



Board Meeting Minutes

September 21, 2023

Board Members in Attendance

Kate Cox, Andie Giron, Jim Hutcheon, Harry Levine, Linda Myers, Trudy Springer

Other Members in Attendance

Jeni O'Connor, Zed Heo

Facilitator: Harry Levine

Notes: Max Crabapple

Agenda:

- Agenda Review
- Previous Commitments
- Member Comment
- Staff Report
- Committee Reports
- Previous Meeting Minutes
- Board Retreat Preparation
- Annual Meeting Check-In
- Provender Conference
- 2024 Board Budget
- Virtual CBL 101 + Board Applicants
- Discussion of Communication
- Commitments
- Meeting Evaluation
- [Executive Session]*

Agenda Review

There is an executive session at the close of the meeting. The board agrees the agenda is good as is.

Previous Commitments

- Harry will follow up with BPC and find out what policies/updates have been made in light of the 2022 Co-op Index findings. (carried over from July commitments) *there are not specific policies that have come from the Index findings.*
- Someone (who!?) needs to give the Board Report at the Annual Meeting -- Sat, Sept 23. *Taken care of.*
- All board members are encouraged to come to the Annual Meeting!
- Kate will bring a Member Relations Committee report (coming from a spring survey) to the September meeting. *this report can be found in the Table*
- Kate will write a Finance Committee report for the Board and bring it to the September meeting. *the report will be printed in the next issue of the Table*
- Kate will finish some editing and will email the link to the full policy register (the Google doc the Board Development Committee has been working on). The other board members will look over the document ahead of the retreat. *In progress; retreat is on September 30*
- Max will solicit and incorporate feedback from Harry and Kate for the Board Expenses Coordination proposal (listed above as Board Expenses Review proposal) *Max solicited, has not gotten feedback from either. Will try again.*
- Kate notes she has the most current copy of the Policy Register from People's, and will get a job description for the Link and share these so the OFC Board can see how they've worked with this. *Kate requested the Link jd from People's, and it's not available as that exactly. Maybe the job's been updated?*
- Harry will share info on Columinate's upcoming webinar series on Policy Governance & make it available for staff to attend. *done*

Member Comment

Jeni O'Connor: Today is my one year anniversary of coming to these meetings. I came trying to understand what was going on from the last July meeting [2022]. I don't understand [specific board member's] appetite for Policy Governance. What it is that you can't get done that you want to get done with Policy Governance? I've gone to a lot of Policy Governance trainings, and it feels someone trying to sell back to us what we already do, but re-packaged.

I guess the question is: what is the work that you want to get done. I've seen a lot of requests from staff that there be interaction with staff around Policy Governance. I've seen you say you would do the work, and I haven't seen you do the work. I wrote a letter a year ago. This is a conversation I've tried to have with you many times – in writing, and in person, and I want you to know this is important. If you think Policy Governance is the most important thing for the board, you should resign *like the recommendations from the investigation asked* and let Kate do it.

Kate: could I meet with you to talk about it? [Policy Governance] Jeni: I would love that, Kate.

Staff Report

STAFFING:

- We are initiating a Collective hire and hope to have 6-7 new hires by the end of the year.

- In Sept, we have one Staff person taking a year Sabbatical. We have a policy that provides a few benefits to folks who wish to take a sabbatical year at the co-op after they have worked for a minimum of 10 years.
- In October, we have one Staff member who is leaving the NW to move to SW for health reasons. We have negotiated that she will work remotely for approximately 4 months and will be able to handle about 20 hours/week of administrative duties. We have done this in the past when a long-term staff member worked remotely for about 6 years and successfully held ongoing coordination and management duties while she lived part-time in Washington, DC. This was during the Obama administration, and her partner was appointed to a federal position supporting organic agriculture. She returned full-time to the Co-op before retiring years later.

FINANCES:

- Sales continue to be strong at both stores. Our 12-month growth is running close to 9% at both stores. I will be checking in with Grace on national trends but I have talked to some NW co-ops, and they have not been experiencing this same pattern.
- We are in the 2024 budget planning season. This process involves the entire Staff Collective to some degree or another. We generally craft 3-4 drafts before arriving at the final draft that we generally present to the Board in November (though sometimes not till December).
- We will need to finalize the Board's 2024 budget proposal at our September meeting, as well as talking about any proposed expansion-related expenses.

FACILITIES:

- The WS back room remodel has started. It's in the very early stages, so we'll have more to report at the October Board meeting. This project shouldn't have much impact on the retail area but will have a major impact on Staff work, particularly for the Produce, Dairy, Cheese, and Bulk departments. And it will affect the flow of all backroom work. Staff have been very well prepared for this by our project managers, so we are hoping to grin and bear it.
- The ES Floor project starts in early October and should be done by the end of October. We are planning about 10 days of early store closures and are trying to get the word out to members in all forms of communication. In addition, we've added some staff to our late afternoon work so that we can help the members get through it.
- Our ES meat cooler unexpectedly broke down and we are assessing the need to replace vs fixing.

Discussion: Linda's interested in seeing analyses of the Garden Center and of the Curbside program. Harry has news about the Garden Center: a task force has proposed, and staff have consented to, not opening the Garden Center next year. The plants etc. will be incorporated into the main store's displays. The numbers have consistently not met thresholds for keeping the Garden Center open.

Harry commits to bringing curbside analysis next month.

Committee Reports

Board-Staff Task Force has been meeting regularly, and is hoping to have a proposal in Oct or Nov for the first of what we hope will be on-going mediated conversations between staff and board members. They're still getting specifics for facilitators.

February Meeting Minutes

Kate revised the February meeting minutes, and the Board approved them. However, as Max typed out the notes so they could be posted on the OFC website, she found some errors. Jim Hutcheon was left off the list of attendees, the consent grid for the Consent by Email Proposal was omitted, and a commitment was left off. The notes brought today are the same as the approved notes save those three corrections.

Proposal: The Board approves the February meeting minutes.

Stand aside: 0

Block: 0

Consent: 6

CONSENT

July & August Meeting Minutes

There's concern the notes have too much detail, and a desire to not have any narrative. A couple other people like the detail, and rely on them.

The Board will make time in the October meeting to discuss meeting minutes style & content.

The proposals to approve July & August meeting minutes are put aside at this time.

Board Retreat Preparation

Jim, Trudy, and Jade have been meeting in preparation for the upcoming retreat – September 30, 10am-4pm please show up 15 minutes early.

Max will ensure covid tests make it to someone going to the retreat so that each person takes one before heading in.

Food will be supplied by the co-op deli, and Burial Grounds (a cooperative!) will supply the coffee. There isn't a final total, but nonetheless consent is sought for a budget for expenses.

Proposal: Up to \$400 will be allocated for food and beverages for the Sept 30th retreat.

Stand aside: 0

Block: 0

Consent: 6

CONSENT

Everyone's received a printout of the current board retreat agenda, a policy development info sheet, a packet of CBLD Policy Register Templates, and the current (not yet consented to) OFC Policy Register. Bring your documents to the retreat!

Annual Meeting Check-In

It's this Saturday at the Olympia Center. It will be from 11-12:30. Please come early to help with setting up if you're able.

Provender Conference

Early bird registration ends on September 29th. There's budget for 4 Board members to go. Andie is interested, and will email Grace (the training & conferences coordinator).

Expansion Committee

The 2024 budget has an expense line for Expansion, specifically development. Should this be funded or not? Linda notes that the focus should be development of strategic plan for the entire organization, which would include expansion. Harry agrees. Kate wouldn't want to commit to a number right now, and sees the Expansion Committee starting up only after the board is in a place to pick up that work.

Harry sees the value of prioritizing foundational work for the board, and also the value of strategic planning. Jim notes this is exactly in the intentions of the upcoming retreat: the board needs to be able to talk to each other in order to do this other work. Andie would like to see strategic planning be inclusive of different kinds of members, and not be siloed.

Kate recommends suspending the Personnel Committee, and Jim offers a counterpoint: oversight is part of the board's work. Kate doesn't have time to join another committee, and thinks that if anything is important enough to come to board members, it should come to the whole board, at least in the form of a report. Harry notes that he always invites requests for reports, and that applies here as well.

There is consideration of various committees both active and inactive, and an agreement to revisit this when there's time.

Board Budget 2024

Harry's brought the 2023 budget for consideration. Each line is reviewed, with changes noted.

Harry requests we get a report from Jade (our consultant with Columinate) of how many webinars we've utilized. He's wondering if paying for webinars by the each might be a better deal than the annual package we've got. Linda will get that report and bring it to the next meeting.

Harry proposes adding \$10,000 to the 2024 budget under Professional Services. This is in light of hiring Parfait this year, and the hopes of the Board-Staff Task Force to host some events. There's agreement all around.

Andie would love to see the mailing costs shift to an eco-friendlier option. Sadly, it's a legal requirement that the co-op mail notice of the annual meeting to each member.

Harry will bring this back to the finance CAT and let them know the Board needs more time.

Board Candidates + Oct 21 CBLD 101 Webinar

Proposal: All current board candidates be invited to participate in the upcoming Columinate webinar, "CBLD 101".

Stand aside: 0

Block: 0

Consent: 6

CONSENT

Max will share the Board candidates' contact information with Jim, and Jim will send them a welcome email and invite them to the webinar.

Discussion of Communication

This is a conversation centered on, or jumping off from, an article about how easily individuals within a group will have different understandings of what they'd assumed is shared language with a shared understanding.

What I'm hearing is you'd like longer meetings (joking).

Conversation includes wanting time in meetings to delve deeply, but not longer meetings.

Simplified agendas? Let's make time in our meetings to dig into those bigger issues.

There's an appreciation for "what I'm hearing you say" as well as "I" statements. There's a bit of a plug for taking Compassionate Communication workshops.

Andie's brought 4 questions to the group for reflection, whether now or for another time:

- What happens when you feel misunderstood? (In your body, in your life....)
- What do you do when you feel misunderstood?
- When in the past have you been misunderstood?
- Do you still feel the pain from that still in your life?

Meeting eval

That was an efficient meeting. Nice facilitation.

The member comment was complex, and the facilitator is interested in feedback about the facilitation around that.

Considering members who come to a board meeting to be heard are probably coming with something they're frustrated about, it's understandable board members will hear that frustration, possibly directly.

Andie commits to drafting a Member Comment Guideline.

Next facilitator: Kate

Commitments

- Max will solicit feedback from Harry and Kate re: the failed Board Expense proposal.
- Harry commits to bringing curbside analysis to the October meeting.
- The Board will make time in the October meeting to discuss meeting minutes style and content.
- Max will ensure covid tests make it to someone going to the retreat so that each person takes one before heading in.
- Andie will email Grace that she'd like to attend the Provender conference.
- Linda will get a report from Jade (our consultant with Columinate) of how many webinars we've utilized and will bring it to the next meeting.
- Harry will bring the 2024 Board Budget back to the finance CAT and let them know the Board needs more time to work on it.

- Max will share the Board candidates' contact information with Jim, and Jim will send them a welcome email and invite them to the Oct CBLD 101 webinar.
- Andie commits to drafting a Member Comment Guideline.

~ Executive Session ~