

# Olympia Food Co-op Board of Directors

November 16, 2023, 6 - 8:30pm

Board members present: Andie Giron, Kate Cox, Jim Hutcheon, Joanne McCaughan, Trudy Springer, Harry Levine (Staff Rep)

Other members present: Jeni O'Connor, Theo Hedderly

Notes: Max Crabapple

## Agenda Item

Agenda Review  
Announcements  
Mission Statement  
Land Acknowledgement  
Member Comment  
Previous Commitments  
Staff & Committee Reports  
Previous Meeting Minutes  
2024 Budget and 3<sup>rd</sup> quarter review  
Board Staff relations proposal  
Board seats and new Board members  
Training of new/current members  
Approval of C policies from Board retreat  
Statement of Solidarity/Co-op and Politics  
Commitments  
Meeting Evaluation & Next Facilitators

**Agenda Review** – no changes

**Member Comment** – *none*

### Previous Commitments

- Harry commits to bringing curbside analysis to the October meeting –deferred to Nov, *done*
- Andie and Joanne will work together on a statement from the board about Gaza – *done*
- Jim will follow-up with Andie about the next Board-Staff Relations Task Force meeting - *done*

### October Meeting Minutes Approval

**Proposal: The Board approves of the October meeting minutes.**

**Stand aside: 2 (Kate and Trudy)**

**Block: 0**

**Consent: 4**

**CONSENT**

Kate and Trudy stood aside as they were not present for the October meeting.

### **September Meeting Minutes Approval**

**Proposal: The Board approves of the September meeting minutes with the emendation of Member Comment as provided by Harry.**

**Stand aside: 1 (Joanne)**

**Block: 0**

**Consent: CONSENT**

Joanne stood aside as she was not present for the September meeting.

### **July & August Meeting Minutes Approval**

**Proposal: The Board approves of the July and August meeting minutes.**

**Stand aside: 0**

**Block: 0**

**Consent: 6 CONSENT**

### **Meeting Minutes Proposal**

**Proposal: The November and December meeting minutes will be fact-based summaries; only decisions, commitments, etc. They will be up for consent and, upon consent, made available for the membership.**

**Stand aside: 1 (Joanne)**

**Block: 0**

**Consent: 5 CONSENT**

Joanne stood aside as she will not be here in January.

### **2024 Budget for the Board**

The 2024 proposed budget for the Board was reviewed.

**Proposal: This proposed 2024 budget for the Board is recommended to the Finance CAT for the 2024 Budget**

**Stand aside: 1 (Joanne)**

**Block: 0**

**Consent: 5 CONSENT**

Joanne stood aside as she will not be here in January.

### **Q3 financials**

Harry shared 3<sup>rd</sup> quarter financials.

Harry commits to asking Corey to provide a year-over-year comparison in the income statement and balance sheet.

### **Board Staff Relations Proposal**

**Proposal: The Board Staff Relations Proposal is adopted.**

**Stand aside: 3 (Kate, Trudy, Joanne)**

**Block: 0**

**Consent: 3** **CONSENT**

Joanne stands aside as she will not be here in January.

### **Board Seats and New Board Members**

**Proposal: Dave Toler will be appointed to a one-year term on the board beginning January 2024.**

**Stand aside: 0**

**Block: 0**

**Consent: 6** **CONSENT**

### **Board Member Training**

Onboarding was discussed.

Harry will talk to the task-force working on DEI / anti-oppression related training and connect Andie with them to talk about what trauma-informed training might look like.

### **C-Policies**

C-5, number 8 contravenes the by-laws; Jim commits to write an amendment that matches the by-laws.

**Proposal: The Board adopts the block of C-policies.**

**Stand aside: 2 (Harry, Joanne)**

**Block: 0**

**Consent: 4** **CONSENT**

Harry stood aside based on his overall experience with policy governance and conversations with the board about it. Joanne stood aside as she will not be on the board.

Addressing behavior on the board is discussed.

### **Statement of Solidarity**

The draft was discussed. Andie and Joanne will re-write a statement that focuses on showing specific support, establishing the co-op as an anti-hate establishment.

**Commitments**

Harry commits to asking Corey to provide a year-over-year comparison in the income statement and balance sheet.

Harry will talk to the task-force working on DEI / anti-oppression related training and connect Andie with them to talk about what trauma-informed training might look like.

Jim will write an amendment that matches the by-laws re: C-5, number 8.

Andie and Joanne will re-write a statement that focuses on showing specific support, establishing the co-op as an anti-hate establishment.

**Next Facilitator:** Andie

BOARD BUDGET PROPOSAL-a For 2024 Draft 2 11-09-23								
Cooperative Board								Monthly
	Food	Leadership Development	Annual Meeting	Conferences	Professional Service	Member Engagement	Legal fees	Total
January	\$75	\$2,000						\$2,075
February	\$75				\$11,500			\$11,575
March	\$75					\$250	\$250	\$575
April	\$75	\$2,000						\$2,075
May	\$75							\$75
June	\$75					\$250	\$250	\$575
July	\$75	\$2,000						\$2,075
August	\$75				\$11,500			\$11,575
September	\$75		\$5,000.00	\$2,000		\$250	\$250	\$7,575
October	\$75	\$2,000		\$2,000				\$4,075
November	\$75		\$7,175.00					\$7,250
December	\$75					\$250	\$250	\$575
								<b>GRAND</b>
Totals	\$900	\$8,000	\$12,175	\$4,000	\$23,000	\$1,000	\$1,000	<b>\$50,075 TOTAL</b>

**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 as we write our Policies and begin to implement Policy Governance**

**Conferences**

Four people attending Provender @ \$1000 each

**Legal Fees**

A total guess!!! If there's an issue, it will certainly be more

Olympia Food  
Cooperative  
Draft C Policies

**Policy Type: Board Process**  
**Policy Title: C – Governance Commitment**

Acting on behalf of our co-op members, as mandated by the bylaws, the Board ensures that our cooperative produces benefit and value, while avoiding unacceptable actions and situations (see Executive Limitations policies). The Board accomplishes this by working together effectively, empowering and holding accountable the Staff Collective (Management), providing strategic leadership for our cooperative and perpetuating our democratic organization.

Change Log:

Date	Change

**Policy Type: Board Process**  
**Policy Title: C1 – Governing Style**

We will govern in a way that emphasizes empowerment and clear accountability. In order to do this, we will:

1. Focus our vision broadly and towards the future, informed by any visioning document and/or strategic plan in place.
2. Observe the 10 Policy Governance principles (For further information regarding the 10 principles, See the Appendix)
3. Maintain group cohesiveness, accountability and responsibility (in accordance with policy C5: Code of Conduct).
4. Clearly distinguish Board and Staff Collective (Management) roles.
5. Encourage diverse viewpoints.
6. Maintain a commitment to diversity, equity and inclusion through our actions and our policies.
7. Follow the Olympia Food Co-op bylaws.
8. Use Policy Governance as our operating system, guiding the work of the board and the Staff Collective (Management) through written policies.
9. Adhere to all relevant laws.

Change Log:

Date	Change



**Policy Type: Board Process**  
**Policy Title: C2 – The Board’s Job**

In order to govern successfully, we will:

1. Practice, protect, promote, and perpetuate a healthy democracy for our cooperative.
2. Hire, delegate responsibility to, and hold accountable the Staff Collective (Management).
3. Have expectations in the form of written governing policies that realistically address the broadest levels of all organizational decisions and situations. We will write these policies in the form of Ends, Management Limitations, Board Process, and Board-Management Relationship, as described in the Policy Governance principles.
4. Assign responsibility in a way that honors our commitment to empowerment and clear distinction of roles.
5. Monitor operations performance in the areas of Ends and Management Limitations and Board performance in the areas of Board Process and Board - Management Relationship.
6. Perpetuate the Board’s leadership capacity using ongoing education, training and recruitment.
  - a. We will have a strategic year-round recruitment and screening process.
  - b. We will commit to diversity, equity and inclusion.
  - c. We will provide excellent orientations to potential candidates and newly elected or appointed directors.
8. Perform other duties as required by the bylaws or because of written limitations on the Staff Collective (Management).

Change Log:

Date	Change

**Policy Type: Board Process**  
**Policy Title: C3 – Agenda Planning**

We will follow a strategic work plan and an annual agenda that focuses our attention toward the future away from operational details.

1. Our annual governance cycle will run on a calendar year.
2. We will create, and modify as necessary, an annual calendar that includes Board meetings, Board committee meetings, membership meetings, elections and other duties as dictated by the by-laws.
3. Throughout the year, we will attend to agenda items as expeditiously as possible.
4. Board members will review monitoring reports prior to the meeting, limiting discussion unless the reports raise questions or concerns, or the policy criteria themselves need review.
5. Board meeting agendas will be determined by the Board and may be modified at the meeting by consent of the Board.
6. A Board member may recommend or request an item for board discussion by submitting the item to the board president or board coordinator 14 days before the board meeting.
  - a. The board meeting agenda and supporting documentation shall be provided to the board no later than 7 days prior to the board meeting.
  - b. The board will prioritize submitted agenda items as expeditiously as possible.
7. Any Co-op member can request an item be added to the Board agenda.
8. Management monitoring reports (see appendix) will be included on the agenda.

Change Log:

Date	Change

**Policy Type: Board Process**  
**Policy Title: C4 – Board Meetings**

Board meetings are for the task of getting the Board’s job done.

- 1. We will use Board meeting time only for work that is the whole Board's responsibility. We will avoid committee issues, operational matters and personal concerns.
- 2. We will seek consensus through discussion and the consensus process.
- 3. Meetings will be open to the membership.
  - a. We may occasionally use executive sessions to deal with confidential matters, as long as the purpose of the session is stated. When possible, an announcement of the executive session should be on the published agenda.
  - b. Decisions made in executive session will be recorded in open session.

Change Log:

Date	Change

**Policy Type: Board Process**

**Policy Title: C5 – Directors’ Code of Conduct**

In our role as Olympia Food Cooperative Board members, we each commit ourselves to ethical, professional and lawful conduct.

1. Every director is responsible at all times for acting in good faith, in a manner which they reasonably believe to be in the best interests of the Cooperative.
2. Directors must demonstrate unconflicted commitment to the ends and visions of the Cooperative. This accountability supersedes any conflicting commitment such as that to advocacy or interest groups, membership on other Boards or staffs, and the personal interest of any director acting as an individual consumer or member.
  - a. There will be no self-dealing or any conduct of private business or personal services between any director and the Cooperative except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside” information.
  - b. When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the vote.
3. Directors may not attempt to exercise individual authority over the organization.
  - a. When interacting with any employees, directors must carefully and openly recognize their lack of authority.
  - b. When interacting with the public, the press, or other entities, directors must recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions. When necessary, the Board may designate a spokesperson.
4. Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
5. Directors will not exhibit violent, oppressive or racist behaviors or speech.
6. Directors will support the legitimacy, authority, and integrity of the Board’s decision on any matter.
7. Directors will prepare for, attend, and participate in all Board meetings, retreats and training.
8. Failure to follow the code of conduct policy may result in early departure from the role of director in either of the following manners:
  - a. Resignation. If requested in writing by a majority of the Board of Directors, a director will resign from their position;
  - b. Removal from office. If a director refuses to resign, they may be removed from office by a majority vote of the Board.

9. Every year, every director will complete the Code of Conduct Agreement form and will verbally report to the whole board all actual and potential conflicts of interest.
  - a. If there is a stated conflict of interest the board member shall recuse themselves from voting on related matters.

Change Log:

Date	Original Language
08/17/2023	8. Any director who does not follow the code of conduct policy shall either: <ol style="list-style-type: none"> <li>a. Resign, if requested to do so, in keeping with the OFC Bylaws.</li> <li>b. Or can be removed from the Board by a 2/3 majority vote of the Board.</li> </ol>

**Policy Type: Board Process**  
**Policy Title: C6 – Officers’ Roles**

We will elect officers in order to help us accomplish our job.

1. No officer has any authority to supervise or direct the Staff Collective (Management).
2. Officers may delegate their responsibility to another board member but remain accountable for its use.
3. The President ensures the Board acts consistently with Board policies using
  - a. any reasonable interpretation of the provisions in the Board Process and Board-Collective Relationship policies.
4. The Vice-President will perform the duties of the President in the President’s absence.
5. The Treasurer is responsible for supporting the board in all finance-related board work.
6. The Secretary will make sure the Board’s documents, including the Policy Register and Bylaws are accurate, up to date, and appropriately maintained.

Change Log:

Date	Change

**Policy Type: Board Process**

**Policy Title: C7 – Board Committee Principles**

We will use Board committees only to help us accomplish our job.

1. Committees will reinforce and support the wholeness of the Board.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
3. The board has authority to appoint committee members.
4. The Board will establish and annually review committee responsibilities and necessity as reflected in the committee charters.
  - a. We will carefully state committee expectations and responsibilities to make sure they do not conflict with authority delegated to the Staff Collective (Management).

Change Log:

Date	Change

**Policy Type: Board Process**  
**Policy Title: C8 – Governance Investment**

1. We will use the Cooperative’s resources prudently and strategically.
  - a. We will use training and retraining liberally to orient new directors and board candidates, as well as to maintain and increase existing directors’ skills and understanding.
  - b. We will orient new directors and candidates for membership, as well as to maintain and increase existing directors’ skills and understanding.
  - c. We will arrange outside monitoring assistance when necessary to oversee organizational performance.
  - d. We will use outreach as needed to ensure our ability to listen to member viewpoints and values.
  - e. We will use professional and administrative support as needed.
2. We will develop the Board’s annual budget in a timely way so as to not interfere with the development of the Cooperative’s annual budget.
3. We will recruit new board members with the Board’s needs in mind.

Change Log:

Date	Change