no by another board member. He's never known that to happen before and wants to check in about that.

Linda, as the board president, pointed out the agenda was already full, and any additions to the agenda are to be made before the meeting packet is emailed out to the board the Friday before the meeting.

There is an executive session on the agenda that no one requested, and Max put there just in case. Harry recommends the Board Handbook and Exit Interviews items be moved to a future meeting, as they're from Max and not time sensitive. Max already proposed this as a solution ahead of the meeting, and fully supports this.

Consenting to the minutes from last month's meeting should be the first thing and will take less than the allotted 10 minutes.

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

Anne is here, she is a long-time member, Harry is her partner, and she's just here to observe.

Ben, Ian, and Jeni all say hi, they're just here to observe.

Fern is here to support Max.

Announcements

Harry: It's amazing to be back on the board! It's been a long time since Harry's been on the board. When he's new in a place, he tends to listen more than talk, which he does in general, but also, he has 25 years of experience as a board member. For example, his first board meeting, they all drew the board positions out of a hat, and they were all very cooperative and collaborative with it. Linda points out that it's 2022, and their officer roles define their work and relationships. Tanzania feels the board is still in process with this, and welcomes working collaboratively.

Joanne is not here yet; she'll be joining the meeting later.

Previous commitments

Grace commits to connecting with Tina about the facilities team's plans with the intention to get information about their plans back to the board. *Grace is off the hook. This can be brought up again in meeting if the need is there.*

Trudy will email link to Max - about program to fund college tuition for Native students in Utah *done*

Joanne will work with staff to make changes in the alcohol addiction and recovery resources pamphlet. *Joanne's not here right now, we'll check in next meeting.*

Max will get a date on the Board's calendar to convene the Election Task Force about 4 months ahead of the elections. Grace notes there was actually a move to not convene an Election Task Force, but instead move all the tasks to the [Board development committee?]. Max will look into all this and do something to make it better in the future. *Done. There is no physical board calendar, but there will be.*

October Meeting Minutes Approval

Proposal: The Board approves of the October Meeting Minutes

Stand aside: 1 (Harry)

Block: 0

Consent: 4 (Linda, Tanzania, Trudy, Cristina)

Harry is standing aside because he wasn't at the last meeting and can't know if the notes reflect what happened.

Policy Governance *work session*

Linda's shared a google doc and wants to know if everyone had a chance to read it.

Trudy wants to be very clear for anyone looking at these documents that anytime they see "General Manager," it should instead be read as "Staff Collective."

There are four kinds of policies, and one kind is ends, we haven't worked on this yet. The second section is "limitations", and the language is put in the negative, all the things you can't do. We haven't worked on that yet either. We're going to look at section C, board process.

Harry has clarifying questions: has this section been worked on? Is this generic language? Linda took other co-op's documents and intends that the group will change it into our language. The intent in this meeting isn't to approve anything, it's to workshop.

Harry would like to talk about implementation process – could he have a few minutes to do that? Linda notes this is a tool for the board. Harry gets that. Harry is hoping to clarify what the process is - or could be - for *how* this is implemented. Linda says this does not require the staff's input; it's a tool for the board. Harry understands it's a tool for the board, and he's not trying to talk about implementation now; what he's asking for is to have a time to talk about it. He cannot recommend highly enough that this should be a collaboration with staff. If staff will be asked to do things differently, then there should be a conversation with staff.

Linda notes the board is an autonomous group that is elected by the members to be the voice of the members. As a fiduciary group, they should do this. The asset protection, communication and board support, compensation and benefits. Each of these policies is addressed once a year so the board knows what's going on, so the board has more concrete information coming to the board, and so we can do our job as a fiduciary group. Harry offers to work with Linda for the next month to craft a process to bring to staff. Creating a timeline and sharing information about the work will better support it. One of the co-op's values is transparency, and this is helpful in supporting the work.

Linda notes this work is on behalf of the members, not the staff.

Ben would like to gently remind that staff are also co-op members.

The google doc containing the draft Linda brought to be workshopped has been shared with board members, but not with everyone at the meeting, because it is a draft that has things in it that aren't representative of what the board is trying to do.

Discussion follows about process's place in policy work and about creating a process and timeline that can be shared widely. Tanzania sees we could take the opportunity to present the work the board is interested in. Linda notes that four months ago, there was an article on policy governance implementation. What else could we do? Tanzania is seeing that we could bring a strategic plan to support this work and is now surprised they hadn't already thought of that.

Harry makes something that starts with 'what is this, and where is it coming from?' Linda thinks the policy governance template needs to be read before anything is put out. This could be workshopped outside of a board meeting. Linda wants all the board members to participate. It's decided: there will be a work session separate from the board meeting.

Trudy will send links to online sources about policy governance for staff to do research.

Staff Report

You may have heard there was some turnover of staff, and there was a termination, which the Personnel committee will report to the board officially soon.

This is a very busy time in the year, and other than that, what would the other board members like to hear about in the staff report? Please let Harry know.

The raise was supportive and good for moral. The budget process has been good overall.

There is a one-year evaluation of the flex staff program that will happen in January. Michelle W. and Harry are the flex staff coordinators, and they're going to have a survey and go around with that. We're getting far more applications for the flex staff positions than collective staff positions. It's a widespread issue that workplaces don't always have people who want to work.

Committee Reports

Advocacy: did not meet

Board Development: just got through the elections. Will be gearing up to work on policy governance. Will be looking forward to working on next year's election but haven't really met.

Capital Campaign: they haven't met. Who's on it? Mel, maybe Grace, maybe Joanne?

Cooperative Health: is on hold because they did a lot of work, went through a lot of documents, and reviews stuff that was recommended over the last 20 years. Is not meeting.

Eco-Planning: Cristina is not aware of the committee meeting.

Expansion: They met. Habitat for Humanity is developing a retail area on Boulevard, but the space is very limited, more like a coffee shop, not what the co-op is looking for. There's other talk about grocery store space; conversation needs to happen. When Linda and Grace talked to the lawyer they pointed them to Thurston Community Economic Development Council (TCEDC). They are a resource for us that might be helpful for us – they can help with site selection considerations such as traffic flow, and Linda will look into that.

Finance: inflation is substantial, and that bumped margin up considerably, as well as COGS; the net earnings are better than had been budgeted. The credit card fees are considerable, but something good coming up is that we will be switching to NCG's new in-house card processor, which seems like it may save us up to \$50,000. Payroll and medical expenses ran over budget due to the raise, which was expected. There's a considerable amount of money sitting in a non-interest bearing account, and Corey has committed that the money will be transferred to interest-bearing accounts soon.

Local: not active, and may be considered operational

Member Relations: discussed the annual meeting. They would've like to see more members but felt it was successful. – those who came were engaged, the speaker was good, and the gift bags were great. There were more in-person attendees than last year. Next year's theme? There are ideas, and that work can start anytime.

Personnel: Linda reports they met; they discussed recent situations that came up.

Standing Hiring Committee: they've been seeing and consenting to candidates, and there have been quality applications coming through, but mostly for flex staff positions.

Community Sustaining Fund: Joanne's our rep, she reports they're getting ready for interviews for the six different applicants for funds, and they'll be meeting on Saturday. Harry notes it was delightful to have Paul at the annual meeting, and it reminded him that there was a commitment for the CSF to table at the stores to raise awareness among the membership.

Annual Meeting

It went well. John gave a good presentation of history for co-op nerds. There were more people than last year.

Harry noticed that the crowd was homogeneous in age, race. This is something to consider; Treavor notes we could announce it at Evergreen, Ian recommends outreach to local schools.

Alejandro set up food and working with Dave with Pacific Sound Stage and feels proud to be part of the Outreach committee as a party organizer. Linda wonders if a video of the meeting will be put up on our website? Alejandro thinks it should be available, but maybe just for 30 days. He's not sure about what permissions may be needed for posting it on the website, but he can talk with Mo about that. Linda would like even just an audio link; she looks at other co-op's websites and if they have a link to their annual meeting, she'll listen to it. Alejandro also noted that the centerpieces for the tables that Tanzania made were beautiful.

Board elections

Surprise, all the candidates won! Max has heard back from some, but not all candidates. They'll be invited to the December Board meeting.

Linda remembers in the past, there was great signage up at the Eastside store with photos of the board members. That signage is at the downtown office – we know where it is and can update it and put it up. Harry commits to coordinating with Daniel Bernstein or Jeff Spring to take Board photos.

Town Hall (for the board and staff)

Tanzania would like to plan; how do we get a feel from the staff about how they're doing, how to connect with them? She wants to be effective in sharing information, really hearing from each other, and reaffirming the good work the staff are doing.

John Steinman hosted a workshop at Provender about having dialogues using a fishbowl model. Harry has done that; it wasn't a fishbowl with just two people in the inner circle, but more than two. Trudy felt that workshop was great, and supports focusing on dialogue, rather than discussion. What's the difference? Discussion is focused on solving a problem, whereas dialogue is an exploration.

After considerations about turn-around time in decision-making and flexibility to get moving on this work, there's a suggestion to form a Town Hall task force. Tanzania, Trudy, Harry, Alejandro, and possibly Joanne will make up the Town Hall task force (or committee?).

Staff Rep to the Board & Board Coordinator job descriptions

This is being deferred to next meeting; each board member will mark up their copy of the job descriptions and bring them to the December meeting.

Commitments

Board members will read over and have questions/suggested revisions ready for the December meeting

Harry will work with Linda to create an implementation process for her Policy Governance work.

Board members will attend a workshopping session outside of the monthly board meeting

Trudy will share links to online resources to address misconceptions and questions staff have about what Policy Governance is and its relationship with collective management.

Elected board members will let Harry know what they would like to hear about in the staff report.

Linda will look in the TCEDC to see if they're a good resource for the co-op Expansion Committee.

Harry commits to coordinating with Daniel Bernstein or Jeff Spring to take Board photos (for updating and putting up the in-store Board of Directors signage)

Tanzania, Trudy, Harry, Alejandro, and possibly Joanne will make up the Town Hall task force (or committee?).

(From previous meeting) Joanne will work with staff to make changes in the alcohol addiction and recovery resources pamphlet.

Meeting Eval

Treavor wants to acknowledge that everyone here is clearly here because of their passion for the co-op and their dedication to supporting the co-op.

There was an awful part of the meeting that Linda and Tanzania specifically worked through to get to a better place, and it was remarkable to see the recovery of the meeting's flow.

Trudy's timekeeping was hilarious, and having the real time-usage data will help Max set future agendas (Thank you, Trudy -- Max)

Having a facilitator who isn't also having to do the work of being a director would support the board in doing its work.

Next Meeting: December 15, 6:30-9:30pm (dinner & socializing 6-6:30pm)

Facilitators: Joanne / Trudy

Timekeeper: Linda

Attached Documents - job descriptions: make notes & bring to December meeting (following pages)

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

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

Board Meeting Facilitator Job Description

Purpose: To facilitate the Board's meeting process and to encourage full participation by freeing up the participants to focus on the meeting content & outcomes. Works with the Board Support Team to develop the agenda, and help presenters prepare for their agenda items, if needed.

Essential Functions:

1. Provide active facilitation during the actual meeting, including timekeeping.
2. Ensure that consensus process is being carried out properly
3. Ensure that all presenters know that they are on the agenda
4. Help guide board meeting discussions by offering information to help represent staff insight and organizational process.
5. Prepare for Board meetings with Board Support Team
6. Set up the time and space for Board meetings

Skills and Qualifications

- Good organizer
- Good time management
- Good communicator, especially listening skills
- Understanding of Co-op and consensus processes
- Ability to be objective and practical, even while holding personal opinions

Expectations of a Facilitator

Non-Directive Leadership

Facilitators accept responsibility for moving through the agenda in the allotted time, guiding the process, and suggesting alternate or additional techniques. In this sense, they do lead the group. However, they do not give their personal opinions nor do they attempt to direct the content of the discussion. During a meeting, individuals are responsible for expressing their own concerns and thoughts. Facilitators, on the other hand, are responsible for addressing the needs of the group.

Clarity of Process

The facilitator is responsible for leading the meeting openly so that everyone present is aware of the process and how to participate. This means it is important to constantly review what just happened, what is about to happen, and how it will happen. Every time a new discussion technique is introduced, the facilitator should explain how it will work and what is to be accomplished.

Agenda Contract

The facilitator is responsible for honoring the agenda contract. The facilitator keeps the questions and discussion focused on the agenda item. The agenda contract is made when the agenda is reviewed and accepted. This agreement includes the items on the agenda, the order in which they are considered, and the time allotted to each. Unless the whole group agrees to change the agenda, the facilitator is obligated to keep the contract. The decision to change the agenda must be made by consensus.

Good Will and Intentions

The facilitator should always try to assume good will and assume that every statement and action is sincerely intended to benefit the group. Assume that each member understands the group's purpose and accepts the agenda as a contract. A resolution to conflict is more likely to occur if we act as though there will be one. The group's work is the search for the best and most creative process, one which fosters a mutually satisfying resolution to any concern which may arise.

Consented by Staff and BOD Oct/Nov 2015