



**Minutes**  
**Board of Directors Meeting**  
**December 18, 2025**

**Present:** Jim Hutcheon (by Zoom), Ruth Brownstein, Anch Bergeson, Jennifern Falknor, Jeni O'Connor (by Zoom), Frederica Faggioli, Andie Giron, Ike Nwankwo (by Zoom), Tina Upshur (2026 BOD Member-elect)

**Other members present:** Diane (Jim's wife)

**Facilitator:** Miles

**Notes:** Maggie Jay

**Announcements**

Adding a COVID awareness talk to the agenda in January.

**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**

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

### **New Commitments**

- Ruth will create an article for Spring Table.

### **Staff and Committee Reports**

#### **Advocacy**

Met out at Pat's land to talk about her offer. That is a potential topic for exec session.

#### **Board Development**

Did not meet

## **Board-Staff Relations**

Did not meet

## **Capital Campaign**

Mo and Dave met with an attorney and gathered some information in the meeting. We are developing follow up questions for the attorney. We talked about our legal entity now as a non-profit and what that would look like to move to a co-op structure. The lawyer said that was extremely difficult to do. The current structure prohibits moving to a co-op structure.

We would have to dissolve as a non-profit, members would have to vote. Then we would have to restructure. The attorney recommended we utilize our current structure for expansion purposes. If you raise loans from members, which we are able to do, you fall into a federal securities jurisdiction. There are exemptions though, so we can raise loans without falling into that. We can get donations without any issue.

We will follow up with more questions and come back to the board.

## **Community Sustaining Fund Liaison**

We started the year with 10 board members; we are down to 6. We are stepping up recruitment throughout the community. We have a lot of goals. One of which is that CSF function more legitimately by cleaning up our bylaws and agreements.

## **Co-op Development/CoSound**

We have come up with something we can do around promotion and advertising. Co-ops supporting co-ops, that Co-op's are in Olympia and have what people need. We have a task that really gets people what they need and excited to join CoSound.

## **Expansion**

We met with the city again to follow up on the initial meeting we had with them. Out of that meeting came more concern about how can we make this expansion happen on this existing site. The real challenge is how do we build a new building and continue to operate?

If we could shut down for 8 to 10 months, that could open up so many possibilities for this site. That is a challenge. The city gave some signal that they are there to help us and that we can get some exceptions.

New market tax credits look like they could be key for us to do this financially. It is a complicated set of legal arrangements, hashed and renewed by Congress. You can only do it with the big bank corps, Bank of America, etc. I know that it is something that we are going to have to work through to make sure we are okay with that. We want to have the BOD guide the members into understanding it is key to help us finance the expansion.

We talked about a BOD meeting dedicated to expansion. January is when we want to do that.

At the last meeting, we talked about expanding the search for a new location. We were wondering if there is a limit for the square footage (12,000) of the site we should be aiming for? Is this something we should talk about in an executive session. We would need to get to that amount and the maximum square footage for the site or the building.

If we decide to stay at our current location and had to be shut down for 8 to 10 months. Have you considered leasing a place in the meantime? Have you discussed that?

The chances of finding a rental that comes with the equipment we need could be a task.

We will be moving our equipment anyway; Trader Joes is set up in a space that didn't have the equipment.

I think it would be really difficult to find and set up, not to say it isn't impossible. The chances are slim, but not impossible.

### **Finance**

I sent the report to everyone. Most of the things we knew was going to happen, like the excess medical expenses. Did anyone have any questions?

I'd like to add some people to this committee in the new year.

### **Local Products**

Did not meet.

### **Member Relations**

We talked about panhandling, sleeping in store, theft and how to handle those things. How do we keep members happy without offending anyone. Several ideas came forward, do we move the customer service desk, do we get a greeter?

We also did a re-cap about the annual meeting, what we liked and what we didn't like. We will try and set the date as early as possible. It will probably be November 14<sup>th</sup>, 2026. We will officially ask the BOD in January.

MRC will come to the BOD with the agenda soon.

### **Newsletter Liaison**

Working on an article for the Spring edition of the *Table*. The Winter edition just came out. A really cool article from Jennifern about gardening. We are working on the next issue, deadline February 5<sup>th</sup>.

We may be changing the look of the *Table* soon, with a discussion about it being more eco-friendly. We already do soy-based ink.

### **Personnel**

Did not meet. Will be getting together early 2026.

### **Standing Hiring**

Talking about needing 8.5 people by summer. We have also met with Flex staff and Collective staff to take care of their concerns and made changes to our manual and put that forth for review, consideration, and acceptance.

I think there will be a new path for flex to collective status; I feel like we are making good progress. Flex don't get all of the information of what hiring is going over. We are working on it.

### **2026 Budget**

Amelia gave an overview of the budget for 2026 and how to read all of the information. Cost of goods is  $\frac{3}{4}$  of the money we make, so our gross margin revenue is just over 9 million. Member fees, class fees, etc. are also recorded.

$\frac{3}{4}$  of our expenses are labor; taxes, medical, retirement and operations. Discounts and coupons are increasing currently. Total net profit is just below 400k. Labor as percent of sales is less than 26%. Ending cash, is at about \$750k.

We have cut where we can. So, we have created a task force that is aimed at pricing. Part of this takes into consideration our cash on hand (COH) concerns. We also have lofty budget goals; we have the desire to increase our wages to match cost of living. This budget does not include the wage increase. Because of the COH concerns, it is a step increase pending evaluation of our budgeted cash goals at the end of Q1. If we are able to increase wages they will be paid retroactively.

The task force is very skilled and already do this work in their own departments. The key is do this with variable margins. It allows us to decrease prices on staples and increase prices other places. Price comparison tools will be used. The goal is that this team will support departments in meeting their new margin goals at .5% increase in margin.

That is how we will get to a profit of \$400k and a wage increase.

The whole budget is aimed toward increasing cash so we can take out a loan. We aim for a \$0 profit and having a 400k profit goal is different for us. We would like to have 1.3 million COH to qualify for a loan.

These goals are intrinsically tied to the goals we have for expansion.

Property tax and utilities have gone up as well because of the new house.

The other big piece is the labor budget. We are working on increasing our margin across the board, this is all pre-discount.

The goal is a step-by-step goal, did you say we will evaluate quarterly if that happens? What if the goals are not met each quarter?

Each quarter we do inventory for hard numbers as well as looking at cash. At the end of April, finance can look at those numbers. If we aren't there, we can decide if a specific amount will be allocated or not. We will be checking each quarter.

BOD member is concerned about the cost-of-living increase and it being retroactive. We want it to happen one way or another.

**PROPOSAL:** Approval of 2026 Budget.

**Blocks:** 0

**Stand Aside:** 0

**Consent:** 6 in person, 2 (ZOOM).

**CONSENT**

#### **A look ahead to '26- Process Overview**

Sharing the Code of Conduct adopted this year or the year before. Please look at that. Behavior that advances the well being of the coop. Please take that home. January will be dedicated to Board training; Harry will be doing that training.

#### **Approval of November Meeting minutes**

**PROPOSAL:** Approval of November minutes.

**Blocks:** 0

**Stand Aside:** 0

**Consent:** 6 in person, 2 (ZOOM).

**CONSENT**

Meeting Evaluation:

Great!!