

# Olympia Food Co-op

## Board Meeting Minutes

Date: February 16, 2023

Time: 6:00-8:00 p.m.

Location: Co-op's Downtown Office, 608 Columbia St SW, Olympia

Board Members in Attendance : Andie Giron, Jim Hutcheon, Joanne McCaughan, Kate Cox, Linda Myers, Tanzania Ertel, Trudy Springer, Harry Levine (Staff Rep)

Notetaker: Max Crabapple, revised by Kate Cox

Guests: Jeni O'Connor, Treavor Sands, Jackie Krzyzek

### **Agenda Review**

Remove Committee Reports

### **Member Comment**

*Jeni O'Connor:* I am here tonight as a co-op member. You know I have been coming to board meetings in person when possible and on zoom, when necessary, which I appreciate. I want to share with the board that I strongly support Jim stepping into the role of president.

Thank you.

*Jackie Krzyzek:* I was on the board for a couple of terms in the late 2000s, then staff for nine years, and am now a member who's always going to be looking out for the long term health of the co-op.

I read last month's meeting notes and was really concerned about who's going to be president. There were some statements in there about the role of president being a position of leadership and power, and I wanted to say that when I was on the board, we drew names out of a hat, and the person who was the president – once, that was me – I signed the taxes, I signed the papers when we bought the little house on the Westside, and that was the only extra power that I had over the group. I think it's so important to the spirit of the Olympia Food Co-op, both staff and board, and our history, to retain the structure of a non-hierarchical board. I know we need to name the officers, but I really think that no board member should have any extra status than any other board member.

In last month's notes, someone said, "it's a role that should be taken seriously." We, as members, voted for all of you, and every single person sitting in the room should take their role very seriously. I want all of you to use consensus and non-hierarchical power to achieve the goals of this board.

Thank you for running for the board, thank you for volunteering your time and effort in this. I know it can be hard sometimes, I've been there. As a member, I appreciate it, and as a staff member, I appreciated all your work. Thanks for letting me share my two cents.

## January Meeting Minutes

Andie noted that her name was misspelled.

<b>Proposal: Approve January Meeting minutes (with spelling corrections)</b>
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Block: 0
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Stand aside: 1 (Kate)
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Consent: 7
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<b>CONSENT</b>
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Kate spoke to her stand aside – she wasn't present at the last meeting, and so couldn't speak to the minutes' accuracy.

*Task: Max will make this correct the misspelling of Andie's name.*

## Staff Report

Harry provided a staff report regarding the Flex Staff program.

## Board Trainings

The Board discussed its needs for training both inhouse and with Columinate.

*Task: Harry with confer with Grace and propose new dates and times for Organizational Structure and Consensus training.*

*Task: Board will review the need for additional finance training after Columinate's finance training.*

## Hybrid Meeting Protocols Proposal

Linda presented a hybrid meeting protocol proposal. The board discussed and agreed to add the protocol to the board process policies.

## Officer Assignments, part 2

The board discussed the role of Board President.

<b>Proposal: Linda and Jim are named board co-presidents.</b>
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Block: 0
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Stand aside: 2 (Harry and Tanzania)
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Consent: 7
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<b>CONSENT</b>
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Tanzania spoke to her stand aside: there's concern about this proposal, but also an argument for it as modeling cooperative solutions in the face of difference. She is concerned about the lack of consensus for one president, that this is side-stepping the lack of consensus. She can see this is a compromise, but also it does not truly work through the difference.

## Committee Assignments, part 2

Kate will join the Finance, Member Relations, Board Development Committees. Jim will also join the Local Committee. Tanzania will not be joining the Member Relations Committee.

**'C' Policies – Board Process**

The board discussed the draft board process policies.

*Task: Board Development Committee will review board member feedback regarding 'C' policies and incorporate it.*

*Task: Board Development Committee will inform all board members of upcoming meetings dates/times and hold meetings in public space.*

*Task: Linda will email the Portland People's Food Co-op policy register out to the board.*

**Staff-Board Relations Task Force**

Jim presented the proposed charter (see below).

Board Staff Relations Task Force Charter

Purpose: To monitor and assess the state of relations between Staff and the Board of Directors of the Olympia Food Co-op and to suggest means of conflict mitigation or resolution when necessary.

Process: Consensus, meet monthly

Goals:

- Identify sources of conflict between Staff and the Board
- Suggest ways to mitigate conflict
- Organize events to promote interactions between Staff and Board
- Engage with Conflict Resolution Team
- Make recommendations to the Board regarding the hiring of mediators

Committee Make Up: Up to 3 Board representatives, up to 3 Staff representatives

**Proposal: The Staff-Board Relations Task Force charter is adopted.**

Block: 0

Stand aside: 0

Consent: 8                   **CONSENT**

**Meeting Time**

The board discussed the current standing monthly meeting time.

**Proposal: The Olympia Food Co-op Board of Directors will meet every third Thursday of the month from 6:00-8:30 p.m.**

Block: 0

Stand aside: 0

Consent: 8                   **CONSENT**

## **Email Communication and Consent via Email**

Jim presented a proposal on board process regarding board email communication and consenting via email.

### **Olympia Food Co-op Board of Directors Consenting via Email Process**

Although it's always best to practice consensus in person, there are certain situations in which the Board must make a decision without physically meeting. If a decision must be made quickly or is routine enough that it would waste valuable meeting time, consenting via email and/or telephone is a good option.

#### **Proposal #1: General Guidelines**

Unless circumstances beyond our control dictate otherwise, Board members will have at least one week from the time that a proposal is emailed to respond/consent to it.

When consenting via email, all Board members must either consent, stand aside, or ask for the issue to be brought to a regular meeting, unless:

- An individual Board member has indicated in advance that they will not be available to consent (i.e. on vacation, etc.), in which case they will be considered a stand aside/absent.
- An individual Board member is experiencing an emergency that prevents them from taking part in Board business (family emergency, medical emergency, etc.) in which case they will be considered a stand aside/absent.
- The proposal is one of a very few routine matters (such as approving meeting notes) that are 1) agreed upon as routine matters in advance and 2) which members have at least one full week to respond to. In the case of these proposals, it is sufficient to hear back from a quorum/majority of Board members. Any members beyond the quorum who do not respond within the week allowed for consent are assumed to be a stand aside/absent.

**Note:** If any Board member is not comfortable with a vote being taken without the benefit of another member's input, they may choose to bring the proposal to a meeting, or block it. It is each of our responsibility to ensure that consensus processes are followed in good faith.

#### **Proposal #2: Meeting Notes Consent by Email**

Meeting Notes will be considered a routine matter and consented to by email (as laid out above) unless otherwise specified.

The Board notetaker will email a draft of the meetings notes to the Board within 7 days of the meeting.

Board members will then have 7 additional days to respond with their consent, stand aside, take to meeting or block, as well as any changes to the document.

4/21/11

### **Suggested procedure for conducting discussion and consent via email.**

1. If the Board agrees upon carrying out a process of discussion and consent via email one member of the Board should explicitly adopt the role of **wrangler**.
2. The role of the wrangler is to keep track of replies, Board members who have responded, and, if necessary, incorporate edits into drafts of documents and then provide those updated documents to the Board.
3. The wrangler should begin an email thread for the Board to conduct its discussion of the matter for consent. This thread should include Discussion in its title (*kitchen remodel – Discussion* for example). All members of the Board, as well as the Board coordinator will be included on this email. If the matter under discussion is of a confidential nature and part of an executive session the Board coordinator need not be included on the email thread.
4. The proposal under discussion should be made available in a format that is readable by all members of the Board. Any attachments should be clearly titled with the name.
5. If there are wording changes suggested during the course of discussion, the wrangler will incorporate those changes into a new copy, making it clear that this is now the version that  
Is under consideration for consensus. If this involves changes to an attached document, the document title should reflect this (*kitchen remodel – edit2* for example)
6. Members of the Board should, at a minimum, respond that they have seen the message and read the documents. Even a brief message will suffice, “*I have read this, it looks fine*”. The wrangler is responsible for tracking replies and if, after five days they notice no response, they may encourage a non-responsive member to make a reply.
7. When discussion seems complete, the wrangler will then initiate a **consent** thread, with the proposal title, followed by the word Consent (*kitchen remodel – Consent* for example.) The purpose of this thread is to provide a clear, simple record of those members indicating consent, stand aside, or block.
8. If consent is achieved, the Board coordinator will make a note of decisions reached out of meeting and record the proposal and the consents and stand asides. The Board coordinator also make a record of the discussion thread. If the matter under consideration was confidential, the wrangler will communicate the consented-to proposal and any stand asides to the Board Coordinator.

## **Proposal: The Board adopts the processes as described in 'Procedure for Conducting Discussion and Consent via Email'**

Block: 0

Stand aside: 0

Consent: 8

**CONSENT**

### **Bringing in Outside Facilitation**

The board discussed its needs for and interest in engaging an outside facilitator for meetings.

*Task: Kate will research availability and prices of outside facilitators.*

### **Submitting Committee and Task Force Reports in Advance**

The board discussed the process for including committee reports in board meeting packets.

*Task: Written committee reports will be submitted one week prior to the board meeting to be included in the meeting packet. If a committee meets between the deadline and the board meeting, a report can be submitted for the following meeting.*

### **Meeting Eval**

- The notetaker and numerous members appreciate the facilitation.
- Stating who's on stack, including oneself as the facilitator, would be appreciated in the future.
- People's listening was up this meeting, and that was great.
- The group worked through difficulties productively.

### **Commitments**

*Task: Max will make this correct the misspelling of Andie's name.*

*Treavor commits to bringing a report from WMCAT about all the hours worked to the next meeting, per Linda's request.*

*Task: Harry will confer with Grace and propose new dates and times for Organizational Structure and Consensus training.*

*Task: Board will review the need for additional finance training after Columinate's finance training.*

*Task: Board Development Committee will review board member feedback regarding 'C' policies and incorporate it.*

*Task: Board Development Committee will inform all board members of upcoming meetings dates/times and hold meetings in public space.*

*Task: Linda will email the Portland People's Food Co-op policy register out to the board.*

*Task: Max will get the board's forwarding email address - [ofcboard@olympiafood.coop](mailto:ofcboard@olympiafood.coop) - up and running for the current board members (and ensure past board members are not on it).*

*Task: Kate will research availability and prices of outside facilitators.*

*Task: Written committee reports will be submitted one week prior to the board meeting to be included in the meeting packet. If the committee meets between the deadline and the board meeting, a report can be submitted for the following meeting.*

**Next Meeting**

March 16, 2023 6-8:30pm