



Board of Directors Meeting April 18, 2024, 6 – 8:30pm

Present: Jim Hutcheon, Andie Giron, Harry Levine (staff rep), Dave Toler, Ruth Brownstein, Ike Kineswa, Jennifern Faulknor

Other Members Present: Jeni O'Connor (incoming staff rep), Joanne McCaughan, Trudy Springer, Theo Hedderly, Adam Stocks.

Facilitation: Ruth B.

Notes: Miles Batchelder

Agenda Review

The recent resignations of Kate, Linda, and Trudy from the Board of Directors made one of the agenda items irrelevant. Jim suggested substituting a discussion of the process and immediate first steps in response to these resignations. There were no objections.

Announcements

Kate, Trudy, and Linda submitted their respective resignations from the Board of Directors effective immediately.

Proposal: Accept the resignations of Kate, Trudy, and Linda

Blocks: 0

Stand Asides: 0

Consent: 7

CONSENT

Member Comment

Three members signed up to offer comment to the Board of Directors:

- Trudy Springer
- Joanne McCaughan
- Carol Carbone

Trudy shared that while shopping at the east side on Thursday, March 28, she was “accosted” by a

collective staff member in front of customers, demanding that she and Linda resign from the Board. Based on the content of a subsequent conversation with the staff member, Trudy suggested Jim committed a breach of conduct and should be held accountable.

Joanne offered a letter to the Board which she read aloud. The letter details the reasons for her dismay at the events leading up to the resignation of several board members. Her letter is attached to these minutes.

Andie suggested the board adhere to a formal process of member comment. The give-and-take at this meeting was not usual and the time should be kept to comment. Guidelines around membership comment could ensure there are not disruptions, including a Code of Conduct to avoid interruptions and raised voices. Jim has notes on this and will look for what was decided at the early part of the year.

Carol wanted to know why we had discontinued purchasing from Olympia Coffee Roasters. A staff member explained we can only allow beans that are guaranteed to be organic are put through the coffee grinder.

Carol also offered a critique of the Co-op's "Table" magazine as environmentally unfriendly and not reflective of the values of the co-op. She asked to be informed of the response to her comments.

Discussion and Response to Recent Board Resignations

The Board engaged in a lengthy discussion in response to the comments of Trudy and Joanne, as well as the related resignations of Kate, Linda, Trudy.

It was unanimously acknowledged that Trudy was treated very inappropriately by the staff person in question and is deserving of an apology, which each board member that spoke offered individually.

Jim responded specifically, assuring Trudy that he gave no one authorization to speak as they did to her, and apologized.

Jim asked Trudy if she would be interested in an exit interview. She said she would. Exit interviews will also be offered to Kate and Linda.

The Board discussed filling the three vacancies created by the recent resignations. The resignations reduce the board from 10 members to 7. Last year there were 8 Board Members. The Board may appoint new Board Members to fill the remainder of the terms vacated, or for just a year.

Trudy's resignation created a vacancy in the Vice President of the Board of Directors. Andie volunteered to take the position of Vice President.

<p>Proposal: Appoint Andie to the position of Vice President of the Board of Directors Blocks: 0 Stand Asides: 0 Consent: 7</p>	<p>CONSENT</p>
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Proposed Amendment to Board Development Committee Charter

Jim presented an amendment to the Board Development Committee Charter, adding Planning and organization of Board Retreats to the list of Essential Functions.

Proposal: Amend the Board Development Charter to include “Planning and Organization of Board Retreats” to the Essential Functions of the Committee

Block: 0

Stand Aside: 0

Consent: 7

CONSENT

*Amended Board Development Committee Charter is attached to these minutes

Board Retreats for 2024

The board discussed multiple potential topics for future Board Retreats, including: long-term (strategic) planning; expansion; member engagement; training around difficult conversations (giving and receiving feedback); history of the co-op and why we are a co-op; Fill in gaps of knowledge in board; ways to have more transparency and open communication and inclusion; future planning – in terms of climate and/or economic emergency; responding to the next pandemic to make sure collective is protected.

Any ideas for future Board Retreats should be sent to Jim.

Board Committees Check In

The Elections Task Force will need to have some board members commit to participating. This is simply a reminder that Board elections are coming up at the end of the year. There will be need for publicity and outreach, set up tabling, printing ballots and getting things set up physically for handling the ballots.

The Personnel Committee has met.

The Board Development Committee has been meeting regularly. The Committee would welcome some assistance.

Advocacy Committee - Harry has applied to be on this committee. Current members Jim, Dave, and Ike Consent to Harry joining the Committee.

Local Committee - Openings on this committee have been proposed to staff but there have been no takers yet. The committee folded during the pandemic. Reactivating will improve outreach to local producers, help us understand how we can support them (such as in-store demos)

Expansion Committee is currently on hold.

Co-Sound Committee – Dave will serve as OFC representative on the Co-Sound Committee.

As a result of recent resignations, the Committees of the Board need to be reviewed and committee membership updated. The Board made the following changes to committee membership.

<i>Advocacy</i>	Dave, Jim, Ike, Harry
<i>Board Development</i>	Jim, Andie, Jennifern, Ruth
<i>Capital Campaign Committee (currently on hold)</i>	Ike
<i>Co-op Development</i>	Dave
<i>Expansion (currently on hold)</i>	Ike
<i>Finance</i>	Dave, Jennifern,
<i>Local Committee</i>	Andie,
<i>Member Relations / Outreach</i>	Ruth, Andie, Jennifern, Ike
<i>Personnel</i>	Ike, Jennifern, Jim
<i>Standing Hiring</i>	Ike
<i>Board-Staff Relations Task Force</i>	Jim
<i>Elections Task Force</i>	-
<i>Community Sustaining Fund Liaison</i>	Andie

Staff and Collective Committee Reports

Harry reported on an opportunity to buy property across the street from the east side store. Discussion continued in Executive Session following the regular of the meeting.

There will be an All Staff meeting next month on May, Cathy Fromme will lead a workshop on dealing with change.

Collective staff are currently updating flex staff policies, including adding a minimum hour requirement. There are currently 24 flex staff, and probably 20 are active.

Current Commitments

Harry will bring membership report to the next meeting.

Jim will arrange and Exit interview for Trudy and will extend the same offer to Linda and Kate.

Jim will send The Board Development Committee Charter to Harry.

Harry will promote the local committee to Collective Staff

Jim will reach out to Tim, who had shown interest in the past board election, about possible interest in joining the board.

Jim and Ike work on proposal about initiating an expansion fund for next meeting.

Next Facilitators

Harry will facilitate the next meeting.

Executive Session

The Board entered executive session at 8:15 pm

Executive Session (Bylaws, Section III, number 16): "Board meetings shall normally be open to the membership. The Board may close meetings at its discretion to discuss personnel matters, legal matters, or other items which require private discussion."

Approved May 16, 2024

April 18, 2024

Board of Directors
Olympia Food Co-op
608 Columbia Street SW
Olympia, Washington 98501

As a long-time member, working member, and former Board member (9 years), of the Olympia Food Co-op, I am writing to express my extreme dismay at recent events which have caused several board members to resign their positions. The loss of their service to the membership, who elected them, is significant. While they can and will express their own thoughts on why this has happened, I must call it as I see it.

Almost two years ago (July 2022), two Co-op staff members disrupted a Board meeting where discussion was taking place on a suggested change to the by-laws where in the term 'mission statement' had been removed by staff and replaced by 'statement of purpose.' This change had not been proposed or approved by the Board, but was to be under consideration at the meeting as proposed changes to the bylaws are a function of the Board. A sitting Board member had done extensive research among many tribal communities across the country, and was reporting on the findings of her research when she was interrupted numerous times, repeatedly, for several minutes by one of the staff members. This continued for some time, and the Board asked for the staff person to wait until the reporting was completed, but to no avail. Eventually the stress of the situation was too much, and I called for a break in the meeting.

After the break, the Board member completed her report, the staff member apologized, and the meeting went on. However, that was not the end of the story. Some time passed and the staff member claimed that they were harassed in the meeting. After an internal review of the matter by staff, ultimately the issue was referred to an outside contracted investigator selected by the staff, costing the Co-op many thousands of dollars. Three Board members were accused of bullying the staff person during the meeting, and the investigator concluded that was the case.

As one of the accused, I want to state unequivocally that there was no harassment of the staff person by anyone at that Board meeting, nor afterwards. Nearly two years later, this incident and the resulting investigation has resulted in extreme stress for the three Board members who were found guilty of bullying. A fourth Board member who was involved resigned from her post late last year.

I am writing this letter to inform the current/new Board members of the facts of the situation. I am not going into detail on any of the costly steps that were taken to 'resolve' the issues, nor of the continued disservice to the Board by staff who blamed us for the situation. Board Retreats have been organized and various consultants have been hired at great expense to mend this rift, but recently there have been new accusations from staff. One Board member, while shopping at the Eastside store, was yelled at, in front of other shoppers, by a staff person while checking out her groceries. This is unacceptable and should be taken very seriously. Another of

these Board members is experiencing serious stress-related medical issues, and all of us feel discriminated against as elders.

So long, good luck, I hope your ship soon rights itself, because at this rate I think you're about to sink!

A handwritten signature in black ink that reads "Joanne McCaughan". The signature is written in a cursive style with a large, stylized "M" and "C".

Joanne McCaughan

Co-op Member

Former Board Member/MRC Member

Charter for the Board Development Committee

Olympia Food Co-op Board of Directors

Purpose: Oversee and facilitate board development including recruiting, training, and evaluation.

Committee Essential Functions

1. Implement and oversee evaluation processes for Directors and the OFC Board as a whole.
2. Identify gaps in Board knowledge and training.
3. Develop and recruit members for Board service.
4. Manage ongoing Board co-operative education and training (monthly reading, workshops, etc.).
5. Plan and organize Board retreats

Committee Essential Tasks

1. Perform annual internal Board evaluation process and create a report.
2. Collaborate with Working Member Coordinators to identify and recruit potential Board members with an eye to addressing gaps in skills and knowledge and coordinating a recruitment event once a year for working members.
3. Develop annual Co-operative Education and Board Development calendar.
4. Collaborate with Training CAT to schedule workshops and trainings for the Board of Directors.
5. Create and maintain Co-operative Education Resource Directory for Board use.
6. Facilitate ongoing Board education with monthly reading and discussions.

Staff Representatives' Essential Tasks

1. Facilitate annual internal Board evaluation process.
2. Assist with the identification and execution of Education and Training opportunities.
3. Assist in coordination of annual board recruitment event.

Committee Makeup

Up to 3 Board Members

Up to 2 Staff Members (ideally a Working Member Coordinator)

Amended by the Board of Directors 04/18/2024