



**Board of Directors
November 20, 2025
Meeting Minutes**

Present: Jim Hutcheon, Ruth Brownstein, Anch Bergeson, Bob Marsalli (by Zoom), Jennifern Falknor (by Zoom), Jeni O'Connor, Frederica Faggioli (by Zoom), Andie Giron

Other members present: Trudy Springer, Tina Upshur (Board member-elect)

Facilitator: Miles

Notes: Maggie Jay

Announcements

We are thankful for Jim's work with the BOD over the years. Flowers and chocolate and words of appreciation were given to Jim as he will be completing his service at the end of the year.

Statement of Purpose

The purpose of the cooperative is to contribute to the health and well-being of people by providing wholesome foods and other goods and services, accessible to all, through a locally oriented, collectively managed, not-for-profit cooperative organization that relies on [consensus](#) decision making. We strive to make human effects on the earth and its inhabitants positive and renewing, and to encourage economic and social justice. Our goals are to:

- Provide information about food
- Make good food accessible to more people
- Support efforts to increase democratic process
- Support efforts to foster a socially and economically egalitarian society
- Provide information about collective process and consensus decision making
- Support local production
- See to the long-term health of the business
- Assist in the development of local community resources

Land Acknowledgement

We start the meeting today by taking a moment to honor the land and the people whose ancestors have been stewards of this unceded land since time immemorial.

We acknowledge the contemporary communities of Squaxin Island, Nisqually and all the people of the Medicine Creek Treaty.

Member Comment

Trudy is confused about OFC incorporation as a non-profit under RCW 24.03 and not under RCW 24.06.

The BOD will continue to investigate this. We will work on an executive session that addresses these concerns.

Previous Commitments

- Anch will send agenda for annual meeting. (Complete, will send another just before the meeting if there are any changes.)
- Anch to email Board with link to committee descriptions on website. Board members will note any updates on description. (Almost complete. Dave responded. Anch will work on it more. Look for another email tomorrow with an updated list of committees.)
- Committee members will send their minutes to Miles. (Ongoing.)
- Miles will send out the committee minutes to the Board. (Ongoing.)
- Anch will send Memorandum of Understanding from the Sustaining Fund to the BOD
- Committee members will send their minutes to Miles. (Ongoing.)
- Miles will send out the committee minutes to the Board. (Ongoing.)

New Commitments

- Jim will communicate with Dr. Bre about meeting for DEI Strategic Plan in January and will communicate with BOD about her response!
- Ruth will put signs on certain products that members can buy one for the food bank at both stores.
- Ruth will write an article about the TCFB and how to help them with their funding.
- Anch will send out information about how to access the BOD website.
- Anch will share an update of the list of committees for the BOD to consider.
- Andi, Ruth and Maggie will make a video for TCFB.
- Anch to email Board with an updated list of committees.
- Committee members will send their minutes to Miles. (Ongoing.)
- Miles will send out the committee minutes to the Board. (Ongoing.)

- Anch will send Memorandum of Understanding from the Sustaining Fund to the BOD.
- Committee members will send their minutes to Miles. (Ongoing.)
- Miles will send out the committee minutes to the Board. (Ongoing.)

Staff and Committee Reports

Local Committee

Did not meet.

Co-Sound Committee

Met and changed meeting time. Struggling in terms of membership, we are trying to figure out how to stimulate more membership for the committee.

Capital Campaign Committee

Did not meet.

Expansion Committee

Our final agenda item at today's meeting was to set up the membership survey associated with expansion. Another draft of the survey has been emailed for more input from the BOD. The plan is that the survey doesn't take more than 10 minutes to do.

The purpose of the survey is to get a feel for options like location, relocating vs. staying, features member would like to see in an updated facility, most important facility needs (bathrooms, parking, product selection).

Why? To determine what is most important for members, what are their values in terms of expansion and do a successive survey to get more financial support from members.

We are looking into meeting with the city again to discuss the contingencies they have put in front of us. We want to be deliberative about this, find other options for re-location (we do have a potential option). We hope the survey will lead us down a single path.

What media are you putting this survey out to? Website, in-store? Etc.

I think it is all of the above. The usual channels. QR code in the stores, flyers. Website and social media.

Advocacy Committee

Did not meet.

Board Staff Relations

The BOD will be meeting with Erin tonight. Agenda item. See below.

Member Relations

Annual meeting was great. People loved the new location. Agenda item. See below.

Personnel Committee of the BOD

Did not meet. May wait to meet until January. Historically that committee is doing work that it hasn't done in a while. Getting together.

Community Sustaining fund

Fall 2025 cycle has closed so it is a big week. This Saturday we will interview 8 applicants; we had a total of 15. They are requesting up to \$10,000. We have \$4,000. It is similar to last Spring; some will get portion of what they are requesting. Others will have to re-apply next year. This could motivate us on ways to make funds moving forward.

Do you let applicants know how much you have in the fund?

No, we do not.

Thinking about changing the system so round up taken out of the cashiers' hands and just ask the question on the screen?

As of now, we are still figuring out how to do this through our current POS system.

The problem is that, while it prompts the cashier, it happens as soon as the card is swiped, so many cashiers forget to ask by the time the transaction comes to an end.

How much of the sustaining fund comes from OFC?

100% comes from the Co-op.

Board Endorsements

Erin Majors presented some ideas for the Board to Consider around Board Endorsements:

I learned there is a charter for the Advocacy Committee. That charter has some of the things in it that I was suggesting in the email I sent to the BOD. Having a systematic way to communicate if they want to endorse something. According to the charter, they get feedback from the staff before endorsing something new.

It would be really helpful for me to understand why they endorsed certain things. Maybe even with a flyer for staff.

My hope is that there is more communication between the Board and staff before committing to an endorsement.

What would be a good way to communicate that?

I think the expedient way would be through our proposal journal that is updated weekly. You wouldn't be asking for consent, but more like feedback. The proposal journal is a place staff knows to look and can provide written feedback.

Either the BOD coordinator (Miles) or the staff rep (Jeni) would email all staff asking for feedback and then the BOD could read and see the feedback. Having the board then make their choice and give feedback to staff in a formal way in order to see it and review it would be helpful as well.

That sounds fantastic, how do we present that?

You can use email. You could also present it in an all-staff meeting if there is time. The more information we have on why the BOD made this decision, the easier it is for us to understand why the BOD made the choice.

I heard a lot of mis-information coming from staff. It is understandable, as there was a lot going around. Having the same information is important.

If we want to keep working on having good Board Staff relations, I think getting feedback from staff is a positive step and not too difficult.

Q&A:

As far as an action, are there specific steps to follow?

Who is on the Committee currently?

Andie and Dave. I will give you a copy of the email I sent and work on it as the Advocacy committee and change the charter as you see fit.

One of the goals in 2026 is to adhere to the Charter.

Scheduling Next Session with Dr. Bre

We have already paid for this session. It is a DEI strategic planning session, a way to work some of Dr. Bre's concepts into our organization. It is a 2 hour zoom meeting. We want to know a good range of time to do that.

I've heard Dr. Bre is working with staff on a strategic plan. How does what we are doing vs. what DEI is doing with the board?

It is a DEI strategic plan and how we integrate that in operations at OFC.

A special session of the board to talk about expansion and to bring into the schedule of 2026. We have a new person on the BOD and so doing this early can be helpful for the new member.

Overall approval for January for the expansion meeting.

Overall approval for February for the DEI meeting with Dr. Bre.

Cash Balance and 2026 Budget

Once the cash on hand (COH) balance hit \$700,000, it triggered Finance CAT to take steps to make the staff aware of this low point. There isn't a lot of an ask from BOD except for the profit-sharing portion.

We have this profit-sharing policy that we don't always enact, but we worked on it a few years ago. There is a percentage of the profit that goes to staff and part that is distributed by BOD to community donations (about \$41,000). Part of what we wrote is that we will analyze our finances before we decide on community donations. As we work to build a budget to include profit, we are analyzing community donations. We are restricting labor, large purchases, etc. in order to save money and get our cash on hand increased.

Q&A:

If the BOD deferred, would that money go away or would it be money they could donate it at a future date?

BOD would not have to do anything; it would just help keep our cash on hand up.

It would be up to the BOD to decide to defer.

Is the disbursement in the policy, is there a specified date?

It is based on when our taxes are done. All profit sharing has to be done by December 31st of the previous year. So, this is based on 2024 profit.

We've been working really hard on the 2026 budget, aiming to make a profit. We had been building about 125k or so. We built goals around those numbers, one of the goals we created was to increase COH to \$1.26m by the end of the year.

We are a little behind on wrapping up the budget because of medical expense numbers. We will have a fuller report for the December board meeting and may be ready for consent in January. (Don't worry, no shutdown will happen.)

The cash goal was based on the assumption we end in \$1.6m.

We believe we've created a budget that does all except take us to that \$1.6m. it will increase by 426k. There are a lot of assumptions that go into creating the budget, including inflation.

Our budget includes a profit goal that is ambitious. The revenue (sales, cost of goods sold, revenue margin) gives us a lot to spend. In order to get to the profit that will help us build

capacity for expansion, we need to increase our profit margin. This also includes a wage increase, as cost of living has greatly increased. Increasing store wide margin for both stores by 125k (.5% of margin) that will be the amount we need to get to the goals we are looking for.

After brainstorming, with a few experts on staff, using variable margin we are talking to staff about a variable wage increase over the next year, starting with a small increase the first quarter of 2026. Will we have increased the cash at the end of the first quarter with this strategy.

We tend to do something called co-op cola that applies percentage to average wage. That is what is in this budget. One of the steps is to have the staff consent to the wage increase. That will happen the first week of December. If the Collective management team is on board, it could happen. Top of the scale is 2.8%. It will be a .63 cent increase if we are meeting the cash increase (and cash on hand) goals. If we meet the goals, it will increase the pay proactively.

Since we can't initiate the raise on Jan 1st, it will be a retroactive payment.

Q&A/Comment:

I think we need to not take the 40k (Dave Toler).

Yes, to pausing it until the cash on hand increases.

What will the BOD do with the money when it comes back?

I thought if we don't disperse it, it stays in COH.

Yes, they could make that decision tonight.

How would that affect the Pay-it-Forward money?

It is in the same arena as this money.

This was in response for shutdown and the lack of SNAP funds for those in need. Now that the shutdown is over...

These are questions the BOD would like the finance committee to address on Monday.

Mo, you talked us through the 2025 budget, would you be doing that again in 2026?

Yes.

I think we are buckling down and getting ready for expansion. This is a good time to get BOD and Staff to get on board together for it.

Board Donations

OFC will donate money to the Thurston County Food Bank. This will pay for purchases at the OFC. They have lost money from the federal government, they've purchased some specialty foods from the coop. They love buying things from us. They do sometimes get donations from regular grocery stores, but they have to use it at the specific grocery store. They are willing to do this with the Co-op as well.

In consideration of the COH issue currently, the funds will be released when the time is right. It could be in one lump sum, over time, etc. It could go on an account on the POS system and never actually leave the co-op.

That still means we don't have the money for other things, we would still be giving the donation, but that also leads directly to sales numbers.

I heard \$41,000 is available. I don't know how much would be appropriate, I could let BOD decide. I think the TCFB has lost \$100k in funding, so helping them helps with food security.

Q&A:

Would it be possible to portion it out monthly or on a quarterly basis, with the amount based on sales/COH, etc.?

It's a possibility.

We went to the Thurston County Food Bank and there were 2 proposals raised. One is the same as above.

Sometimes money is better than food donations. If we want to support them, we can put signs on particular items they would like to have donated to them.

When they spend money at our store, they spend it as retail prices?

They will get a 10% discount as a non-profit. They also get gold cards donated to them. Discount on the discount can be skipped.

Finance: Is it January that we would have a solid feel for our cash flow issue?

All I can say is that it is still going down. It is monitored daily. The action plan is, starting asap, contingent on things we don't have actual number for yet, like health insurance.

Do we have a preference or recommendation from finance at this time?

Yes, do not spend anything at this time.

Do you think for example, 6k would be a significant help?

We need 675k to keep on hand at all times according to NCG guidelines. Also, when we get to expansion, we need to keep 20 days of COH.

Everything we do has an impact on our COH and budget in its entirety.

I think the best thing to do is wait, based on the financial health of the co-op at this time.

I question protecting the health of the business verse the health of the community. People will experience some of the most food insecurity we have seen. Maybe it is something that we can look into and donate into mutual aid groups.

I appreciate that, I think we have an untapped resource here through mutual aid. Maybe educate the membership about the aid. The money we give away is their money too. That makes it that we give the opportunity to the members who can give. I think we can do more to get our members to participate and they want to do that. Even when things are great, I think we should do matching funds, some way to get the membership to participate.

Continuing on with that, what about the round up program. Since we added pay-it-forward to the cash register. It is resonating with them because of the threat of SNAP going away.

As a cashier, there were people who were donating up to \$50, matching that would be a great idea. I appreciate your input on food insecurity and I agree.

Ruth volunteers to put signs on certain products that buy one for the food bank!

Annual Meeting

I was pleased with having it at ASHHO. The food was nice to not have to set up and prepare. That was lovely. If it fits into our budget next year, I'd love to do it there again.

In terms of budgeting, it is more expensive but there is less labor. The reason was to show ASHHO that we have a relationship to the place and we value that relationship.

The extra cost was off set in that when it was somewhere else, we didn't have sound included. And that is expensive. Federica was on the board and did a lot of work on this! I know the founder well, so that helped.

I couldn't attend because of the lack of masks. I had to eat outside, I could see how we could be more accessible!

I loved the food and the coffee; I like the environment at ASHHO. I like supporting a business, especially a minority owned business. I would like to support the idea of doing it there again.

I think CSF might have overrun their time slot, so we have to think about that next year.

What did you think of local vendors?

I liked it and would like to see it in the future. Could we have that included in promotional materials? Yes!

I talked with some at the meeting, noticing the difference in location that downtown there are more people coming and going into the meeting. This year there was less of a flow at ASHHO.

I agree with the event being accessible. We do have a new connection with Wild Tiny Productions for sound and MC work.

We have asked for the meeting to be masked, so please wear your mask at the BOD meeting.

Committee assignment for Board Applicants

Each committee could take the time for the next meeting to figure out who could be a good fit for each committee.

Go to our website. I've sent the updates to Kaia to apply, which is a bit of a slow process.

I am sending them to the BOD via email.

Our private pages have the committees listed in 2 ways, a private list with contact info. And one that is more public facing that I will send out to the BOD.

Anch will send out information about how to access the BOD website information.

Anch will share a private list with contact info of Board applicants who may be part of committees.

Which committees will the board applicants join?

Anch will send out a list of committees and applicants and we can decide from there.

At the expansion committee we discuss confidential matters. The Personnel committee is one as well. We will work on the list of which committees will accept members.

South sound system food network is Wrapped into Donations

<p>PROPOSAL: Approve October BOD Meeting Minutes.</p> <p>Blocks: 0</p> <p>Stand Aside: 0</p> <p>Consent: 8 in person, 2 via ZOOM. CONSENT</p>
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Meeting Evaluation:

Great!!