



Board Meeting Minutes

May 18, 2023

Board Members in Attendance

Jim Hutcheon

Kate Cox

Linda Myers

Tanzania Ertel

Trudy Springer

Harry Levine (zoom, arrived late) (*staff representative to the board*)

Other Members in Attendance

Ben Panish (zoom), Treavor Sands (in person)

Facilitator: Kate Cox

Notes: Jeni O'Connor

Agenda

Agenda Review

Mission Statement

Land Acknowledgment

Announcements

Member Comment

Commitment Review

Approval of April Minutes

Staff Report

Committee Reports

Labor Acknowledgement in lieu of Slavery Acknowledgement

Board Retreat Planning

~BREAK~

Committee Review

Donation Proposal

Survey Proposal

Co-op Index Report Proposal
Creating a Shared Sense of Purpose
New Commitments
Meeting Eval & Next Facilitators

Agenda Review – Add **Email policy proposal** if time allows, from Kate and Jim.

Announcements

Andie emailed she'll be either attending via zoom or unable to attend tonight – massive headache.

Harry will be coming via zoom, if possible. and he will be late.

Jim- Wants to acknowledge Thurston County Youth leadership development organization and that Tanzania has been honored with being in the newest “class”.

Linda wants everyone to have time to read and process the BOD packet before meetings; the day of the meeting is not enough time to do this.

Member Comment - Ben Panish

Question “wonders where the fifth board member is?” -- Bernie Myers. Bernie declined his seat on the board to pursue other work.

Trudy asked how many members do we have? -- The estimate from 2018 is that we have 22k active members. Trudy pointed out that if only 400 out of 22 thousand members responded to the recent survey, that's a red flag showing we have a problem that needs to be discussed and addressed. Kate Cox agreed that it is an indication of an issue that we need to address.

Previous commitments

Contact info for the member concerned about the Table layout will be given to Outreach and the Newsletter liaison. Did this happen? Jeni thinks so, but has no confirmation.

Move forward in making donations to the NW Indian Treatment Center – *Kate has brought a proposal to tonight's meeting.*

Board Retreat Planning will continue and will come back to a future meeting. – *yep, it's on tonight's agenda.*

Finance Dashboard Proposal - shared with Finance coordinators/Committee. -on agenda

Kate and Jim will bring a proposal for following up with emails sent to the board – if there is time. Kate and Jim worked on and brought it tonight.

Kate will submit a piece on behalf of the Board to the Table newsletter - *done*.

April Meeting Minutes Approval

Proposal: The Board approves of the April Meeting Minutes.

Stand aside: Trudy, Tanzania (because had no chance to read fully)

Block:

Consent: Jim, Kate, Linda

Staff Report: Kate read

We have hired 6 new collective staff

Facilities is planning on end of summer for east side floor, Westside is looking at some work as well.

New compressor on East outside cooler, cooler will house a mural as well.

Sales are strong at both stores. Double digit growth.

Kate is concerned about our expenses. She would like to see info come less as an editorial and data come from Finance directly.

Our expenses are outpacing our sales in ways that concern Kate.

Kate feels the Finance dashboard coming from the finance department would give a more rounded picture of finances, not just sales growth.

Harry not yet at meeting, so this really wasn't addressed with him.

(Even after he got here later) maybe it comes back to next meeting?

Committee Reports

Board Development: Meeting next week on Tuesday at 11 am here at the office.

Board/Staff Relations Task Force: This group met and is looking for a facilitator.

Expansion: May 2 Michael Caide (sp?) met with them. Jim made a recording if anyone wants to view/hear.

Local committee: Met and is in planning stages for a local products/vendors centered event.

Labor Acknowledgement in lieu of Slavery Acknowledgement Proposal

This work we will do at the Retreat as a group.

TJ Stewart / Assistant Professor of higher education and Student Affairs at University of Iowa has a template for a labor acknowledgement in lieu of a slavery acknowledgement. Kate says it is difficult to dig into this language during board meetings, and acknowledges the importance of the work.

Trudy volunteers to do the work.

Tanzania would like the board to work on this together, at the retreat perhaps.

This work should not be done by one person who is not bi-poc.

Linda thinks the retreat looks full, and we don't have to be in a hurry, maybe we could put it on an upcoming agenda or two to do this. popcorn agreement around that idea.

Trudy will draft it up from the framework of TJ's and Solid Ground's labor acknowledgements and bring it for discussion and work with the group.

Board Retreat Planning update

Proposal from Parfait.

Jim: we need to set a date and agree to Parfait as our facilitator. hard to nail down a date with tonight's attendance. The group looked at dates in July.

Parfait was chosen because they feel the retreat work should focus on Conflict resolution and restorative practices within the board and he is skilled around these as a facilitator/mediator.

Kate spoke to a very good conversation with Parfait about "where we are at as a board" that felt encouraging. Kate feels that he has the skills this group needs at this moment. Jade Barker also met with Kate about a second retreat.

Retreat planning group wants a 6 hour retreat focused on this restorative work for the board, and then a second retreat of the same length later with Jade Barker to dig into the BPG work the board is pursuing (policy development)

Proposal: To hire Parfait as a facilitator

Stand aside:

Block:

Consent: full consent Jim, Trudy, Tanzania, Linda, Kate,

Committee Review Brought by Kate

Kate feels that this Board needs to do more work together as a team to get on the same page about what they are doing.

Would like to review committees to get rid of(sundown) or pause the ones that aren't as necessary as other work the board needs to do.

Kate suggests reviewing each committee of the board for possible pause or sunset.

Expansion: Kate read charter

Linda and Jim are both on this committee. With fern, grace, and Joanne
Member survey responses reflect desire for expansion.

This is one of the more active committees.

Kate feels like expansion should be put on pause, that expansion should be discussed with the entire board at some point in the future when a long term strategic vision has been established.

Tanzania supports this. It sounds like a good forward plan.

Jim agrees the lack of long range vision is definitely one of this group's weaknesses (historically).

Linda speaks to all the details and action steps that she sees need to happen.

Jim wants to discuss this with the committee at their meeting at the beginning of June and will come back with thoughts and input from that discussion at the next meeting.

To be continued....

Proposal: Review current committees of the Board and determine their current relevance and necessity to current Board work. Sunsetting any inactive or unnecessary committees.

Block:

Stand aside:

Comes back to other meetings.

Consent:

Donation Proposal Kate brought this proposal.

Tanzania wonders is it too much? Should we go lower? Provender needs funds! Can we send staff to support? Can we do 15K to NITC and Provender some kind of contribution? Or at least send a bunch of staff this year?

Linda supports this donation to NITC, but it feels like a lot. She thinks of expansion and the need for equity for that.

Kate doesn't disagree, but the bonus policy says that when the co-op generates a profit, part of the profits go to staff and another part is given to the board to "give back to the community". Kate feels that this meets the need to stay with that intention of giving back, while also giving back to the organizations that support alcohol's impact on society/community.

Harry thinks that the donation policy is from the 90s and, really, we have never had a year with numbers this high (as 2021); it was an exceptional year. Harry supports donating to both NITC and Provender.

Jim wants the BOD to take a bit more time.

Proposal: The Olympia Food Co-op Board of Directors will donate \$20,000, from funds allocated for donation from the 2021 profit per the Bonus Policy, to the Northwest Indian Treatment Center.

Stand aside:

Block: Jim

Consent:

Next steps: Updated proposal will revisit next meeting.

Survey Proposal / Collective and Working Member Survey Proposal:

Kate feels this is a good tool for the board to work with.

Trudy feels cost is not an issue because the work is really important.

Kate would like this data to inform.

Harry wants to know, why this information? What's the intention of the board with the results of this cultural audit?

What, if any, steps will there be to use this data and for what purpose?

Kate will go back, rewrite with the why and the intention and bring back.

Proposal: Hire Columinate Human Resources consultant to assist in the creation of a Collective and Working Member survey to assess workplace satisfaction and perform a

cultural audit.

Stand aside: Comes back to next meeting

Block:

Consent:

Co-op Index Report Proposal

Kate spoke to the work John did in 2015 with the co-op index survey.
Kate would like to have John come to the June BOD meeting to talk about the metric.
Tanzania would like John to give a full presentation, like he did for the board before.
Kate has spoken with John and he is available to come to the June meeting.
Jim suggested having a "dedicated" amount of time allotted to this, lest it take the whole meeting time.

Proposal: Invite John McNamara to our June Board meeting to review the findings of the 2022 Co-op Index Survey and answer questions about the report.

Stand aside:

Block:

Consent: Full Jim, Tanzania, Harry, Kate, Linda, Trudy

Creating a Shared Sense of Purpose:

Kate acknowledges that this may be a difficult conversation.
Article about "healthy board dissent" that Kate forwarded, which Kate really felt like the shared sense of purpose portions spoke to what we need as a group, as a board.

Question #1 What is governance?

Tanzania seeing that the mission and purpose are being followed. working together to achieve our organizational goals.

Jim implies oversight of some kind which can take on many forms; awareness of operational concerns as well as oversight of policies and procedures.

Harry doesn't particularly like the word governance, but feels that to us it's following

the purpose and values, as decided by the members and workers.

Linda: it's a plan or a tool that the board can use to oversee their work as it's specified for them.

Trudy thinks it's also about fiduciary responsibilities.

Kate feels the group is in general agreement about their sense of purpose around their ideas of governance.

Here is Jeni's quick grab of the "textbook" definition of governance...just for reference
This is the definition of the word: the act or process of governing or overseeing the control and direction of something (such as a country or an organization).

What is the job of the BoD?

Trudy: to act in a responsible manner, ensure that the org is running according to plans and that if it isn't, get it back on track.

Linda: oversight? Are we serving our members in the way we need to?

Harry: be accessible and hear the needs of the membership, including staff. Facilitate decision making according to the by-laws in accordance to our purpose and values.

Jim agrees with Harry plus long-term plan to step out of the capitalist paradigm.

Tanzania: to support and expand on the groundwork and productivity of operations through long term strategic planning around policy driven actions based on the needs of the membership and greater community.

Kate: transparency and policy creation support operations around the overthrow of capitalism.

Kate: it feels like there is general agreement around the ideas/answers to these two questions.

There is time to cover the email proposal, so that was read and brought for consent.

Email policy proposal brought by Kate and Jim for consent.

Full consent(Harry, Tanzania,Kate, Jim, Trudy and Linda) to the email policy proposal.

Commitments

Trudy will draft a labor acknowledgement to bring back to the group for discussion and additional work.

Jim commits to get a hold of folks not at today's meeting to schedule retreat date (doodle).

Linda - revisit the donation policy. Linda will look at finding ways to channel some of our donations to expansion.

Tanzania will explore a proposal for Provender donation/ large attendance from OFC to support.

Kate will bring back proposals about collective and WM cultural audit survey.

Committee review around pausing and sunseting to come back at later meeting(s).

Kate? Follow-up with John about expectations for June presentation.

Meeting Eval

Jim: great meeting!

Productive and relaxed.

Next Meeting: June 15, 6 – 8:30pm

Facilitator: Jim