



Board Meeting Minutes

April 20, 2023

Board Members in Attendance

Jim Hutcheon
Kate Cox
Trudy Springer
Linda Myers *[left mid-meeting]*
Andie Giron *[joined mid-meeting]*
Joanne McCaughn *[joined mid-meeting]*
Harry Levine *(staff representative to the board)*

Board Members not in Attendance

Tanzania Ertel

Other Members in Attendance

Ben Panish, Francis Fong, Ian Bickelhaupt, Jeni O'Connor, Treavor Sands, Ale Chavez Roa

Facilitator: Jim Hutcheon

Notes: Max Crabapple

Agenda

- Agenda Review
- Mission Statement & Land Acknowledgment
- Announcements
- Member Comment
- Commitment Review
- Approval of February & March Meeting Minutes
- Staff Report, including 2021 Donations
- Committee Reports
- Board Retreat Planning
- Finance Dashboard Proposal
- Internal Processes for Handling Complaints
- Process for Replying to Emails Sent to the Board
- Board Report in the Table *(added via agenda review)*
- Investigative Report *(added via agenda review)*
- New Commitments
- Meeting Eval & Next Facilitators

Agenda Review

Submitting a Board report to the Table? The deadline for Jun-Jul-Aug is May 5. Kate has brought a submission; there is support for the piece to go in the newsletter.

Proposal: 'Board Report in the Table' will be added to the agenda.

Stand aside: 0

Block: 0

Consent: 6

CONSENT

There is a request to add an executive session to the agenda.

Proposal: an executive session be added to the agenda.

Stand aside: 0

Block: 1 (Trudy)

Consent was not called for.

BLOCKED

Trudy spoke to her block – she will not support an executive session about the investigation without having seen all of the investigator's documents.

A request to discuss a recently-concluded investigation is considered.

Proposal: an agenda item be added to the agenda, 'discussion about the investigative report,' including discussion about what the board will do with the report.

Block: 0

Stand aside: 2 (Linda, Trudy)

Consent: 4

CONSENT

Tanzania is unable to make it to the meeting tonight, and has requested the meeting be recorded for her.

Proposal: The board meeting may be recorded for absent board members for them to listen to later.

Stand aside: 0

Block: 2 (Trudy, Linda)

Consent was not called for.

BLOCKED

Trudy spoke to her block – she is against the meeting being recorded. Linda spoke to her block – the board could be sued based on the recordings.

Member Comment

[*member name needed*] I am a graphic designer, and I get this [holding the OFC newsletter] in the mail. I am keenly aware of the environmental impact of this kind of publication. The use of space isn't great and not very readable. We could get the same amount of information in half the amount of space using, for example, an uncoated stock and better layout.

The mission statement cites environmental awareness, and this isn't in line with that. The mailing cost must be a lot as well. If we use social media, that's a lighter load on the environment, less expensive, and in front of eyes more often than this publication, which is quarterly. This is my business card; I'm willing to consult on the layout and publication of the co-op's newsletter.

Ian Bicklehaupt I am here purely as an observer and as a staff rep to the board mentee.

Announcements

Andie will be here a little late.

Joanne will be here at 7:30pm.

Tanzania is unable to make the meeting tonight; she requests the meeting be recorded for her.

Previous commitments

Max will correct the spelling of Andie's name in the February meeting notes - *done in max's notes, but not in Kate's edit.*

Kate and Max will work on a proposal for minutes standards and bring it to the April meeting - *no proposal; Kate is submitting revised notes for February and March in tonight's meeting.*

Anyone is invited to bring a proposal about recording meetings if they want to - *(no follow-up needed)*

Harry will bring staff turnover data for the last 5 years to the April meeting - *done, emailed alongside the April meeting packet.*

Harry will pass on the request for Community Sustaining Fund signage - *Harry's requested more information to put on the sign twice, and didn't hear back.*

Joanne will bring ideas for donations for programs related to beer & wine sales - *pending*

Kate will coordinate with Corey to pay for the Abolitionist Challenge course - *done*

Harry will work with Josh to find dates (for Anti-Oppression 101 training) that work for the board - *done*

Kate will do further research into local facilitators - *continuing this work; she has a meeting with Parfait Sambal*

February & March Meeting Minutes Approval

Proposal: The Board approves of the February and March Meeting Minutes with the emendation of adding Kate's name and role in editing the notes.

Stand aside: 1 (Harry)

Block: 0

Consent: 5

CONSENT

Harry speaks to his stand aside – he prefers notes with far more meat, and these are fairly unhelpful and stale.

Jim would like the board to address this in the future, as well as recording meetings.

Staff Report

The Finance Committee hasn't met (wasn't scheduled to). Finance CAT is working on succession planning, funding some M&R projects, including the mold remediation project.

The write up Grace offered about donations was appreciated.

2021 Donations

The Northwest Indian Treatment Center is recommended as a recipient.

Committee Reports

Local: they are off cycle, so we'll see their report next month.

Personnel: Different perspectives are discussed regarding the appropriateness of this committee, and its use in providing board oversight where the board has oversight responsibility. This relates to a proposal (emailed out) to have a committee review and consider if some committees should be sunsetted.

Board Retreat Planning update

They've met twice; with 8 members of the board, and the best turnout only provided two days where 6 people could meet. The second try at finding a date that works for everyone is out now, please look through and report any days that work for you.

The first day would focus on two things: *group norms* (i.e., how does the board act with each other during the meeting), and a *code of conduct*.

The second day would focus on working on our policies, which the board development committee is working on.

What others would like to see there? We'll likely see dates in late May or June.

Finance Dashboard Proposal

Finance Dashboard Proposal:

In order to better understand and monitor the financial health of the Co-op, the Board of Directors requests that the Finance staff work in collaboration with the Finance committee to develop a new standardized dashboard report. The report will show how well the Co-op is performing relative to a few key financial benchmarks and budget targets. This report, provided quarterly, should include financial data that compares the Co-op's current period with previous periods, as well as comparative peer financial data from the National Cooperative Grocers (NCG) CoCoFist (Common Cooperative Financial Statements) program. The report will also include data on number of transactions, basket size, number of new members and staff turnover in the current quarter compared to previous quarters.

Please see below for some examples of data to potentially include in the dashboard:

Indicator	Last Period '21	Current Period '22	Budget Target
Sales Growth	1.17%	7.88%	Match inflation
Net Income	6%	2.6%	TBD
Days Cash on Hand	34	31.37	>10
Current Ratio	2.38	2.23	>1.25

Legend: ■ Meets or Exceeds Target ■ Within Range ■ Significantly Off Target

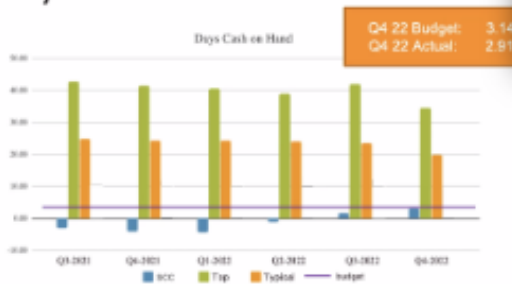
Sales Growth Data



Net Income



Days Cash On Hand



EBITDAP



Kate would like a very quick snapshot, and sometimes the reports that are provided to the board are too much to digest.

Is this request to go through Finance CAT and the Finance Committee? Finance CAT is where this report would be made, and the Finance Committee is more of an oversight body. Anything that will help the board better understand the co-op's finances is great. The history of board structure was that the committees did the heavy lifting of oversight, and the committees report back to the board, but times are changing.

Would this be replacing the reports already provided, or in addition to? Kate thinks this would be the quarterly report for the board, and hopes a balance sheet and income statement will be available at least yearly.

Proposal: the Finance Dashboard Proposal (see write up) be adopted

Block: 0

Stand aside: 1

Consent: 7

CONSENT

Harry speaks to his stand aside: procedural – Finance CAT and the Finance committee haven't had a chance to consider it.

Internal Processes for Handling Complaints

There are policies and procedures concerning harassment etc., concerning staff and working members. Considering board members as working members, policy covers that entirely. What if board members are different from working members; there is curiosity about this from a legal standpoint. If the board had policies that were separate from working members', they would be coming from a legal standpoint.

Process for Replying to Emails Sent to the Board

There was an email to the board email that merited a response, and while the email was handled well, the communication with the board as a whole about who would respond to the email was very unclear. Also, there are emails that come in that appropriately go to staff. Harry hits 'reply all' so that everyone could see he fielded it when this arises.

Kate and Jim will bring a proposal for following up with board emails. A person will be designated, and not necessarily the board secretary.

Jim requests that no one reply to emails to the board off the cuff in the meantime. Support is expressed for this plan.

Board Report in the Table

Promoting the board election process, anything else to share with members?

Kate and Joanne will draft something for the Table; it will be emailed out to the board for consent via email.

Investigative Report

Ale, a Personnel Coordinator on staff, has joined the meeting to answer questions and share non-confidential information. Discussion addressed some questions of confidentiality, investigative interviews, and what a 'full report' might look like.

The board discussed at length where their efforts may be focused to better support the board and the organization, and how the board can orient themselves in light of the recommendations. The recommendations are well-suited for the board's work. As was recommended for the board retreat, building policies and procedures around board process, onboarding, training, and agreements is timely and useful.

Commitments

Contact info for the member concerned about the Table layout will be given to Outreach and the Newsletter liaison.

Move forward in making donations to the NW Indian Treatment Center (Harry? Working with Finance Committee and/or Grace?)

Board Retreat Planning will continue and will come back to a future meeting.

Finance Dashboard Proposal - shared with Finance coordinators/Committee.

Kate and Jim will bring a proposal for following up with emails sent to the board.

Kate and Joanne will draft something for the Table; it will be emailed out to the board for consent via email.

Meeting Eval

Good time keeping

Good facilitation

Next Meeting: May 18, 2023 6 – 8:30pm (Jeni will be filling in for Max)

Facilitator: Kate