



Board Meeting Minutes

October 27, 2022

Board members in attendance:

Grace Cox (*staff rep to the board*)
Tanzania Ertel
Linda Myers
Trudy Springer
Cristina Rodriguez (*via zoom*)
Joanne McCaughan (*via zoom*)

Staff members in attendance:

Fern Moore (*via zoom*)
Jeni O'Connor (*via zoom*)
Ben Panish (*via zoom*)
Adam Stocks (*via zoom*)
Ian Bicklehaupt (*via zoom*)

Other members in attendance:

Kate Cox (*Board nominee, via zoom*)

Facilitators: Tanzania / Trudy

Notes: Max Crabapple (*via zoom*)

Agenda

Agenda Review
Mission Statement
Land Acknowledgment
Member Comment
Announcements & Check-in
Commitments Review
Approval of September Meeting Minutes
2023 Board Budget Proposal
Donations
Policy Governance planning
--- break ---
Staff Report
Committee Reports (& added in meeting: Community Sustaining Fund)
Annual Meeting
Elections Update
Bonus Policy
Staff Rep to the Board & Board Coordinator job descriptions (deferred)
Commitments
Meeting Eval
Next Facilitators
--- break ---
Executive Session (not needed night of meeting)

Agenda Review

To clarify, is the member comment when someone comes with a proposal? Not really, but they can say hi and whatever they'd like to say.

Donations – that's been a really hot topic as of late!

Linda would like to move the Staff Rep and Board Coordinator job descriptions to the next meeting, as we just got them. Agreement from the Board; this is moved to November's agenda.

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

Tanzania, Trudy, Linda, Grace, and several other staff members attended the Provender conference, and it was fabulous! She encourages staff to get all over this – talk about staff retention! She noticed that there were two or three staff spots that weren't used; Siobhan and Rafa are the other staff that went. Provender is a long-standing food, nutrition, and brand conference that we had a hand in forming. It was a great event, all around wonderful, and supports the co-op really utilizing it as a resource for supporting staff.

Grace - her [something] is expiring and is coming off a day that had only 10-minute breaks, so her alarm will be going off.

Max tucked in some ideas for on-boarding and off-boarding board members into tonight's meeting packet – please give feedback anytime you want. Tanzania likes seeing this, and Linda would like to put this on next month's meeting agenda.

Previous commitments

Joanne will contact Grace to make a date to work on the CSF sandwich board
pending

Joanne and Grace will work on the sandwich board for CSF outside of stores *pending*

Grace will send out board facilitation training materials to all *done*

Grace will send the Bonus Policy to all *done*

Everyone will bring ideas to Bonus discussion next month *discussion is on agenda*

Max will send out the board coordinator job description to all *done*

Open invitation: If anyone wants to give Joanne ideas or feedback [about the upcoming Annual Meeting] to bring back to the Membership Relations Committee, she welcomes that.

Max will gather supplies for the Board retreat and bring them to Linda's place *Grace did this!*

September Meeting Minutes Approval

Proposal: The Board approves of the September Meeting Minutes

Stand aside: 0

Block: 0

Consent: 6 (unanimous)

2023 Board Budget Proposal

Linda shares that she brought her draft to Corey, and he gave her help with adding a few things that needed to be included, including food for the annual meeting (not just snacks), conferences – this is strictly the Provender conference for Board members to attend at \$1,000 per person, a quarterly co-op conversation, and a column for legal fees. She doesn't know what the legal fees would be for, but we have enough budgeted for an hour with legal counsel per quarter, which is \$250. Tanzania is glad to see spending on community engagement (the co-op conversations), as that's a reflection of our values – that we are willing to invest in community and in having fun. Having a place for enjoyment reflects our values well.

There's a question about consenting to the proposal – what happens then? Grace notes the board consents to this portion of the overall budget, and then it joins the entire budget, and is then subject to recommendations for trimming or tweaking from the finance cat and finance committee as we move through the next steps of the budgeting process.

Proposal: The Board approves the following 2023 Board Budget:

BOARD BUDGET PROPOSAL-amended 10.10.22							
	Cooperative Board						Monthly
	Food	Leadership Development	Annual Meeting	Conferences	Member Engagement	Legal fees	Total
January	\$75	\$2,000					\$2,075
February	\$75						\$75
March	\$75					\$250	\$575
April	\$75	\$2,000					\$2,075
May	\$75						\$75
June	\$75					\$250	\$575
July	\$75	\$2,000					\$2,075
August	\$75						\$75
September	\$75		\$5,000.00	\$2,000	\$250	\$250	\$7,575
October	\$75	\$2,000		\$2,000			\$4,075
November	\$75		\$7,125.00				\$7,200
December	\$75					\$250	\$575
Totals	\$900	\$8,000	\$12,125	\$4,000	\$1,000	\$1,000	\$27,025
							GRAND TOTAL
Annual Meeting Expenses include:							
			Room rental	\$850.00			
			Speaker fee	\$450.00			
			Mailing expenses	\$7,000.00			
			Pacific Sound for hybrid meeting	\$1,625.00			
			Full food offering-additional expense	\$2,000.00			
			Modified food expense/goodie bags	\$250.00			
				\$12,175.00			
CBLD - Cooperative Board Leadership Development - in addition to the many webinars offered our consultant is guiding the Board							

Stand aside: 1
Block: 0
Consent: 5

Grace is standing aside because we're not looking at this in context of the whole budget, and because it's a significant increase over last year. She'd want to look at this more closely within that bigger context before signing her name to it.

Donations

Linda would like to see us put our donation money into an expansion fund. If we truly want to have an expansion, not just fixing our stores, we need to really focus on that. So this year we could put in \$39,000. And she's also looking at insulating the warehouse [Eastside store], because everyone's freezing when they're working there. We're giving money away, and we want to give, but what about taking care of these things first.

Tanzania doesn't disagree with that; she agrees but has a caveat: she'd like to see us be intentional with what we're doing with our money and have a plan. She fully supports both locations having what they need to be both physically sound and taken care of.

Grace has two things: this program, the bonus program, was intended to reduce our tax burden, and these other ways of spending the money doesn't do that. Also, the ongoing relationships with other programs and organizations within our community, these are our partners in supporting work in our community that are integrated with our values and guiding principles. Requests for donations went way down during covid, as in person services and events stopped, and donations requests are just now starting to come back. She hasn't had to say no to anyone yet. The facilities team is responsible for determining and carrying out the projects in the stores that Linda's referenced. They have a budget for that work, and it's not our job or this pool of money to decide that for them.

Tanzania notes this is great information, and fully supports the facilities team taking care of all operational concerns like that. Having good communication about their plans and needs would be wonderful, and she just wants the board to really support them, not at all try to get into their job!

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.

Trudy points out that the board does approve of the entire budget, and if there are repairs that need to be made, they need to be made sooner than later, because the problems will get worse and more expensive to fix.

What is the policy around donations, and the donations agreed to when selling beer and wine was agreed to? There was a single larger donation from when the program started, and then there's been smaller donations over the years, and that information could be provided. There are some updates needed in the pamphlet about resources for people seeking help. Joanne will work with staff to make changes in the alcohol addiction and recovery resources pamphlet.

Trudy is interested in the co-op making a donation to support college education for Native students. There's an organization in Utah that has a program that is a good model. Trudy will find the link and send it to Max to share with the board.

- Utah's tuition program <https://www.insightintodiversity.com/university-of-utah-to-waive-tuition-for-indigenous-students/>

- Washington's tuition program – upon further research, Trudy found that Washington State offers free tuition for Native Americans. Here's the link to investigate it more if you wish: <https://native.wsu.edu/american-indian-residency-bill/>

Grace's donations budget is quite small, \$6,000/year, and she keeps it very local, and in very small amounts per ask, more like \$25 each.

Policy Governance planning

Linda asks the other board members to look over the documents she's shared; she's going to be working on these policies. She'd like to set aside 30 minutes in a board meeting to work on that. Next meeting, we'll be reviewing board process policies.

Tanzania is interested in what policies are going to be involving staff. Jade was going to help with training and providing an overview to staff. Maybe if there were a survey? Maybe the way we're going to be rolling this out will protect the staff. Having so many staff members, and three different staff meetings, maybe not everyone has the same opportunity to get the same information from the same 'horses mouth'. It can be difficult to have something coming on the horizon, but not knowing exactly what it is, and us supplying the information about what it is can be very valuable. Linda notes people can google Policy Governance.

There's some confusion about whether any Policy Governance information was already shared with staff that was part of staff's concerns around it? Yes, there was a document provided ahead of the Collective Meetings, and staff read it, and the language is not the language the Olympia Food Co-op uses around management and power relationships. There's consistent reference to General Manager as part of the process, and after the gathering that excluded staff (this is a while ago), former Board member Wendy said, is this when we start talking about getting a General Manager? And that is reasonably alarming to staff.

Ben asks what perceived current problems people believe policy governance would address? Tanzania speaks to there not being a particular problem that needs to be solved with this right now, but rather the hand off from one iteration of the board to the next shifts so much, and the boards are so different from each other, this provides a structure that will help as board members come and go, and keep the board in their lane, and supporting staff doing their job. We see it as an opportunity to pass historical knowledge, legal awareness, and safeties, and especially to keep the staff safe from the board stepping into their jobs.

Linda had a meeting with someone where they were referring to the co-op having or getting a General Manager, and she made it very clear that we are working with the staff collective and will not be getting a general manager. It has nothing to do with getting a General Manager and is for keeping the board informed. Trudy notes that we have what may be the only cooperative in the country with a staff collective. Whenever staff see mention of General Manager, they should just know to replace that with 'staff collective'. Tanzania shares that we need a LOT of good, sturdy material to actually build the bridge between the board and staff. There has been a lot of misinformation and missing information, and we must work together to strengthen the staff and the board together.

Kate wants to make a plug for the upcoming Columinate training CBL101 on November 19th. It would be so helpful for all current and future board members to attend and learn about the role and responsibilities of directors.

Staff Report

We recently received notice from two staff people who are heading out into the rest of the world in the next few weeks. One is leaving after much consideration into a community of folks with land. The other got offered their dream job in another field. Both are leaving to pursue new and exciting opportunities in their lives.

Staff consented to Harry becoming the new staff board member. He will be starting next month. He would have started this month only he is delayed in Costa Rica because his mother got sick and it took several days for her to get permission to fly and only accompanied by a nurse. He had intended to be here for this meeting. Besides Harry, two other staff members expressed interest and working with the board. They are both quite new and we hope to offer to mentor more staff into the staff representative position.

Mo is working hard to find people to do presentations at the annual meeting. We're looking for someone particularly from finance cat to do the Finance Report. Five new staff people are going through all of the new staff trainings and are working in their departments already. Just this afternoon they got the bylaws review training and consensus one.

Departments, cats, and coordinators are all working on the 2023 budget. Labor cat in particular continues their work estimating labor hours needed and working on the benefits package. We are about a day away from having third quarter margin numbers. We are also looking at an NCG program that could save us up to \$50,000 in credit and debit card processing fees.

It's unfortunate that Linda was not able to attend the collective meetings and explain the documents on policy governance that she provided. I had previously mentioned that the documents could be problematic because the language used throughout it is hierarchical. Sure enough, staff people responded strongly to the repeated mention of general manager in the policy governance document

that Linda provided. Both Harry and I have worked hard to dispel the notion that it (Policy Governance) is just a way to sneak a general manager past staff without even a chance to discuss it in the meeting.

Committee Reports

Advocacy: did not meet

Board Development: did not meet, had previously been focused on board recruitment

Capital Campaign: did not meet but met the previous month. They heard from Hannah at Bozeman Food Co-op about their expansion. Grace is looking at the New Market Tax Credit program, and heard from our banker and the development council that they'll be weighing in on how the co-op may be able to access that program.

Cooperative Health: hasn't met

Eco-Planning: Max ran into past board member Mel, and Mel is eager to do Eco-Planning committee work as a member-at-large. Staff member Tim expressed interest in filling a staff position on the committee. Cristina, the one current board member on the committee, feels it is in transition right now, as Mel and Jace left the Board and the committee as board members, and Robyn who was the Staff on the committee is no longer at the co-op.

Expansion: did not meet this month, will be meeting this coming month

Finance: will meet after wrapping up 3rd quarter

Local: not active

Member Relations: mostly discussed the annual meeting, trying to figure out the logistics of that – set up, clean up, who will be responsible for what. Tanzania will be making table centerpieces, and Alejandro is very focused on specific snacks. Grace mentioned this too, that Mo is encouraging people to come out and help, as the group is mighty, but small! Joanne notes that Alejandro is usually very helpful and active with the annual meeting every year, but he's less available this year, though still helping with the snacks.

Personnel: did not meet

Standing Hiring Committee: this group doesn't meet as part of their work, but they are doing what they're supposed to do.

Our community partner organization **Community Sustaining Fund:** Joanne reporting as the Community Sustaining Fund liaison that the CSF grant cycle deadline is coming up – deadline for application grants is Nov 7, and reviews of

applications begin November 9th. Interviews will be held November 19th.

The **Annual Meeting** is a little over one week away. Linda will be giving a board report, Adam will give a staff report. Board nominee Kate Cox has rsvp'd to come speak to the membership, and Jim Hutcheon will be out of town. Linda and Joanne have offered some day-of assistance.

Board elections are here. Linda's wondering where on earth are the outreach materials letting everyone know to vote? There should be considerably more signage, around the entrances of each store, at the registers, and posters in each bathroom. This is Max's doing, as she had a previously scheduled family gathering out of state that started at the same time as elections! She brought the voting boxes and materials to each store, but even the set up at the Eastside is someone else's improvement on how she left it. Max now thinks we should've formed an Elections Task Force. 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.

Bonus Policy

Linda thinks it's great that we have a bonus policy that directs some of the profits to staff. The group talked about donations, which is only related to the bonus policy in they both kick in when the co-op shows a profit.

Staff Rep to the Board & Board Coordinator job descriptions

These will be considered at next month's meeting.

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.

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

Joanne will work with staff to make changes in the alcohol addiction and recovery resources pamphlet.

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.

Meeting Eval

Good talking.

Tanzania did an outstanding job facilitating! (Agreement!)

Tanzania notes that with the growth of the board coming up soon, it will be nice having different facilitators, and she'd like to circle back to having a facilitator for our meetings. As we're trying to navigate this time of growth, it's important to be able to be kind, welcome all of our guests both in person and on zoom, catching comments in the chat (on zoom), and get to all the items of on our agenda, all while participating in these fruitful conversations. That could really be supported by having a dedicated facilitator to support the board's work.

Joanne noticed throughout the meeting that we have several folks listening but did not have a chance to say hello and if they came for a specific purpose. Tanzania thanks Joanne for saying that. We did have time for member comment, but it's not the same as welcoming people to say hello. Adam notes that he was given that opportunity at the beginning of the meeting and he utilized the 'chat' to do that. He appreciated hearing everyone talk through discussions where people didn't all agree, and it was great seeing that.

Linda would like to see better speakers in the meeting room!

[Responding to the invitation for those present but just listening to introduce themselves] Ian is a 32-year member of the co-op, was an emergency hire during the pandemic, and was recently hired on as collective-track staff. This is their third meeting with the board, and is supporting having good communication between the staff and board.

Tanzania knows Cristina is on her way out, but she'd love to see Cristina take a turn facilitating, or to facilitate with Tanzania. Cristina says thanks, but she and Jace tried facilitating during the remote meetings, and it did not go well!

Next Meeting: November 17, 6:30-9:30pm

Next Facilitators: [note-taker missed this]

Attached Documents (this and following pages)

OLYMPIA FOOD CO-OP POLICY FOR BONUSES

24% of one year's net profit is distributed among the individual staff proportionate to the total hours worked during the bonus period.

10% of one year's net profit is allocated as a donation whose recipients are determined by the Board of Directors.

The four quarter fiscal period used to calculate bonuses is the previous year's third and fourth quarter and the current year's first and second quarters. The previous years donations are added back into the third quarter figure to give a truer net profit total for that period.

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

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

(For your consideration only, not on tonight's agenda)

Max's list of documents that could be included in a Board Handbook

- OFC by-laws
- Cooperative principals
- Introduction to consensus decision-making
- List and guide to committees of the Board
- Snapshot of annual happenings for the Board (and the co-op at large)
- List of staff / 'who does what'
- 'Running good meetings'
- Facilitation 101
- Conflict Resolution pamphlets
- The current budget
- 'How to write a good proposal'
- Recent Board proposals (going how far back? And how much discussion?)

(For your consideration only – not on tonight's agenda)

Max's Exit Interview thoughts & possible questions

General questions to start

- what did you enjoy most about your board service?
- what did you enjoy least? what would have made the experience better?
- how would you describe the culture of the board?
- what are the three most valuable lessons you have learned about governance matters?

if they're leaving early:

- do you mind sharing why you're leaving?
- is there anything we could have done to have you stay?
- is there something specific we were unable to offer you?
- what could we have done better?
- did you previously share your concerns with Personnel, HR, or ?? before deciding to leave?

ensuring the board's governance structure is still effective is essential

- what are the primary attributes that made meetings successful?
- how might we improve board meetings?
- did you feel your time was spent on important or valuable issues and tasks?
- did you feel that you were able to make a difference?
- did you feel that your opinions and contributions were heard and valued?
- what was the biggest accomplishment during your tenure and how it was achieved?

some other points may be about the size of the board and whether or not that size is effective, the level of (and true support of) diversity on the board (this can refer to any kind of diversity), and how changes are being enacted within our organization.

professional development:

while the board is responsible for guiding the co-op, they should also be learning on the job. learning opportunities as needed and/or wanted will benefit both the individual (a benefit of their service) and, clearly, the co-op.

- do you feel you had access to the information and training necessary to be an effective board member and to make decisions at board meetings? If not, how can we improve?
- did we use your talents effectively? if not, what steps can we take to ensure what we do so with future board members?
- would you like to stay involved at the co-op moving forward? if so, how?
- what could have made your experience better?

future planning:

- based on your experience, what advice about board service would you give to a new member of the board?
- what do you wish you had known when you joined the board but did not know?
- where there any long-term plans discussed with the board that can be accomplished within the next year?
- what contacts need to be notified of this transition; what relationships need to be attended to by someone else?
- what are some of the biggest challenges facing the board?
- are there any changes or issues you feel should be a priority within the next year?

Be ready for, and open to, constructive criticism. Encourage people to be honest and direct with both praise and criticism.

A possible off-boarding checklist:

1. begin offboarding as soon as we learn about the departure
2. inform the entire board
3. schedule an exit interview date
4. any paperwork or legal docs to prep?
5. ask for list of contacts that may be needed after they leave
6. request status report for ongoing projects and outstanding tasks
7. complete exit interview
8. return of any co-op "stuff"? (This may not be needed)
9. create re-directs for emails (aka ask tech/email to update the ofcboard@oly... email)
10. update website and social media accounts