

JANUARY 2005 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Friday, January 14, 2005
MINUTES**

President Susan Miller called the meeting to order at 9:00 AM. Mary Ann Seward reviewed the meeting guidelines.

I. OPENING BUSINESS

Board Members Present: Susan Miller (President), Donna Logan (Secretary), Brenda McMillan, Max Barnard, Mike McKell. Molly Mulvaney (Vice President) John Granger

Staff Present: Briar Kolp, Sally Lovell (Treasurer)

Scribe: Joanna Sanders, Margarita Courney

Facilitator: Mary Ann Seward

Guests/Members: Ruth Apter, Julie Jaman, Otto Smith, Gale Wallis, Janet Welch, Carrie Rice

Announcements: Briar announced and invited the Board to attend the Co-op sponsored film "The Future of Food." She also gave Margarita's introduction as new Board scribe. Thank you to Joanna for years of service to the Board.

Agenda: There were no changes to the agenda.

Member Comment: Janet Welch reflected on the Election Dialogue meeting and improving elections in general. Bylaw rewrite *open to all natural person, adding "13 years of age or older"*. Suggested bylaw changes related to description of voting privileges for senior members. Bylaws should be clarified, rather than trying to explain this and/or educate members.

Gale Wallis said she saw the dialogue as about the elections in general, not about this upcoming election. She removed her candidacy for appointment, as she received a part in a play and combined with tax season, feels she does not have the time to devote to the Board. She would like to support Ruth Apter as the Board Appointee. Commenting on the election and needed changes, Board has the responsibility to ensure it incorporates as many improvements as possible.

Acknowledgement of

Reading the Reports: All Board members affirmed having read the Monitoring Reports in their agenda packet.

Consent Agenda: Consensus Decision #2005-01-01:

The Board approved all of the Consent Agenda items: all approved as written, with minor changes to pg. 19 on monitoring report D7.

III. NEW BUSINESS

- A. **Operations Report:** General Manager noted that the report on the Employee survey would be postponed until another meeting. She also agreed to provide the Board a copy of a Cooperative Grocer article "Making Member Relations the Coop's future."
- B. **President's Response to Correspondence.** Board President addressed the three of several items of concern in the letters from the Dynamic facilitation session on November 17 not sponsored by the Board, but organized by Rene Tanner.
 - 1. The Board will not censor candidate bios
 - 2. The Board will not endorse a specific candidate
 - 3. The Board will organize a Meet the Candidates Night

Board President responded to #2 and #3 above.

Bios – She noted that Board applicants would respond to specific questions, which would be used in the printed materials distributed about the election instead of the bios. The questions were a result of the Dec. 2 meeting and the application has now been finalized, the election notice has been posted, as has an election timeline. She read the questions and reviewed the election timeline. For those who have already applied for the Board appointment, their application would suffice with a minor addendum.

Other Dynamic Facilitation recommendations:

- 1. No distinction between petition candidate, and board nominations
- 2. Restrictions on money to be spent on campaigns

These items would be discussed by the Board Development Committee. Susan reviewed the work that has been done on elections.

Susan solicited Board input and asked the Board Development Committee to work on a proposal for the February meeting with regard to the election process. The Board Development Committee will meet on Friday, January 21, 9:00 AM, at the Annex.

C. Election Discussion Items

- 1. It was noted that the election/annual meeting timeline has been expanded and was included in the packet.
- 2. The Board then reviewed the outcomes from the January 12, 2005, addressing two of the desired outcomes listed by facilitator Jean Rough::
 - a. Place on the ballot for the purposes of a survey by a yes/no vote the following statement: "*changes to the bylaws be ratified by the membership.*" **It was decided that question #3 be reworded and put as a survey question on the election ballot.** Importance of general education piece around this question, such as pros and cons information. Including all questions as part of survey was suggested. There was discussion about the possibility of pulling together a member survey by the time the election mailing is complete. If a survey is complete, the question would be

included in the survey rather than on the ballot. The Board discussed what percentage of membership votes needed to approve bylaw changes. **No decision reached.**

- b. In regards to the election process, a commitment from the Board to be neutral and maintain arms length relation to include: *“no censorship, no labeling, no campaigning or expenditures, neutrality from the Board, and to be fair and exercise responsibility.”* There was discussion about stating whether the candidates are by nomination or by petition, or to just list all without distinction. There was support for letting the application information and what individual candidates write serve as the only distinction. **Referred to Board Development Committee for discussion.**

Item b was referred to the Board Development Committee, who will bring their recommendations to the next Board meeting. It was noted that term selection is also an item for discussion at the Board Development Committee.

3. **Bylaw Amendment Article IV – Section 2.** The Board reviewed the proposed bylaw amendment as written. It was recognized that the Board should review the wording of *“candidate”* versus *“nominee”* and continue to refine the bylaws. The Board considered the ramifications/implications to the existing timeline of not approving the bylaw amendment.

The Board reviewed the following considerations for making this amendment.

- i. A petitioner would be able to submit a petition as late as March 4, 2005. Potentially missing Feb. 24 “Meet Candidates Night,” and missing candidate information published in the March newsletter.
- ii. BDC/Nominating Committee would potentially only have from March 4-March 17 to incorporate petitioner information into election information to be mailed.

Consensus, minus one, Decision #2004-01-02: The Board approved bylaw changes as written to Article IV, Section 2.

4. **Board Appointment:** It was noted that Mike McKell, and Donna Logan have stated intent to run for Board re-election. In addition, six candidates for Board appointment: Ruth Apter, Kris Mayer, Janet Welch, Melissa Davis, Ainslie Pryor and Gale Wallis. Gale Wallis has removed her name due to time constraints. The Board voted twice (secret ballot) and could not come to a consensus on the Board appointment. **Postponed to Executive Session for further discussion.**

- D. Strategic Planning** – It was noted that the Board received a summary of the Strategic Planning work session held in November 2004. Mary Ann reviewed the three main priorities for the upcoming year. It was felt that the Board needs to have a work session on how to implement these priorities. It was decided that the Board Pres., GM, and Mary Ann Seward will meet to discuss and propose a recommended timeline/calendar for implementing strategic planning activities.
- E. Member Relations Committee Report – Dinners with Directors.** Donna Logan reviewed her experiences and member comments obtained from these sessions, a summary of which was provided in the packet. It was noted that the budget is set and the Wisdom Council budget would replace the Dinners with Directors budget – there is a total of \$50K budget for total Board governance. The Board expressed its appreciation for the Board involvement. Sally Lovell made minor corrections to the actual figures. Evaluating outcomes of such events was thought to be important.

IV. ASSIGN BOARD RESPONSIBILITY FOR MONITORING REPORTS

- Monitoring Report Policy B7 – Management Continuity (General Manager)
- Monitoring Report B10 – Environment and Other Stakeholder Responsibilities (General Manager)
- Board Self Evaluation – Review of Compliance: One piece of data is to consider the collation of Board’s written responses by month, April – September (Monitoring Report Policy D1 – Governing Style would be due in March rather than February)
- Revise/Update Board Monitoring Report Policy D2 - Board Job Description. (Donna, Max, and Brenda)

V. EXECUTIVE SESSION

At 11:30, the Board went into executive session to discuss real estate and personnel issues and came back into open session at 12:15 PM.

VI. BOARD SELF-MONITORING OF MEETING PROCESS

In preparation for the Board’s annual self-evaluation, Mary Ann distributed an annual evaluation form. She asked the Board to complete this by January 24, so that this matter can then be on the agenda for the next Board meeting. Several board members expressed the desire to re-institute the check-in at the beginning of the meeting. There was also interest in reviewing models of consensus.

VII. ADJOURNMENT/NEXT MEETING

The meeting adjourned at 12:36 PM. The next regular meeting is scheduled for Friday, February 4, 2005 at 9:00 AM in the Co-op Annex.

FEBRUARY 2005 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Friday, February 4, 2005
MINUTES**

President Susan Miller called the meeting to order at 9:05 am. Mary Ann Seward reviewed the meeting guidelines.

I. OPENING BUSINESS

Board Members Present: Susan Miller (President), Donna Logan (Secretary), Brenda McMillan, Max Barnard, Molly Mulvaney (Vice President)

Absent: Mike McKell

Staff Present: Briar Kolp, Sally Lovell (Treasurer)

Scribe: Margarita Courney

Facilitator: Mary Ann Seward

Guests/Members: Kris Mayer, Ellen Dustman, Julie Jaman, Ruth Apter, Janet Welch

Check-In Time: The Board Agenda Planning Committee proposed reinstating the check-in time in order for the Board to get focused prior to the start of the meeting. All Board members agreed to reinstate the check-in time.

Announcements: Molly purchased a gift certificate and card for Joanna from the Board in thanks for her years of work. Susan announced she has a gift basket for Joanna and one for John Granger, who resigned from the Board, to thank him for his work and contributions.

Agenda: The agenda was approved with the addition of the check in time.

Member Comment: Ruth Apter commented in reviewing the application for new members, nowhere in the application does it state that we have non-voting senior members. Currently, staff give verbal senior non-voting information which is illegal. Also, we do not have classifications in our bylaws of the different memberships, there are references, but it is not stated correctly. Suggest to the Board that this issue is reviewed prior to the next election to see how co-op attorney interprets this.

Ellen Dustman, a convener for the Wisdom Council, announced that 14 members have agreed to serve on the Wisdom Council, and 5 have given verbal acceptance over the phone. A drawing will be held at the co-op Sunday, February 6th, at 4:00 pm. Katherine Robinson will do the drawing so 12

members are chosen from the pool to serve on the Council. Ellen thanked the Board for sponsoring the Wisdom Council, as it will be a great opportunity to open up dialogue. Special invitation extended to Board members to be a part of the community meeting on Saturday, February 26 from 4:00 – 5:30 pm at St. Paul’s. Board members were asked to commit to inviting 5 other people to attend.

Julie Jaman asked how much the Wisdom Council is costing. Briar said the cost would be between \$2-3,000 for the year, which is 4 Wisdom Council meetings.

Acknowledgement of

Reading the Reports: All Board members affirmed having read the Monitoring Reports in their agenda packet.

Consent Agenda: The Board removed, all items on the Consent Agenda for corrections prior to approval.

II. NEW BUSINESS (Items moved from the Consent Agenda)

A. Minutes – Board Meeting, January 14, 2005: There was agreement to make revisions to the minutes from the meeting.

Consensus Decision #2005-02-01: The Board approved the Minutes of the January 24, 2005 Board Meeting with the following revisions: delete the statement “Molly arrived at the end of the meeting”; Gale Wallis’ member comments should reflect her candidacy for “Board Appointment” (not election), and that she is unable to devote time to the “Board Appointment” (not the election process), also the statement regarding “commenting on election and needed changes...” paragraph should be attributed to Gail’s comments; under Section III-B, note that the Board President, Susan Miller, acknowledged that the Board will not endorse a specific candidate and that the Board was in the process of organizing a meeting of candidates night at the January meeting; Section III-C-2-a, Board agreed that an education piece should accompany the issue of the survey question regarding changes to the bylaws ratified by the membership; Section III-C-2-b, “Board referred discussion to the Board Development Committee; Section III-C-3, should reflect Consensus Decision “minus one” #2004-01-02; Section III-C-4, specify that the six candidates were for Board appointment, note separately that Mike McKell & Donna Logan have stated their intent to run for re-election; Section III-D, clarify that the work session was the “Strategic Planning work session held in November 2004”; Section III-E, clarify that the “total of \$50K is an overall budget.

B. Minutes – Board Development Committee, January 21, 2005: There was agreement to make revisions to the minutes from the meeting.

Consensus Decision #2005-02-02: The Board approved the BDC Minutes of the January 21, 2005 meeting with the following revisions: clarify that in the absence of one of the Board members on a committee, the Board President would have authority to attend and vote on issues.

C. Board Monitoring Report D2 – Board Job Description: Max pointed out that the wrong version of this report was sent to the Board. Action deferred to the March meeting.

D. Member Correspondence Report - January: There was agreement to make revisions to the minutes from the meeting.

Consensus Decision #2005-02-03: The Board approved the January Correspondence Report with the following correction: Response to Gail Jenkins' letter was done by Sally Lovell, not Susan Miller; Susan reminded Board members and member-at-large that Board correspondence needs to go to: coopboard@olympus.net for a response from the Board Secretary, Donna Logan.

III. OPERATIONS REPORT

Robin Hake, Human Resources Manager, gave background information and discussed the employee survey results done in August, 2004. There were 80 questions on the survey, 100% participation from employees. Robin passed out a bar graph comparing data from the survey given in 2002 as compared to results for the 2004 survey. Survey summary showed an overall increase in employee satisfaction in the co-op as an employer.

Briar noted that medical benefits for employees has been greatly enhanced in 2005, supervisory and diversity training continues this year, operation manuals are being developed for each team, the Hearty Thank You Award has been established as a monthly employee recognition, Robin has been working with each department manager on the areas their team needs improvement. Mary Ann assisted with a deli survey done at the store, many members took the survey and gave very constructive feedback, 33 members agreed to be on a focus group for the deli, EarthDay EveryDay! is happening April 24, April is also the co-op's anniversary month, lots of events and fun is planned for the month. Brenda inquired on the financial condition of the deli, Briar responded that with the cheese numbers added to the deli, the financial condition looks okay, however, we are still working on improvements.

IV. BOARD DECISIONS

A. Accept John Granger's resignation from the Board. John Granger submitted his letter of resignation from the Board, citing conflicts in his work schedule. The Board accepted John's resignation from the Board.

B. Board Development Committee items requested for Board Decisions.

1. The issue of the Board stipend was deferred to the March Board meeting, once the Board Development Committee can revisit the issue.

2. Adopting the recommendation to allow voters to vote for as many staff candidates as desired, and issue of listing staff on ballot layout. Recommendation adopted with education to be noted on the ballot.

3. Creating an Election Committee to handle election issues. Molly distributed a proposed charter for the election sub-committee. Changes to the charter: The Sub-Committee will consist of no more than 2 Board members and 6 non-Board members. Board President may attend as a non-voting member of the sub-committee and would only have voting rights if Chair were not present. If it is unclear if a decision is of logistical nature or substantive, the matter will be decided by the chair of the BDC or in consultation with the Board President. With no objections, the Board approved the creation of an Election Sub-Committee, approved the concept of

the Charter, and directed the BDC to revise the Charter according to the Board's discussion.

4. Allowing the Election Sub-Committee to determine how to label applicants on the ballot. The Board approved the Election Sub-Committee assist the BDC and, in consultation with the Board President, make recommendations for ballot layout and labeling of candidates.

5. Provide direction to the Election Sub-Committee regarding education piece on pros and cons of members voting on Bylaw changes. The Board approved the Election Sub-Committee assist the BDC and, in consultation with the Board President.

6. Authorize, per Policy D6.2, the BDC with the Election Sub-Committee, and in consultation with the Board President, will make certain time sensitive decisions without having to come back to the full Board. The Board adopted this as guidance for the 2005 election.

C. **DISCUSS MONITORING REPORT RECOMMENDATION PROCESS.** Susan and Mike will develop a short outline for monitoring process. They will review all the C Policies and make recommendations at the next Board meeting. Item moved for the March Board meeting.

D. **REVISIT BOARD APPOINTMENT VOTE.** The Board appointment vote required full Board vote, since Mike is not present, it will not be possible to revisit. Board agreed to leave the vote as voted upon at the last Board meeting.

V. STRATEGIC PLANNING

Mike not present to make a report. Briar, Susan and Mary Ann need to have a calendar meeting, then give information to Mike to draft the next steps.

VI. CONFIRM DATE OF NEXT MEETING AND ASSIGN RESPONSIBILITY FOR MONITORING REPORTS

Susan and Mike will review the C Monitoring Reports

Briar and Sally will review the B Monitoring Report

Upcoming dates were reviewed

VII. BOARD SELF-MONITORING OF MEETING PROCESS

Review for self-evaluations will be considered at the March Board meeting. The Board was asked to think about what improvement would look like one year from now. What measures would be used to continue quality improvement to monitor and measure next year as improvements or not.

VIII. ADJOURNMENT/NEXT MEETING

The meeting adjourned at 12:10 PM. The next regular meeting is scheduled for Friday, March 4, 2005 at 9:00 AM in the Co-op Annex.

MARCH 2005 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Friday, March 4, 2005
MINUTES**

President Susan Miller called the meeting to order at 9:10 am. Mary Ann Seward reviewed the meeting guidelines.

I. OPENING BUSINESS

Board Members Present: Susan Miller (President), Molly Mulvaney (Vice President), Donna Logan (Secretary), Brenda McMillan, Max Barnard

Absent: Mike McKell

Staff Present: Briar Kolp, Sally Lovell

Scribe: Margarita Courney

Facilitator: Mary Ann Seward

Guests/Members: Kris Mayer, Carry Rice, Otto Smith, Janet Welch

Announcements: Molly will be out of town from March 4 – 28, she will check emails sporadically. Susan received a thank you from Joanna Sanders, which she passed around the table.

Check In Time: Board members gave brief announcements.

Agenda: The agenda was approved, with the following additions: Board Discussion regarding language for the survey question; deletion of the C Monitoring Reports; and a brief verbal Board Development Report.

Member Comment: Otto Smith commented regarding interim policy suggestion on page 11, and a series of 5 questions. Specifically, the second question, *passing a policy measure that seems to contradict what the by-laws spell out*, do we need to pass this by an attorney first? Provisional ballots should be accepted as long as there is a dispute, particularly until the age limit is resolved. Members should note on their ballot that it is provisional, or if someone is filling out the ballot for another member who is disabled or underage, that information should be written on the ballot and those ballots should be placed separately. That would be my suggestion, rather than adopt a policy which might contradict the by-laws.

Susan thanked Otto for his comments and noted that some of these questions are some which the Board has already brought up and is dealing with.

No other member comments.

Acknowledgement of

Reading the Reports: All Board members affirmed having read the Monitoring Reports in their agenda packet.

Consent Agenda: The Board removed, three of four items on the Consent Agenda for corrections prior to approval.

II. NEW BUSINESS (Items moved from the Consent Agenda)

- A. Minutes – Board Meeting, February 4, 2005:** There was agreement to make revisions to the minutes from the meeting.

Consensus Decision #2005-03-01: The Board approved the Minutes of the February 4, 2005 Board Meeting with the following revisions: Under New Business, Section A, Gale Wallis is unable to devote time to the Board *Appointment*. Under Operations Report, Briar's response to the financial condition of the deli should say: with the cheese numbers added to the deli, the financial condition looks okay, however, we are still working on improvements.

- B. Minutes – Board Development Committee, January 21, 2005:** There was agreement to make revisions to the minutes from the meeting.

Consensus Decision #2005-03-02: The Board approved the Minutes of the Board Development Committee January 21 meeting, with the following revisions: under Section A, Molly proposed these items be discussed at the March 18 work session (not March 11 BDC) meeting; recommendations from the work session will be presented at the April BOD meeting (not the March 18th work session). Under Section B, Board members were encouraged to attend the March 19th Bellingham annual meeting (not strategic planning session)

- C. Minutes – Member Relations Committee, January 27, 2005 and February 10, 2005:** Susan questioned the brochure the MRC is currently working on, is the Committee working with Briar on this project? Briar stated the final review would be done through Operations. Susan also requested to see the Charter the Committee is working under, Donna will provide the Charter as approved at the BOD Meeting June 2004. The MRC also understood there would only be one question used for the survey on the ballot, and will make that change on the January 27 minutes.

Consensus Decision #2005-03-03: The Board approved the Minutes of the Member Relations Committee meetings of January 27 and February 11, with the following correction: only one survey question from the MRC would be used for the survey on the ballot.

- D. Member Correspondence Report - February:** Susan asked if Gale Wallis received the materials needed for the BOD Orientation packet she is revising. The Board directed staff to provide, via email, the required documentation for Gale to complete her projects.

Consensus Decision #2005-03-04: The Board approved the February Correspondence Report.

VI. COMMITTEE REPORTS

A. Election Sub-Committee. Molly reported the ESC has had five meetings, there are 5 non-Board members, 2 Board members, and Susan as President will attend in Molly's absence, Willie will chair. There was discussion whether Susan should chair in Molly's absence, or a non-Board member. The Board is responsible for the ultimate decisions of the Sub-Committee, therefore should not be chaired by a non-Board member. Trust has been developed and the Sub-committee is working through many issues in a constructive manner. The ESC is hoping to have a draft of the ballot and the voter pamphlet at the next meeting. The ESC would like to have Sally attend the next meeting to help with the development of the election materials and assist with any questions. Questions on election/ballot timeline, ESC would like to change result announcement to April 19, to give more time for mail-in ballots. Anne from Finance will be available on that evening to assist with the count.

B. Strategic Planning. Postponed for April Board meeting since Mike McKell was not available to report.

C. Wisdom Council. Susan and Donna reported on the Wisdom Council. Everyone was very pleased to participate, 5 Board candidates did attend, a good mix of members attended, possible BOD response to WC statements. Julie Jaman has suggested the next Meet the Candidates night focus on the Wisdom Council issues. The BOD proposed meeting with Jean Rough to discuss WC expectations and follow up of statements.

D. Board Development Committee. Molly reported on BDC's election review and proposal that the March 18 work session be devoted to election review, to cover items as voter eligibility, in-store petition, guidelines for bios, and other items on the original list. Also, hoped Mike would talk to Mary Ann to see if she would again facilitate the session. The annex has been reserved for the March 18 meeting.

VII. BOARD DISCUSSION/DECISIONS

A. Recommend Board Work Session on March 18th discuss election issues. Board issues to be discussed to include, voter eligibility, and percentage of votes required. Briar proposed the March 18th Board work session be an extended Executive Session. Proposal that March 18 Board work session be an election review/executive session. The BDC will develop an agenda for the work session on March 18, along with Briar and Mary Ann.

Interim policy for 3 or 6-month voter eligibility waiting period was rejected on the advise of co-op attorney.

As a result of the Executive Session, the Board approved and directed the General Manager to proceed with the purchase and loan procedures, contingent on member and finance approval.

B. D Monitoring Report. D2 – Board Job Description. Under D.2.1, second paragraph, Molly suggested adding 2004 and 2005 to the two dialogues the Board has held. Also, under D2.2.1, Ends are monitored (not reviewed) in August. Under D2.2.3 and D2.2.4 discussion on the use of “partial” compliance, should be compliance, as these are ongoing issues. Proposal to strike verbiage following actual policy, only submit compliance. Donna will rewrite report using 2003 report format.

Motion Rejected: Accept D2 Monitoring Report, striking “partial” compliance from D2.2.3 and D2.2.4 and striking Recommendation listed.

Consensus Decision, minus one #2005-03-05: Donna to rewrite D2 Monitoring Report, striking verbiage following actual policy, submit compliance by following previous years’ format.

E. C Monitoring Reports. Postponed for April Board Meeting.

F. Language for Survey Question. Proposal for survey question language to read follows: *“Since 1972, the Board has made by-law changes on behalf of the membership, by posting proposed by-law changes 10 days or more to the membership for comments and consideration. Do you want that process to be changed to provide that amendments to the by-laws be ratified by the membership?”*

Consensus Decision #2005-03-06: Word survey question as proposed, and take wording to the Election Sub-Committee’s next meeting.

VIII. CONFIRM DATE OF NEXT MEETING AND ASSIGN RESPONSIBILITY FOR MONITORING REPORTS

Monitoring Report Policy D8 – Cost of Governance. Max volunteered to do this report. Margarita will email and print out hard copies of past reports by March 7.

Upcoming dates were reviewed. Election Sub-Committee meetings have been changed from 6:30 – 8:30 pm; March 18 Board Work Session was added.

Regular session closed at 11:10 am

IX. BOARD SELF-MONITORING OF MEETING PROCESS

Due to time constraints, Board self-monitoring process was postponed.

VII. ADJOURNMENT/NEXT MEETING

The meeting adjourned at 1:05 pm. The next regular meeting is scheduled for Friday, April 1, 2005 at 9:00 am in the Co-op Annex.

APRIL 2005 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Friday, April 1, 2005
MINUTES**

President Susan Miller called the meeting to order at 9:05 am. Mary Ann Seward reviewed the meeting guidelines.

I. OPENING BUSINESS

Board Members Present: Susan Miller (President), Molly Mulvaney (Vice President), Donna Logan (Secretary), Mike McKell, Max Barnard

Absent: Brenda McMillan

Staff Present: Briar Kolp, Sally Lovell

Scribe: Margarita Courney

Facilitator: Mary Ann Seward

Guests/Members: Kris Mayer, Carry Rice, Otto Smith (arrived after member comment period)

Announcements: Susan will be on vacation for the next 7 weeks, she leaves April 2nd. Susan said she would check e-mail periodically to keep abreast of what is happening.

Molly announced she and her family will be moving to Cordova, Alaska.

Check In Time: Board members gave brief updates on what they are doing.

Agenda: The agenda was approved the agenda as written.

Member Comment: Carrie Rice asked when the results of the election would be announced. The Board told Carrie votes would be counted the evening of April 19th and results would be posted the following day on the Board bulletin board.

No other member comments.

Acknowledgement of

Reading the Reports: All Board members affirmed having read the all written materials submitted.

Consent Agenda: The Board removed the following items from the Consent Agenda: The March 4, 2005 Board meeting minutes for correction, and the C Monitoring Reports as these were not ready for submission.

II. NEW BUSINESS (Items moved from the Consent Agenda)

- A. **Minutes – Board Meeting, March 4, 2005:** There was agreement to make revisions to the minutes from the meeting.

Consensus Decision #2005-04-01: The Board approved the Minutes of the March 4, 2005 Board Meeting with the noted revisions. Section IV-A should include the following: *As a result of the Executive Session, the Board approved and directed the General Manager to proceed with the purchase and loan procedures, contingent on member and finance approval.*

X. BOARD DISCUSSION/DECISIONS

- A. **Strategic Planning – Member Survey/Timeline.** The Board approved the Strategic Planning – Member Survey/Timeline as submitted by Mike McKell and Mary Ann Seward. The Board discussed and agreed a Board Retreat would be crucial, since there will be many new members to the process, and everyone found the retreats very helpful.

Consensus Decision #2005-04-02: The Strategic Plan was approved and adopted as submitted.

- B. **Board Compensation – Joe Program Update.** Susan did not submit an update. The Board Development Committee will review and submit an update on the program at the May Board meeting.

- G. **Board Report – AGM/Annual Report.** Susan will email Sally information for the annual report. Donna will keep the Board updated and informed on the process and timeline as submitted with the Member Relations Committee report of March 10th.

- H. **Wisdom Council Update.** Briar updated the Board on the Wisdom Council, she spoke with Jean Rough and Amie Coff (facilitators at the Wisdom Council) in order to put together responses to the Wisdom Council statements. Jean and Amie both agreed that work should be taken up as needed, written responses to requests are not required.

- I. **C Monitoring Reports.** Mike stated C 1-5 Monitoring Reports would be submitted at the May meeting.

XI. CONFIRM DATE OF NEXT MEETING AND ASSIGN RESPONSIBILITY FOR MONITORING REPORTS

There were no Monitoring Reports to be assigned.

The following dates were added:

- April 10 – Special Membership Real Estate Meeting, 2:00 pm at The Fairgrounds
- April 10 – May 5 – In-store vote on indebtedness period

Regular session closed at 9:55 am

XII. BOARD SELF-MONITORING OF MEETING PROCESS

Evaluations were handed out with Mary Ann's Board Process and Performance Review. Evaluations were discussed and Board members were asked to return their evaluations to Mary Ann.

VI. ADJOURNMENT/NEXT MEETING

The meeting adjourned at 12:00 pm. The next regular meeting is scheduled for Friday, May 6, 2005 at 9:00 am in the Co-op Annex.

MAY 2005 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Friday, May 6, 2005
MINUTES**

Facilitator, Mary Ann Seward called the meeting to order at 9:05 am, she reviewed the meeting guidelines.

I. OPENING BUSINESS

Board Members Present: Molly Mulvaney (Vice President), Donna Logan (Secretary), Mike McKell, Max Barnard, Brenda McMillan

Absent: Susan Miller

Staff Present: Briar Kolp, Sally Lovell

Scribe: Margarita Courney

Facilitator: Mary Ann Seward

Guests/Members: Carry Rice, Gale Wallis, Ruth Apter, Otto Smith, Julie Jaman

Announcements: Mary Ann announced this will be the last meeting of the current Board as the new Board will be seated later in the meeting.

Agenda: The agenda was approved as written.

Member Comment: No member comments.

Affirmation the Board Has Read

All Written Materials: Board members affirmed having read all written materials submitted in their packets.

Consent Agenda: Margarita submitted a correction page (3a) for the April 1, 2005 meeting minutes. Molly submitted an additional piece (10c) from the Election Sub-Committee Report. Brenda requested that discussion on the CCMA Conference Attendance be moved to New Business, in order for the new Board members to be included on the discussion and decision. Sally requested correction on the MRC minutes to correct Anne Steurer's name in two places in the report, and note that Anne's title is Finance Manager. Donna requested the Minutes from the Member Relations Committee meeting of April 14, 2005, be moved to Board Decision/Discussion for decision on the request made by the MRC requesting tasks be assigned to the MRC. All other items on the Consent Agenda were approved as submitted and written.

II. BOARD DISCUSSION/DECISIONS

- A. Annual General Meeting (AGM) Timeline.** AGM timeline was reviewed, Donna reported everything is on schedule.
- B. Member Relations Assignment Request.** The MRC is requested to be assigned the tasks of the Volunteer Project and the Database Update. After discussion, it was decided that these projects will be delegated back to the MRC Chair, who will then meet with the General Manager, clear up any confusions and bring back a proposal for a Board decision. *All Board members agreed this process will help clear up confusions and help develop MRC functions and boundaries.*
- C. Request for Election Breakdown.** Gale Wallis requested approval from the Board to develop an election breakdown to see who was eligible to vote in this year's election and who actually voted. *The Board approved Gale's request and asked her to go ahead and develop the report, and submit said report to the next Board meeting.*
- D. Thank you to Molly and Mike.** Molly and Mike were each given gift baskets and thanked for their hard work on the Board.
- E. Member Relations Task Request.** The Member Relations Committee also requested the task of contacting those voters whose vote was rejected (26) in the Board Election and explain why their vote was rejected. Donna would write the script of what to say to these members. *The Board approved the MRC contacting the 26 members and having Donna write the script.*

III. NEW BUSINESS

- A. Seating of New Board Members.** New members, Carrie Rice, Ruth Apter, Gale Wallis and Janet Welch (in absentia), were seated and welcomed. Each Board member expressed their hopes and concerns for the upcoming year. Mary Ann will type out their comments and email them to all Board members.
- B. Review Conduct and Expectations.** Board conduct and expectations were reviewed and discussed.
- C. Set Board Meeting Dates and Times.** With the absence of Susan Miller and Janet Welch, Board members present decided to keep Board meeting dates as currently scheduled until the full Board may discuss changes and set new meeting timelines. Therefore, the June Board meeting will be the first Friday of the month, June 3rd from 9:00 – 12:00.
- D. Consumer Cooperative Management Association (CCMA) Conference Attendance.** Discussion on the benefits of having Board members attend and what they may receive from attendance. After discussion, Carrie, Max, and Donna expressed a desire to attend the conference in Albuquerque, New Mexico, June 8-12, 2005. *Five Board members agreed to have Carrie, Max and Donna attend; Brenda conveyed only two Board members should attend.*
- E. Decide Authorization for Legal Document Signatures.** With the absence of Susan Miller, President, and Vice President (Molly Mulvaney) no longer a Board member, there was

discussion as to who on the Board would have authority to sign legal documents. Agreement reached was that any two of four Corporate Officers (President, Vice-President, Secretary or Treasurer), may sign legal documents. It was also discussed that until all Board members are present and elections can be held, Carrie Rice may serve as Vice President pro tem for one month, allowing legal documents to be signed during that period.

Consensus Decision #2005-05-01. Any two of four Corporate Officers (President, Vice-President, Secretary or Treasurer) may sign legal documents.

Consensus Decision #2005-05-02. Carrie Rice will serve as Vice President, pro tem, for a one month period, until new officers are elected by the full Board.

F. Choose Terms for New Board Members. New members chose terms as follows:

Janet Welch – 3 years
Carrie Rice – 3 years
Ruth Apter – 3 years
Donna Logan – 1 year
Gale Wallis – 1 year

G. Election of New Board Officers. Deferred to the June 3, 2005 meeting of the full Board.

H. Set Dates for Board Retreat, Team Building and Planning. Discussion on the importance of holding a Board Retreat. Decision to choose three dates, which Margarita will email dates to Susan and Janet to see their availability. Susan and Janet will also be asked for items they wish to discuss at the retreat. Board members will consider items for retreat discussion and send to Donna who will set up the agenda with Brenda and Carrie.

IV. BOARD SELF-MONITORING OF MEETING PROCESS

Evaluations were included in the packets. Board members were asked to complete and return their evaluations to Mary Ann.

V. ADJOURNMENT/NEXT MEETING

The meeting adjourned at 12:25 pm. The next regular meeting is scheduled for Friday, June 3, 2005 at 9:00 am in the Co-op Annex.

JUNE 2005 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Friday, June 3, 2005
MINUTES**

The meeting was called to order at 9:03 am. Mary Ann Seward reviewed meeting ground rules.

I. OPENING BUSINESS

Board Members Present: Susan Miller (President), Donna Logan (Secretary), Max Barnard, Brenda McMillan, Gale Wallis, Ruth Apter, Carrie Rice, Janet Welch

Staff Present: Briar Kolp, Sally Lovell

Scribe: Margarita Courney

Facilitator: Mary Ann Seward

Guests/Members: Otto Smith, Julie Jaman (arrived late)

Announcements: Susan has changed her email address to: coopsusan@hotmail.com.

Agenda: The agenda was approved with clarification and additions. The addition was to keep a running “parking lot” list of items to be considered for future agenda items. List follows end of regular meeting minutes

Member Comment: None

Affirmation the Board Has Read

All Written Materials: Board members affirmed having read all written materials submitted in their packets.

Consent Agenda: The Consent Agenda was approved with the following items removed for further clarification and corrections:

Minutes - May 2005 Board meeting were approved with the following changes:

☼ Correct the spelling of Anne Steurer’s name

☼ Change “Tabled” to “Deferred” under Section III G

Report – Initial Hopes & Confusions of New Board, had the following correction:

☼ Delete Carrie’s comment “she won’t have to think over her answers as long as Molly.”

The following were removed from the Consent Agenda for discussion under New Business:

☼ Minutes – Member Relations Committee April & May 2005 meetings

☼ Report – May Member Correspondence

The following were removed from the Consent Agenda for discussion under Executive Session:

☼ Reports – Internal Monitoring Reports B1 & B4

II. BOARD DISCUSSION/DECISIONS

F. Election of New Board Officers.

☀ **Board President.** Discussion held regarding the process of electing officers and listing qualities desired for a Board President. Qualities desired for the Board President are attached at the end of the Minutes.

Three Board members expressed their interest in running for Board President: Max Barnard, Susan Miller and Carrie Rice. Each candidate took a few minutes to give background information and address their qualities, as listed. Three secret ballots were conducted, each with the same results:

Max = 1 vote Susan = 3 votes Carrie = 4 votes

Consensus Decision #2005-06-01. Since any one candidate was unable to achieve a 2/3 vote to elect a new Board President, a revote will be placed on the July meeting agenda, and each month thereafter, until a new Board President is elected. Susan Miller will continue as President, Carrie Rice as Vice President pro tem.

☀ **Board Secretary.** Questions and concerns were addressed, regarding the job description for Board Secretary, the keeping of records and other related duties. Donna stated she would be willing to continue as Board Secretary until a new Board Secretary is elected. Max expressed his desire to run for Board Secretary. Ruth was nominated, but declined. Two secret ballots were taken with the following results:

First Vote: Donna = 5 votes Max = 3 votes

Second Vote: Donna = 4 votes Max = 4 votes

Max withdrew his name from running for Secretary after several other Board members complained about his availability.

Consensus Decision #2005-06-02. Donna will continue as Board Secretary until a new Board Secretary is elected.

☀ **Corporate Treasurer.** Sally Lovell was nominated and is currently the Corporate Treasurer. After clarification of legal ramifications in having a staff member as Corporate Treasurer, the Board agreed that Sally should continue as Corporate Treasurer.

Consensus Decision #2005-06-03. Sally Lovell will continue as Corporate Treasurer of the Food Co-op.

G. Setting Meeting Schedules. The Board addressed the following schedules:

☀ **Board Meeting Schedule.** The regular meeting of the Board will continue as previously scheduled, the first Friday of the month, until the Board can meet and decide on whether to change the schedule and times of the meeting. Therefore, the July Board meeting will be held on July 1st, from 9:00 – 12:00 in the Co-op Annex.

☀ **Retreat Dates & Location.** There will be two Board Retreats, the first on June 4th from 9:00 – 4:00 at the Unitarian Church. The second will be on June 18th from 9:00 – 3:00 at the Co-op Annex. The first Retreat will be for Board members only, the second will be for Board Members and Operations.

☀ **Meeting with Briar.** The Board will meet with Briar at the June 18th Board Retreat.

☀ **Assignment of Monitoring Reports.** Will be discussed at the June 18th Board Retreat.

III. NEW BUSINESS

I. Internal Monitoring Report B.1.2. Will be included on the July 1st Board meeting agenda.

J. Minutes– Member Relations Committee April & May 2005. Susan Miller, Board President, questioned the Committee’s use of the term “Decision” when giving a proposal to the Board. Committees are requested to use the term “Summary” (when describing meeting essence) and if no proposal is being made, add “No recommendation to the Board at this time.” The minutes will also reflect that “payment to a volunteer must be ‘nominal’.” Striking *and relate directly to the current store margin percentage.*”

Minutes of the Member Relations Committee Meetings of April and May 2005 were approved with clarification and corrections.

K. Report – May Member Correspondence. Sally addressed the question and gave background history as to why the correspondence was labeled “Board Only”. Since members may sometimes write letters to the Board only, and not intend the entire membership to see their correspondence, the decision made by the previous Board, was not to make the actual correspondence public; however, the dialogue that ensues could be made public if a member asked to see the basis upon which a decision was made based on the correspondence received.

The May Member Correspondence Report was approved with clarifications.

L. Request for Documentation. Some of the requested documentation was included in the Board packets. Those documents not submitted, will be available by the June 18th Board Retreat/Meeting.

☀ **Organizational Chart.** The chart is being drawn up and will be submitted to the Board by June 18th.

☀ **Personnel Policies.** Are available at the Member Services Desk, and will also be available in the new Board Library being set up at the Annex.

☀ **Job Descriptions.** A binder with staff job descriptions will be available in the new Board Library, to be set up in the Annex.

☀ **Mary Ann’s Contract.** Included in the packet and will be reviewed by Board members for discussion at a later time.

☀ **Set up Library for Board Reading Materials.** A Board Library is in the process of being set up at the Annex, materials will be added as requested and/or needed.

M. Orientation for Board Members. Items listed in this section will be discussed with Briar at the June 18th Board Retreat, these include: Board required meetings; Board stipends; Operations; Policies.

N. Construction Project – Parameters of construction responsibilities. Will be discussed at the June 18th Board Retreat, when meeting with Briar.

IV. CONFIRM DATES OF NEXT BOARD MEETING & OTHER DATES

Meeting dates were set and agreed upon as follows:

- ☀ July 1 – Regular Board Meeting from 9:00 am – 12:00 pm, Co-op Annex
- ☀ June 4 – Board Retreat, Board Members Only, 9:00 am – 4:00 pm, Unitarian Church
- ☀ June 18 – Board Retreat with Operations, 9:00 am – 3:00 pm, Co-op Annex

V. BOARD SELF MONITORING OF MEETING PROCESS

Board members were asked to complete and return their evaluations to Mary Ann.

VI. ADJOURNMENT

The meeting adjourned at 1:10 pm.

Board Parking Lot for Future Agenda Items to be Considered
From June 3, 2005
Board Meeting

- a. Discuss JOE Program (Board Development Committee)
- b. Membership Definition (By-Law change)
- c. Determine Member Survey
- d. Email Access
- e. Board Compensation
- f. Changes to Policy C 2.3 – Board-General Manager Relationship
- g. Frequency of Board Meetings
- h. Assimilate input from Committees
- i. Being open and limitations of the Executive Session
- j. Add a Policy to add a Management Annual Review, having staff feedback
- k. Board Evaluation Process
- l. Receive Meeting Minutes the Friday after the Meeting
- m. Take Monitoring Reports out of Executive Session
- n. Discussion of Board Committee Set Up
- o. Discuss what constitutes “Board Only” Items
- p. Discomfort in sending emails to Board members whose emails also go to their husbands/partner
- q. How to handle member correspondence
- r. How to handle B Monitoring Reports
- s. Possible annual renewal for designated voter issue
- t. Set up a Governance Committee to review D.1.3
- u. Revisit whether to have Strategic Planning sessions open or closed to members (August Agenda)
- v. Criteria for standing for election to the Board (personal resources: phone, computer, transportation)
- w. Review monitoring schedule
- x. Assignment of Board Development Committee

Qualities Desired for Board President
From June 3, 2005
Board Meeting

1. Get behind Policy Governance
2. Open Mindedness
3. Availability and Accessibility
4. Commitment
5. Fairness
6. Calm Temperament
7. Organized
8. Understands the relationship with General Manager
9. Committed to the relationship with General Manager
10. Represents the Board accurately in making interim decisions
11. Experience
12. Integrity
13. Presents the Co-op positively, diplomatically and respectfully
14. Approachable and Likeable
15. Good listening skills
16. Ability to listen to divisive opinions and pull rest of Board together
17. Good communicator
18. Work within the system
19. Articulate verbally and in writing
20. Able to prioritize
21. Patience
22. Ability to say No
23. Passionate about the Co-op
24. Able to ask questions
25. Able to ask for advice
26. Able to use prudent judgment

JULY 2005 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Friday, July 1, 2005
MINUTES**

Susan Miller, Board President called the meeting to order at 9:02 am.

I. OPENING BUSINESS

Board Members Present: Susan Miller (President), Donna Logan (Secretary), Max Barnard, Brenda McMillan, Gale Wallis, Ruth Apter, Carrie Rice, Janet Welch

Staff Present: Briar Kolp, Margarita Courney (Scribe)

Facilitator: Mary Ann Seward

Guests/Members: Julie Jaman, Larry Lawson, Glenn Gately (arrived late)

Announcements: Max stated he would have to leave by 11:55. Gale is not done with her play. Max has a concert at Quimper Unitarian Universalist Fellowship.

Agenda: The agenda was approved with the following changes:

Section II, Board Discussion/Decisions, Election of Board President - change to *Election of Board Officers*.

Section III, Member Linkage, add *Announcement of Building Purchase*.

Member Comment: Glenn Gately brought to the Board's attention, the monthly flyer from Mountain People. In the flyer, Natural Sea Tuna and Natural Sea Fish Sticks, are advertised as "chemical and preservative free." Glenn stated that as a Marine Biologist, he is fully aware no fish is chemical free, and therefore this is false advertising. Glenn and Deb Shortess have been in communication with those responsible for the ad; however to date, no response has been received from Mountain People by either Glenn or Deb.

Affirmation the Board Has Read

All Written Materials: Board members affirmed having read all written materials submitted in their packets.

Consent Agenda: The Consent Agenda was approved with the following item removed for corrections:

Minutes - June 2005 Board meeting - approved with the following changes:

☼ Section II-A. Consensus decision regarding Board President, the last sentence should read: *Susan Miller will*

continue as President, Carrie Rice as Vice President pro tem.

☀ Section II-A. Board Secretary. The reason for Max withdrawing his name should read: *Max withdrew his name from running for Secretary after several other Board members complained about his availability.*

Report – June Member Correspondence was approved as submitted.

II. BOARD DISCUSSION/DECISIONS

H. Decision on Board Meeting Schedule

The Board meeting schedule was agreed upon to be twice a month, on the first and third Tuesday of each month. The 1st Tuesday would be the Regular Board Meeting at the Co-op Annex. A social ½ hour from 5:00 – 5:30, with simple food, then the meeting from 5:30 – 8:30 pm. This meeting would be recorded by the scribe as the regular Board monthly meeting.

The second meeting on the third Tuesday of the month, at the Co-op Annex, would begin with a social ½ hour of simple food, from 5:00 – 5:30, then the meeting from 5:30 – 8:30 pm. The second meeting would consist of only one topic for discussion and would allow member participation throughout the discussion. The topic for discussion will be decided at the regular meeting on the first Tuesday. The format of the second meeting each month would be on a three month trial basis, to be evaluated at the end of three months. This meeting would be dynamically facilitated and would not require the scribe, as the facilitator takes notes during the meeting, using the Dynamic Facilitation process.

Consensus Decision 2005-07-01. The Board will hold two meetings each month, on the first and third Tuesday of the month. The regular Board meeting will be on the first Tuesday, and a single-agenda member-participated meeting on the third Tuesday of the month. Each meeting will begin with a social ½ hour from 5:00-5:30pm with simple food, with the meetings from 5:30-8:30pm. All meetings will be held at the Co-op Annex.

I. Election of New Board Officers

☀ **Board President.** Board members nominated Donna Logan and Susan Miller. One vote was taken with the following results:

Donna = 6 votes Susan = 2 votes

Donna Logan was elected the new Board President.

☀ **Board Vice-President.** Board members nominated Carrie Rice. One vote was taken, with the result being unanimous for Carrie Rice.

Carrie Rice was elected the new Board Vice-President.

☀ **Board Secretary.** Board members nominated Ruth Apter. One vote was taken, with the result being unanimous for Ruth Apter.

Ruth Apter was elected the new Board Secretary.

J. Seek Legal Opinion on Having Staff as Corporate Treasurer

The issue was discussed with the decision to seek legal opinion on staff being Corporate Treasurer.

Consensus Decision 2005-07-02. Seek legal opinion with regard to having a staff member as Corporate Treasurer.

K. Seek Legal Opinion on Policy D.1.3 – Governing Style

The issue was discussed with the decision to put this item on the Parking Lot list. Briar will contact the co-op's attorney to get a quote on legal review of the By-Laws.

L. Schedule Strategic Planning Workshop

A Strategic Planning Workshop is scheduled for Friday, August 26, from 9:00 am – 3:00 pm in the Co-op Annex. Date and time of the workshop was agreed by all.

Consensus Decision Minutes One (Janet) 2005-07-03. Keep the Strategic Workshop closed to members, decision to be revisited at the August Regular Board Meeting on the first Tuesday of the month.

IV. MEMBER LINKAGE

- A. Report – Election Sub-Committee Final Report.** The report was reviewed and discussed. Brenda asked that the following be added to the list of Conclusions: *all votes must be made by designated owners. In the 2005 election, 3 votes were validated even though they were made by non-designated voters.*

The Election Sub-Committee's Final Report was approved with the addition noted.

- B. Proposal – Member Survey.** Mary Ann and Briar submitted a proposal for a member survey. Janet suggested implementing an ad hoc committee to look at formulation of questions for end result, find out what time of year would be optimum to do the survey, and how many responses would be needed to receive an accurate result. Briar and Mary Ann were asked to pursue with Pulse, an on-line survey, and would serve as resources for the ad hoc committee. The ad hoc committee will be made up of three Board members, Susan, Ruth and Janet as Chair.

Consensus Decision 2005-07-04. Establish an ad hoc committee to look at survey timeline, questions, ends result, who should be included to take the survey, on-line survey and any other questions or concerns regarding the survey which have not been addressed.

- C. Proposal – Move Forward on Preliminary Architectural Designs.** Briar did not have a report at this time.
- D. Announcement of Building Purchase.** The final papers for the Co-op building purchase were signed and there will be a celebration planned in the store.

IV. CONFIRM DATES OF NEXT BOARD MEETING & OTHER DATES

Meeting dates were set and agreed upon as follows:

- ☼ July 19 – Board Agenda Planning Meeting, 9:00 – 11:00 am, Co-op Annex
- ☼ July 19 – Second Monthly Board Meeting, 5:00 pm – 8:30 pm, Co-op Annex, “Committees”
- ☼ August 2 – Regular Monthly Board Meeting, 5:00 pm – 8:30 pm, Co-op Annex
- ☼ August 16 – Second Monthly Board Meeting, 5:00 pm – 8:30 pm, Co-op Annex
- ☼ August 26 – Strategic Planning Workshop, 9:00 am – 3:00 pm, Co-op Annex

W. BOARD SELF MONITORING OF MEETING PROCESS

Board members were asked to complete and return their evaluations to Mary Ann.

VI. ADJOURNMENT

The meeting adjourned at 12:40 pm.

BOARD PARKING LOT
Future Agenda Items to be Considered

- a. Discuss JOE Program (Board Development Committee)
- b. Membership Definition (By-Law change)
- c. Determine Member Survey
- d. Email Access
- e. Board Compensation
- f. Changes to Policy C 2.3 – Board-General Manager Relationship
- g. Frequency of Board Meetings
- h. Assimilate input from Committees
- i. Being open and limitations of the Executive Session
- j. Add a Policy to add a Management Annual Review, having staff feedback
- k. Board Evaluation Process
- l. Receive Meeting Minutes the Friday after the Meeting
- m. Take Monitoring Reports out of Executive Session
- n. Discussion of Board Committee Set Up
- o. Discuss what constitutes “Board Only” Items
- p. Discomfort in sending emails to Board members whose emails also go to their husbands/partner
- q. How to handle member correspondence
- r. Possible annual renewal for designated voter issue
- s. Set up a Governance Committee to review D.1.3
- t. Decide whether to have Strategic Planning sessions open or closed to members (August Agenda)
- u. Criteria for standing for election to the Board (personal resources: phone, computer, transportation)
- v. Review monitoring schedule

Assignment of Board Development Committee

AUGUST 2005 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Friday, August 2, 2005
MINUTES**

Donna Logan, Board President called the meeting to order at 5:35 pm.

I. OPENING BUSINESS

Board Members Present: Donna Logan, President; Carrie Rice, Vice-President; Ruth Apter, Secretary; Max Barnard, Brenda McMillan, Janet Welch

Board Members Absent: Susan Miller, Gale Wallis

Staff Present: Briar Kolp, Margarita Courney, Sally Lovell (left early)

Facilitator: Mary Ann Seward

Guests/Members: Julie Jaman, Larry Lawson

Announcements: Donna announced the Third Wisdom Council was held and handed out the statements developed by the Council.

Max asked if anyone had bareboards' key, as he was to stay the night there, but had not been able to locate a key.

Mary Ann handed out a form to use when Board members made a proposal, to better track proposals made during the meeting.

Ruth announced she may be in Vermont early September, and may not attend the Board meeting.

Agenda: The agenda was approved with the following correction:

Executive Session, Clarification – Communication between Board, GM and Staff, should be **D5.4.1** and **D5.4.3** (not B5.4.1/B5.4.3)

Member Comment: Julie Jaman asked the Board to consider putting on the Strategic Planning Agenda, a conversation of how to join in a coalition to support local economy (holding farmland in the community) and begin a commitment from the Co-op for retaining sustainability.

Affirmation Of Written Materials: Board members affirmed having read all written materials submitted in their packets.

Consent Agenda: The Consent Agenda was approved with the following corrections and changes:

Minutes - July 2005 Board meeting - approved with the following corrections:

Guest and Member Comment: Correction to name - Glenn Gately

Announcement: Max has a concert at the *Quimper Unitarian Universalist Fellowship*.

Future Dates: The second Board meeting will be August 16

Report – Survey Committee: Removed for discussion.

Report – D7 Monitoring Report: Reassigned for September.

II. BOARD DISCUSSION/DECISIONS

M. Organization Development

○ Strategic Planning Agenda Proposal

Donna presented her proposal for a Strategic Planning Retreat. A discussion developed with regard to why strategic planning is important and how it is used to plan for the future; concerns from Board members whether this is needed to be done right away; what sections need to be done in Executive Session and what components can be done inclusive of the membership; what are specific needs in the year's calendar to interface with Operations.

Proposal made, did not pass. Request the Board Development Committee to assess and develop a yearly calendar, including Board retreat dates, and an overall plan for the Board.

○ Strategic Planning Retreat, Open/Closed Proposal

Consensus Decision 2005-08-01. Keep August 26th as a Strategic Planning Educational Session, open to the membership, the Board Development Committee will work on exact content of the meeting and develop a yearly calendar for the Board.

N. Choose Topic for August 16th Board/Member Meeting

Consensus Decision 2005-08-02. Committees will be the topic of the August 16, 2005 Board/Member Meeting.

O. Board Approval of Consolidating B1.2.2 and B1.10.1 Reports

Consensus Decision 2005-08-03. When the GM next reports on B1, that she/he consolidate B1.2.2 with B1.10.1 as is rewritten in her June 2005 report.

P. Proposal for Criteria to Stand for Election to the Board

Brenda McMillan proposed wording for criteria to stand for election to the Board. These are:

- Necessary to provide one's own transportation to and from meetings
- Necessary to have a telephone or a telephone message
- It is not necessary to have email
- Reimbursement for Board members is \$25/month food credit

Max will bring a Policy proposal to include the above criteria to put in policy form, and the Board will move on the policy proposal prior to the next election.

Consensus Decision, minus one, 2005-08-04. Include the above criteria to stand for election to the Board, and include under Expectations in the Orientation Book, which were not clarified before.

Q. Recommend Placement of B Reports from GM on Agenda

Donna proposed that the B Reports from the GM be placed in the Consent Agenda with the understanding that the GM will remove or adjust any information which she/he defines as proprietary and will disclose the adjusted/removed parts in the Executive Session.

Consensus Decision 2005-08-05. Place B Reports from GM on Consent Agenda, with removal/adjustment of information defined by GM as proprietary. Disclosure of the removed/adjusted items will be discussed during Executive Session. Effective September 2005.

R. Survey Report (*moved for discussion from Consent Agenda*)

Sally Lovell, stated concern with wording in the report regarding annual fees "*(we now have monthly).*" We do not now have annual fees monthly, we have Capital Investment. The language is important for IRS. Depending on the intent, the wording needs to be examined and readdressed.

Discussion if the Board should do their own survey, to get as much information from members, and not include Operations issues. Donna proposed the Survey Committee continue their work and schedule another meeting to include Briar and Mary Ann, and further research the options.

V. MEMBER LINKAGE

E. Board Responsibility in Handling Member Correspondence.

Proposal made by Donna that Member Correspondence to the Board be made available to Co-op Members in the monthly packet, unless the writer requests confidentiality. Some concerns raised: possible legal consequences in publishing letters addressed only to the Board, and making them available to the entire membership, without prior approval from the author; defamatory letters regarding Board or Staff.

Ruth and Donna will research and propose wording for a reply for each correspondence received, which would be included with the acknowledgement, for the September 6, 2005 Board Meeting.

F. Report - *We Own It Celebration*.

Donna asked that the We Own It Celebration, scheduled for September 15, 2005 be assigned to the Member Relations Committee to complete what has been started by Donna and Margarita, both members of the MRC.

Consensus Decision 2005-08-06. Member Relations is assigned to handle all details for the upcoming We Own It Celebration, to celebration the building purchase.

IV. CONFIRM DATES OF NEXT BOARD MEETING & OTHER DATES

Meeting dates were set and agreed upon as follows:

- ☀ August 16 – Second Monthly Board Meeting, 5:00 pm – 8:30 pm, Co-op Annex
- ☀ August 23 – First Annual Emergency Drill, 9:00 am & 8:00 pm, in the Store
- ☀ August 26 – Strategic Planning Member Education, 9:00 am – 3:00 pm, Co-op Annex
- ☀ September 6 – Regular Board Meeting, 5:00 pm – 8:30 pm, Co-op Annex
- ☀ September 15 – We Own It Celebration, 6:00 pm – 9:00 pm, Co-op Courtyard
- ☀ September 18 – Annual Employee Picnic Noon - 6:00 pm, Fort Worden State Park
- ☀ September 20 – Second Monthly Board Meeting, 5:00 pm – 8:30 pm, Co-op Annex

X. BOARD SELF MONITORING OF MEETING PROCESS

Board members were asked to complete and return their evaluations to Mary Ann.

VI. ADJOURNMENT

The meeting adjourned at 9:10 pm.

BOARD PARKING LOT
Future Agenda Items to be Considered

- w. Discuss JOE Program (Board Development Committee)
- x. Membership Definition (By-Law change)
- y. Determine Member Survey
- z. Email Access
- aa. Board Compensation
- bb. Changes to Policy C 2.3 – Board-General Manager Relationship
- cc. Frequency of Board Meetings
- dd. Assimilate input from Committees
- ee. Being open and limitations of the Executive Session
- ff. Add a Policy to add a Management Annual Review, having staff feedback
- gg. Board Evaluation Process
- hh. Receive Meeting Minutes the Friday after the Meeting
- ii. Take Monitoring Reports out of Executive Session
- jj. Discussion of Board Committee Set Up
- kk. Discuss what constitutes “Board Only” Items
- ll. Discomfort in sending emails to Board members whose emails also go to their husbands/partner
- mm. How to handle member correspondence
- nn. Possible annual renewal for designated voter issue
- oo. Set up a Governance Committee to review D.1.3
- pp. Decide whether to have Strategic Planning sessions open or closed to members (August Agenda)
- qq. Criteria for standing for election to the Board (personal resources: phone, computer, transportation)
- rr. Review monitoring schedule
- ss. Assignment of Board Development Committee

SEPTEMBER 2005 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Tuesday, September 6, 2005
MINUTES**

Donna Logan, called the meeting to order at 5:35 pm.

I. OPENING BUSINESS

Board Members Present: Donna Logan, President; Carrie Rice, Vice-President; Ruth Apter, Secretary; Max Barnard, Brenda McMillan, Janet Welch, Susan Miller, Gale Wallis

Staff Present: Briar Kolp, Margarita Courney

Resource: Mary Ann Seward

Guests/Members: Jean Rough, Otto Smith, Rene' Tanner, Julie Jaman

Announcements: Donna will be out of town from October 4-13.

Carrie will be out of town from September 15 – October 24

Janet announced she might be going to New Orleans to help with the Hurricane Katrina relief efforts, but has nothing definite.

Agenda: The agenda was approved with the following additions to the assignments for the Board Development Committee:

- ◆ Schedule Completion of Strategic Planning Workshop
- ◆ Develop Board Annual Calendar

Member Comment: Rene' Tanner expressed his appreciation and thanked the Board for scheduling the time to look into how committees fall into a leadership structure of the co-op in general, and how they also may work well within Policy Governance, thank you for your commitment.

Affirmation Of Written Materials: Board members affirmed having read all written materials submitted in their packets.

Consent Agenda: The Consent Agenda was approved with the following corrections and changes:

Minutes – August 2 2005 Board Meeting - Approved with correction and language clarification to the following Consensus Decisions:

2005-08-01: Keep August 26th as a Strategic Planning Educational Session, open to the membership, the Board Development Committee will work on exact content of the meeting and develop a yearly calendar for the Board.

2005-08-03: When the GM next reports on B1, that she/he consolidate B1.2.2 with B1.10.1 as is rewritten in her June 2005 Report.

2005-08-04: Include the above criteria to stand for election to the Board, and include under Expectations in the Orientation Book, which were not clarified before.

2005-08-05: Place B Reports from GM on Consent Agenda, with removal/adjustment of information defined by GM as proprietary. Disclosure of the removed/adjusted items will be discussed during Executive Session. Effective September 2005.

Section F - Survey Report. Delete the word “dues” after Capital Investment.

August Member Correspondence. Approved with the removal of two letters from Donna, which should not have been included.

Monitoring Report D7. Approved with the removal of #3 & #4 from D7.3.1, both should be credited to Operations, not the Board.

Monitoring Report B4 – Financial Condition. Briar asked that the second paragraph in B4.4 read: *No expenditures have been made this quarter that materially deviate from the Board policies or Ends policies.*

Monitoring Report B4 approved with deletion to B4.4 as listed above.

Monitoring Report B9 - Membership. Removed for discussion.

August 10 BDC Meeting Report. Correct Mary Ann’s last name, SEWARD.

CCMA 2005 Report. Rescheduled for the October meeting.

II. BOARD DISCUSSION/DECISIONS

S. Confirmation of date changes for Monitoring of Ends (A Policies)

Consensus Decision 2005-09-01. Ends Policies (A), will be monitored/reported in April.

T. Monitoring Report B9-Membership

The monitoring report was discussed, with some Board members feeling parts of the report should note partial compliance rather than full compliance. In question were sections B9.1, B9.3, B9.4, and how the reports should be written in order to satisfy the Board.

Consensus Decision, one abstention (Janet) 2005-09-02. Monitoring Report B9-Membership, accepted as written; however, the Board will to revise the policy.

U. Policy Proposal, Requirements to Stand for BOD Nomination

Max will bring a Policy Proposal to the October Board Meeting.

V. Board Only Labeled Correspondence Proposal

Ruth submitted a statement to be included with each member correspondence received; however, there were concerns with the language. Ruth will rewrite the verbiage that should accompany correspondence received, and resubmit to the Board at the October Board Meeting.

W. Discussion, How Board & Operations relate in Education & Outreach

The Board Development Committee will develop a proposal and present to the Board at a later time.

X. Assignments to Board Development Committee

- Prioritize Parking Lot Items for Approval
- Develop 2006 Board Budget, due to Sally Lovell by end of September 2005
- Plan how Nominating & Election Committees will work together
- Schedule completion of the Strategic Planning Workshop
- Develop a Board Annual Calendar

Y. Feedback from Member Attendees at Board Meetings

Donna introduced a new form for members, attending the regular Board Meetings, to be able to comment on the process. Forms were placed at the tables where members sit during the meetings and encouraged to fill out with their comments to the Board.

Z. Proposal, Clarification of Mary Ann Seward's Role

Donna gave a verbal report on how meetings would be handled. Donna will sit at the head of the table, Mary Ann will sit at the table as a resource person, all Board members will help with point of order.

AA. Assign Monitoring Reports D2 and D3 for October

Max will do Report D2; Gale will do Report D3, both due in October.

BB. Wisdom Council Budget Decision

Jean Rough addressed the Board with concerns for holding the 4th Wisdom Council later this year. The budget is down to \$40, some past facilitators are not available, and holiday time may be a difficult time to try to put another council together. She asked that the 4th WC be cancelled, with perhaps a recap meeting of the three previous council participants, conveners and facilitators.

Consensus Decision 2005-09-03. Release The Center for Democracy from holding a 4th Wisdom Council.

CC. Board Member Request for Documents

The requested documents from Board Members will be gathered by Briar and Sally, and will be presented to the Board at the next meeting in Executive Session.

VI. MEMBER LINKAGE

G. Member Relations Committee Assignments.

The Member Relations Committee was assigned to work with Operations on the We Own It! Celebration which will be held September 15, 2005 to celebrate the purchase of the co-op building. Chair of the MRC, Brenda McMillan, was asked to meet with the chair of the Board Development Committee to develop a budget for 2006.

Consensus Decision 2005-09-04. All Committees will submit a 2006 Budget to the Board Development Committee by October 10, 2005.

H. Prepare Board Budget for Events.

The development of a Board budget for events was assigned to the Board Development Committee.

I. Survey Committee Proposal.

There was a discussion regarding the member survey. Janet would like to halt the efforts to do a survey and use other techniques to receive feedback from the membership. Susan feels a survey is necessary, according to Policy D7. Carrie would like the Committee to look at the purpose of a survey and report back to the Board in October. Max proposed moving forward with the Pulse Survey.

Consensus Decision, minus one abstention (Janet) 2005-09-05. Go forward with Pulse survey.

Janet resigned as Chair and member of the Survey Committee. The Board President will need to appoint a new Chair for the Committee.

J. Committee Project Proposal.

Janet will submit a Committee Project Proposal to the Board at the October Board Meeting.

K. Choose Topic for BOD/Member Meeting September 20, 2005

The September 20, 2005 BOD/Member Meeting will again focus on Committees, and the structure, policies and procedures of how Committees function.

Consensus Decision 2005-09-06. The September 20, 2005 BOD/Member Meeting will focus on Committees and the structure, policies and procedures of how Committees function.

IV. CONFIRM DATES OF NEXT BOARD MEETING & OTHER DATES

Meeting dates were set and agreed upon as follows:

☀ September 15 – We Own It! Celebration, 6:00 – 9:00 pm, Co-op Courtyard, store closed at 6:00 pm

☀ September 18 – Annual Employee Picnic 12 - 6:00 pm, Ft Worden State Park, store closed all day

☀ September 20 – Second Monthly Board Meeting, 5:00 pm – 8:30 pm, Co-op Annex

☀ October 14 –Regular Monthly Board Meeting, **9:00 am - Noon**, Co-op Annex

Y. BOARD SELF MONITORING OF MEETING PROCESS

Board members were asked to complete and return their evaluations to Mary Ann.

VI. ADJOURNMENT

The meeting adjourned at 9:00 pm.

BOARD PARKING LOT
Future Agenda Items to be Considered

- tt. Discuss JOE Program (Board Development Committee)
- uu. Membership Definition (By-Law change)
- vv. Determine Member Survey
- ww. Email Access
- xx. Board Compensation
- yy. Changes to Policy C 2.3 – Board-General Manager Relationship
- zz. Frequency of Board Meetings
- aaa. Assimilate input from Committees
- bbb. Being open and limitations of the Executive Session
- ccc. Add a Policy to add a Management Annual Review, having staff feedback
- ddd. Board Evaluation Process
- eee. Receive Meeting Minutes the Friday after the Meeting
- fff. Take Monitoring Reports out of Executive Session
- ggg. Discussion of Board Committee Set Up
- hhh. Discuss what constitutes “Board Only” Items
- iii. Discomfort in sending emails to Board members whose emails also go to their husbands/partner
- jjj. How to handle member correspondence
- kkk. Possible annual renewal for designated voter issue
- lll. Set up a Governance Committee to review D.1.3
- mmm. Decide whether to have Strategic Planning sessions open or closed to members (August Agenda)
- nnn. Criteria for standing for election to the Board (personal resources: phone, computer, transportation)
- ooo. Review monitoring schedule
- ppp. Assignment of Board Development Committee
- qqq. Policy Changes – B 4.7.2 and B 4.2.8
- rrr. Co-op Board purposes?
- sss. Review Policy D 7.4.1; appears to be a duplicate of B 9
- ttt. Policy B 9.1; look at being more specific
- uuu. Policy B 9.3
- vvv. What type of monitoring report will satisfy this Board?
- www. Board education from facilitator as consultant/resource to the Board
- xxx. Budget for mailing the newsletter
- yyy. Monitoring report procedures
- zzz. How Operations and Committees operate

Strategic Planning Issues

1. What can be done with the greater Co-op Community?
2. What are the timeline dates that we need to have to map out our plans?
3. How do Operations & Committees operate

OCTOBER 2005 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Tuesday, October 25, 2005
MINUTES**

Donna Logan, called the meeting to order at 9:30 am

I. OPENING BUSINESS

Board Members Present: Donna Logan, President; Carrie Rice, Vice-President; Ruth Apter, Secretary; Max Barnard, Janet Welch, Susan Miller, Gale Wallis

Board Members Absent: Brenda McMillan

Staff Present: Briar Kolp, Sally Lovell, Margarita Courney

Resource: Mary Ann Seward

Guests/Members: Julie Jaman

Announcements: Ruth mentioned Otto would not be able to attend the meeting due to personal reasons.

Donna asked to take a moment to remember the life of Rosa Parks, who died last night.

Board members took a moment to convey what they feel they bring to the Board table.

Agenda: The agenda was approved as submitted.

Member Comment: No member comment; however, Julie asked to be able to make a comment later in the meeting, if time permits Donna will approve time.

Affirmation Of Written Materials: Board members affirmed having read all written materials submitted in their packets. Board members were asked to read the Survey Committee Report which was not in the packet, but handed out at the start of the meeting.

Consent Agenda: The Consent Agenda was approved with the following changes:

Survey Committee Report – Added to packet, labeled 10a.

Board Development Committee Report – Report placed under D3-Board Agenda Planning, page 39-40, was actually continuation of the BDC Report, pages 11-14. Recommendation for approval of the Prioritized Parking Lot list, moved to Decisions/Discussion, if time permits will be considered or scheduled for November 1.

Member Correspondence – Letter from Max Barnard, marked “Board Only” was moved to Executive Session for discussion.

D2-Board Job Description Monitoring Report – Reassigned to Max for November.

Policy Governance Committee (PoGo) Report – Moved to Board Discussion/Decisions.

Real Estate Transactions regarding Building Purchase Request – Moved to Board Discussion/Decisions.

II. GENERAL MANAGER REPORT

The General Manager updated the Board on several issues:

1. The Co-op does have a lobbyist in DC named Steve Etko, who works for NOC and a variety of dairy coalitions.
2. The impact from Aldrich's re-opening, the co-op gained more than projected. The co-op is running a higher gross profit this year due to lower cost of goods from increase in volume.
3. The website continues to be developed, far from completion, but making great headway and currently relying on information from others to complete some of the areas.
4. An all-staff meeting was held this month, a guest speaker from PCC in Seattle was invited to great reviews from the staff.
5. Two storage sheds are being built and will be installed on the north side, which will greatly help our storage needs.
- 6.

II. BOARD DISCUSSION/DECISIONS

DD. Verbal CCMA Report by Max

Max reported on the past two CCMA's he has attended and the most important points brought out in those conferences:

- Simplify Policies
- Find a second data point for Monitoring Reports
- Board Compensation/Volunteer Pay Schedule
- Democracy can only begin at the Local Level
- Networking and the need to develop other Co-ops

EE. Survey Update

As of October 17, the survey was completed and post cards were mailed out. After the ending date of November 6th, we will send the paper surveys to Pulse. Pulse will then compile everything and give us a report with graphs and an executive summary. To date we have approximately 180 surveys that have been taken. Board members were encouraged to pass the word to friends, to take the survey. Mary Ann was thanked for her immeasurable contributions in putting the survey together on her own time.

FF. Date to Complete Strategic Planning & Monitoring Reports Training

Discussion centered on the reasons to continue and why and how the Board should utilize Strategic Planning. Donna proposed the completion of Strategic Planning & Monitor Report training, facilitated by Mary Ann Seward at the November 1, 2005 BOD Meeting. The BDC submitted a statement to the Board: "Deciding on an approach to Strategic Planning/Long Range Planning" as a topic for the Board and Briar Retreat.

Consensus Decision 2005-10-01. Complete the Strategic Planning & Monitor Report Training, to be facilitated by Mary Ann Seward, at the November 1, 2005 BOD Meeting. Time for training is

allowed by a meeting with a shorter agenda due to proximity of previous meeting. Cost will be \$100, and time allotted is 2 hours.

GG. Evaluation & Decisions

1. Time of Day for Board Meetings

Donna made a proposal to change the Board meeting times; however, Janet proposed to continue meeting in the evenings from 5:30-8:30 pm on the first Tuesday of the month. Max has a conflict with evening meetings, Susan prefers daytime meetings.

This issue was discussed and agreed upon at the July Board Meeting. Board meetings will be held the first Tuesday of each month, from 5:30–8:30 pm. Therefore, proposal was withdrawn.

2. BOD Dinners at Board Meetings

Donna proposed that the Board simple meals be discontinued as currently presented. This proposal relates to cost effectiveness. After discussion the proposal was withdrawn and a decision to keep cost at a minimum. Ruth volunteered to take care of the next simple meal for the Regular Board Meeting.

Janet moved to accept a budget, not to exceed \$50 per simple meal for the 1st Tuesday meeting, to begin at 5:00 pm.

Consensus Decision 2005-10-02. Simple meals for the Board's 1st Tuesday meetings will continue, cost not to exceed \$50 per meal.

3. Committee Project, Board/Member Meeting

Discussion was regarding how committees should function and make their presentations to the Board.

Janet volunteered to develop a format for use by committees to present to the Board their meeting minutes, which would indicate date of meeting, who was present, absent, and any proposals or recommendations to the Board.

Also discussed was whether to continue the third Tuesday Board/Member Meetings. Gale proposed that the Board continue for another three months, the third Tuesday meetings; seconded by Janet. Those dates being November 15; December 20; and January 17.

Facilitation, compensation and topic of meetings will be on the November 1st Regular Board meeting agenda.

Consensus Decision 2005-10-03. Third Tuesday Board/Member meetings will continue for three more months, meetings to be held 5:30-8:30 pm, with simple meals at 5:00 pm, simple meal budget not to exceed \$50. Topic for the third Tuesday meetings will be determined at the November 1st regular Board meeting.

HH. Revisions to Policy D5 – Board Members' Code of Conduct

Max submitted a proposal for Board Nomination, and unanimously approved as submitted, with correction to the numbers of the policies being added.

Consensus Decision 2005-10-04. Proposed changes to Requirements for Board Nomination approved as submitted.

II. Board Only Labeled Correspondence Proposal

Ruth submitted a revised statement to be included with each member correspondence. Janet moved proposal be accepted as written, and approval pending attorney's review; Donna seconded.

Consensus Decision 2005-10-05. Upon review and confirmation from attorney, Board will approve verbiage for member correspondence as submitted. Donna and GM will submit verbiage to attorney and acquire verbal response.

JJ. Set date for Team Building with GM and Board

Options for a meeting date with GM, Board and Katherine Baril were given, Monday, November 7; Friday, November 18; Monday, November 21. Katherine Baril will be contacted to see when she would be available. Meeting would last approximately 4 hours, 9:00 am – 1:00 pm.

Donna will contact Judy Alexander (to facilitate) and Katherine Baril (to speak), advise the Board and Briar by Thursday, October 27, the best time for all to meet.

KK. Revisions to Monitoring Report B4 - Financial Condition

Janet moved to accept the report as rewritten and submitted; Ruth seconded.

Consensus Decision 2005-10-06. Approve Monitoring Report B4 – Financial Condition as rewritten and submitted.

LL. Request for Real Estate Transactions regarding Building Purchase by Otto Smith

Gale proposed members be allowed access to the real estate documents regarding the building purchase at the annex office, for review only, not copies. Members requesting review would be required to submit their request and purpose for the request in writing; Donna seconded.

Consensus Decision 2005-10-07. The Board approved Otto Smith’s request to review real estate transaction documents and closing statements regarding the building purchase, including loan documents; for review only.

MM. Board Development Committee – Prioritization of Parking Lot

Gale proposed that the format submitted for presenting the parking lot list, be attached to all future agendas, this request does not assume that the prioritization submitted has been approved by the Board; Janet seconded.

Consensus Decision 2005-10-08. Board will use format for parking lot list as submitted, to be included with all future agenda packets. Prioritization will be discussed at a future Board meeting.

VII. MEMBER LINKAGE

L. Assign How Board & Operations Cooperate on Education/Outreach

Will be discussed at the November 1st regular Board meeting.

M. Assignment to Member Relations Committee

None at this time.

N. Assign Monitoring Report D4 – President’s Role

Janet agreed to write Monitoring Report D4 – President’s Role, with Donna assisting. Report will be submitted at the December Regular Board meeting.

IV. CONFIRM DATES OF NEXT BOARD MEETING & OTHER DATES

Meeting dates were set and agreed upon as follows:

- ☀ October 21 - November 6 – Co-op Member Survey
- ☀ November 1 – Regular Board Meeting, 5:30-8:30 pm, Co-op Annex
- ☀ November 15 – Board/Member Meeting, 5:30-8:30 pm, Co-op Annex
- ☀ November 7, 18 or 21 (*TBA*) – Board & Briar Meeting, 8:00am-12:00pm, Co-op Annex

Z. BOARD SELF MONITORING OF MEETING PROCESS

Susan asked that Board members not use specific Board member names when filling out the evaluation forms, but give general comments and opinions, if names are used, evaluations should not be included in the public packets, but put in the Board only packet. All agreed to keep meeting evaluations in “Board Only” packets and not include in the public packets.

Board members were asked to complete and return their evaluations to Mary Ann.

VI. ADJOURNMENT

The meeting adjourned at 1:00 pm

NOVEMBER 2005 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Tuesday, November 1, 2005
MINUTES**

Donna Logan, called the meeting to order at 5:30 pm

I. EDUCATIONAL SESSION by Mary Ann Seward

Board Members Present: Donna Logan, President; Carrie Rice, Vice-President; Ruth Apter, Secretary; Max Barnard, Janet Welch, Susan Miller, Gale Wallis

Board Members Absent: Brenda McMillan

Staff Present: Briar Kolp, Sally Lovell, Margarita Courney

Guests/Members: Bobby Jenusaitis

Educational Session: Mary Ann Seward resumed the training on Policy Governance and Strategic Planning from August, 2005. The Session lasted from 5:30 – 7:30 pm.

II. OPENING BUSINESS

The regular Board Meeting was called to order at 7:43 pm.

Board Members Present: Donna Logan, President; Carrie Rice, Vice-President; Ruth Apter, Secretary; Max Barnard, Janet Welch, Susan Miller, Gale Wallis

Board Members Absent: Brenda McMillan

Staff Present: Briar Kolp, Margarita Courney

Guests/Members: None

Announcements: None

Agenda: The agenda was approved as amended.

Briar asked to have the 15 minute GM Report period moved to Executive Session due to personnel issues to be discussed. All agreed.

Member Comment: None

Affirmation Of Written Materials: Max stated he had not read the materials in the packet, as he did not have sufficient time to read them. Board members affirmed having read all written materials submitted in their packets.

Consent Agenda: The Consent Agenda was approved with the following changes:

Minutes of October 25, 2005 Board Meeting – Section I. Request for Real Estate Transactions regarding Building Purchase by Otto Smith. Delete the second paragraph: “The

Board will grant permission for any member, who makes a request, to see all the related real estate documents for the purchase and through the closing of the purchase of the building, June 30, 2005. This does not include the loan documents. Request to view loan documents would need to include a purpose, and go to the Board for approval. This change would be included in the short list as currently written.” This item will be reviewed later and placed on the Parking Lot List.

II. BOARD DISCUSSION/DECISIONS

NN. Assignment – Policy Governance Committee (PoGo)

Proposal was made for the PoGo Committee draft the Election Committee Charter and submit the proposed draft charter to the December 6, 2005 Board meeting for approval. Janet moved to approve, Gale seconded, all agreed.

Consensus Decision 2005-11-01. The PoGo Committee will draft a charter for the Election Committee and submit the draft charter to the Board for approval at the December 6, 2005 Regular Board meeting.

OO. Assignment – Nomination Committee

The Nomination Committee has already been assigned; therefore, no assignment is necessary at this time.

PP.Appointment – General Manager Review Committee

Proposal submitted to set up the GM Review Committee. The Board President is Chair, according to policy, Susan was involved in this process last year and asked to be a part again, Gale was asked to be on the committee as she was involved with the hiring of a GM years ago and has numbers experience. This committee will review monitoring reports submitted by the GM for the previous year and will work on a compensation packet with an HR specialist. This falls under Policy C5 – Senior Team Leader Evaluation. Janet moved to approve the work proposed for this committee, Ruth seconded.

Consensus Decision 2005-11-02 Donna and Gale will prepare the draft of the summary evaluation for the GM.

QQ. Appointment – Election Committee Assignment and Chair

Carrie has agreed to chair the Election Committee. There were no issues to be approved.

RR. Review and approval of Prioritized Parking Lot List

Ruth suggested that a clear job description is needed for the outsourced scribe position, and the definition for the rest of what Margarita’s position will be handling in connection with the Board. Correction to the list, move #7 – “Plan how Nominating & Elections Committees will work together”, to the Tasks Completed section. Carrie moved to approve the prioritized parking lot list as modified, Janet seconded.

Consensus Decision 2005-11-03. Prioritized Parking Lot List accepted as modified.

SS. Topic for 3rd Tuesday Board/Member Meeting

Carrie suggested the topic be Membership Definition (#2 on the Prioritized Parking Lot List). Gale asked to be able to take an hour or so at the beginning of the 3rd Tuesday meeting to have a discussion about the purpose of the meeting. Janet moved to approve Membership Definition as the topic for the next 3rd Tuesday Board/Member meeting and to take the first 45 minutes for discussion on the purpose of the meetings, Carrie seconded.

Consensus Decision 2005-11-04. Topic of the next 3rd Tuesday Board/Member Meeting (11/15) will be Membership Definition, and the first 45 minutes will be reserved to discuss the purpose of the 3rd Tuesday meeting.

TT. Revision to Policy B5 – Asset Protection

Janet moved to accept the revision to Policy B5 – Asset Protection, as submitted, Ruth seconded.

Consensus Decision 2005-11-05. Approve Revision to Monitoring Report B5 – Asset Protection as submitted.

UU. Compensation for Dynamic Facilitation of 3rd Tuesday Meeting

Compensation for Aimee Cowf's facilitation of the 3rd Tuesday Board/Member meetings was discussed. Gale proposed that the compensation be \$80 (\$20/hour) for four hours' work, and no January bonus. Janet moved to accept Gale's proposal, Carrie seconded.

Consensus Decision 2005-11-06. Approve compensation for Aimee Cowf's dynamic facilitation of the 3rd Tuesday meetings to be \$80 per meeting, with no bonus in January.

VV. Board & Briar Meeting

After discussion the Board decided to postpone the Board & Briar meeting until the beginning of 2006. Donna will check the availability of Judy Alexander, to facilitate; and Katherine Baril, to attend.

VIII. EXECUTIVE SESSION

The Board and the GM went into Executive Session at 8:45 pm

IV. CONFIRM DATES OF NEXT BOARD MEETING & OTHER DATES

Meeting dates were set and agreed upon as follows:

☀ November 15 – Board/Member Meeting, "*Membership Definition*," 5:30-8:30 pm, Co-op Annex

☀ November 24 – Thanksgiving Day – **Store Closed**

☀ December 6 – Regular Board Meeting, 5:30-8:30 pm, Co-op Annex

☀ December 20 – Board/Member Meeting, 5:30-8:30 pm, Co-op Annex

☀ December 24 – Christmas Eve, **Store Closed at 7:00 pm**

☀ December 25 – Christmas Day, **Store Closed**

☀ December 31 – New Year's Eve, **Store Closed at 7:00 pm**

☀ January 1, 2006 – New Year's Day, **Regular Sunday Hours (9:00 am – 7:00 pm)**

AA. BOARD SELF MONITORING OF MEETING PROCESS

Board members were asked to complete and return their evaluations to Mary Ann.

VI. ADJOURNMENT

The meeting adjourned at 9:05 pm

DECEMBER 2005 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Tuesday, December 6, 2005
DRAFT MINUTES**

President Donna Logan called the meeting to order at 5:30 p.m..

I. OPENING BUSINESS

Board Members Present: Donna Logan, President; Carrie Rice, Vice-President; Ruth Apter, Secretary; Janet Welch, Gale Wallis, Brenda McMillan

Board Members Absent: Max Barnard (unexcused absence), Susan Miller

Staff Present: Briar Kolp, Sally Lovell, Margarita Courney

Scribe: Kate Pike, Brisa Services

Facilitator: Mary Ann Seward

Guests/Members: Otto Smith, Julie Jaman, Bobby Jenusaitis

Announcements:

- a) Reviewed Ground Rules, as adopted by the Port Townsend Peace Movement
- b) Introduction of scribe, Kate Pike, Brisa Services
- c) December 9, 2005 luncheon at Uptown Community Center, sponsored by Earth Day Every Day! program. Speaker will be Brian Weller, co-founder of Willits Economic Localization, sharing how Willits, a small town in Northern California, is opting for energy independence in the face of inevitable oil peak reality. Lunch is 11:45 a.m., at a cost of \$10. Presentation is free at 12:30 p.m. Call 385-2830 for luncheon reservations.

Agenda: The Agenda was approved with the following changes: Gale Wallis requested addition of a proposal, which will become No. 9 of Board Discussion. Donna updated "Confirm Date of Next Board Meeting & Other Dates" to reflect that, at the January 3, 2006 Regular Board Meeting, Katherine Baril, WSU, will be present to discuss farming and our contribution; and that at the January 9, 2006 Board & Briar Meeting, Judith Alexander will conduct a session on communication. Also, Member Linkage, with an addition of No. 3., Assign a Survey Committee, shall be taken up prior to the Executive Session. In Board Discussions, No. 4, HR Specialist to develop GM Compensation Package is deleted and No. 8 is to be Payment to Judith Alexander.

Member Comment: Julie Jaman proposes that the Board consider sponsoring, either singularly or with other organizations, a forum (possibly Friday, January 13, 2006 at the Community Center) to address a local agrarian economy growing a culture by planting our spirit; the organic way is accepted now and is widely available. The next leap has to do with local, sustainable entities coming up fast on the horizon; the expenses due to oil dependency, climate shifts, animal husbandry. Goals would be identified and attached. Purpose of such a forum is to further a democratic community involvement in the reality of what it takes to have local food sufficiency on a sustainable basis; to gain commitment from community; from co-op for specific steps; for ongoing education and to further the culture of an agrarian economy, including things like CFA's and purchasing trust lands and having pools of volunteers for projects on farm and integrating the farmer's market at the co-op. Would this Board have interest in looking further. sponsoring, yet not doing the work. Added to Agenda as No. 10..

Bobbie Jenusaitis questioned the need for the size of and amount of paper used in the packet for Board. as well as the need for facilitators for Board meetings.

Affirmation of Written Materials: Board members affirmed having read all written materials submitted in their packets.

Consent Agenda: The Consent Agenda was approved with the following changes:

Minutes on November 1, Board Meeting. Brenda questioned the Consensus Decision 2005-11-06, approving compensation for facilitator Aimee Cowf. Current Minutes to reflect that, while compensation was previously approved, the facilitator withdrew the contract.

Correspondence Conversation with Attorney. Gale questioned correspondence with attorney Patrick Irwin on the Recap of a Meeting on Member Correspondence to the Board and requested pull-out from the Consent Agenda. Moved to January Agenda.

Report D7-Relationship to Members. Carrie requested addressing Report D7, Relationship to Members, indicating non-approval. Moved to January Agenda.

Report D5-Board Members' Code of Conduct. Janet, pursuant to today's conversation, questioned a possible postponement of D5, Board Members' Code of Conduct, until after presentation by Judith Alexander. The President suggested approval as a report; however, she then did approval removal to the January Agenda.

Report B4-Financial Condition. B4, Financial Condition,

was moved to Board Discussion/Decisions for amendment of report.

Report CCMA. In the absence of reporting Board Member, there is no report.

Consensus Decision 2005-12-01

The Consent Agenda was approved as modified.

II. GENERAL MANAGER REPORT

Briar Kolp reported on the completed member survey. The next task is to have the committee reform and prepare a proposal for the January, 2006 Board meeting, to include method of information dissemination. Additionally, Briar reported on a meeting at Washington State University, December 2, with Katherine Baril, regarding local production and land use. There was representation by schools, the Land Trust, Shore Bank, farmers, the Co-op and Farmers Market, as well as alternative energy interests. Discussion ensued regarding the Co-op role in the community, with the Farmer's Market and regarding sustainability within our community. WSU brings outreach and relevant data from other communities.

III. BOARD DISCUSSION/DECISIONS

There was discussion regarding updating of the "Parking Lot"; it was determined to be the responsibility of the scribe.

1. Election Committee Draft Charter

As directed by Consensus Decision 2005-11-01, the PoGo Committee drafted a charter for the Election Committee; reported by Ruth.

Consensus Decision 2005-12-02

The Election Committee Charter was adopted with the following amendments: 1) handle any complaints about candidate behavior; 2) the committee's responsibility for educating members on voter eligibility; 3) verification of candidates meeting by-law requirements; and 4) approval process for what is mailed to the whole membership.

2. Set Number of Seats and Terms for Upcoming Election

The Proposal, stated by Carrie, is that the Board of Directors determine three three-year terms, open for the upcoming (2006) election

Consensus Decision 2005-12-03

The Board determined that there will be three three-year terms on this Board, open for the upcoming election.

3. Proposal - Election Timeline

Janet presented a proposal to shorten the election process for 2006 by asking the Board to nominate all persons who wish to apply, leaving the opportunity for interviews/questions on Candidates' Night and/or privately. Briar observed that, if someone insisted on using the petition process allowed by the by-laws, the timeline would have to be adjusted, since the by-laws were not revised.

Consensus Decision 2005-12-04

The Board commits to nominating all persons who apply to run for the 2006 Board election. 5-favor, 1-opposed with no block, passed, consensus minus one.

4. Proposal - HR Specialist to develop GM Compensation Package

Item moved to January Agenda. As a Point of Information, Donna expects to receive RFP's from several Human Resource Specialists.

5. Selection of CPA Firm for Audit

Proposal by Gale to accept the CPA firm of Froula & Glessing to do the financial review for the calendar year 2005.

Consensus Decision 2005-12-05

The Board elected to use the CPA firm Froula & Glessing for financial review for the calendar year 2005.

6. Select Topic for December 20 Third Tuesday Meeting

Proposal by Janet to adopt continuation of the topic "Defining Membership".

Consensus Decision 2005-12-06

The Board agreed to continue discussion of "Defining Membership" at the December 20, 2005 meeting.

7. D Monitoring Report Sign Up from BDC

Proposal by Janet to sign up for D Reports for the rest of the term.

Consensus Decision 2005-12-07

The Board agreed the D Reports, and C Reports for the rest of the term will be as follows:

January: D 6, Committee Principles, by Gale Wallis

February: D 1, Governing Style, by Carrie Rice

March: All C policies, by Brenda McMillan, with assistance from Susan Miller

April: D 8, Cost of Governance, by Donna Logan

8. Proposal for Payment of Judith Alexander

The Proposal is to make payment to Judith Alexander of \$250 for presentation on communication at the January 9, 2006 Board & Briar Meeting.

Consensus Decision 2005-12-08

The Board agreed to compensate Judith Alexander the amount of \$250 for presentation on communication at the January 9, 2005 Board & Briar Meeting.

Additionally, as a Note to Minutes, it was acknowledged that the offer for compensation to proposed facilitator Aimee Cowf of \$80 per meeting was rejected.

At 7:35 p.m. the Board recessed for a 10-minute break. The meeting resumed at 7:45 p.m.

The General Manager had some clarification concerning the **B 4, Financial Condition, Report**, specifically with regard to **B4.10. Fail to maintain adequate financial record keeping systems or fail to disclose to the Board any material changes in accounting systems or methods**. This section should now read:

Report: I report compliance. I interpret this policy to mean that financial records must be current and that any significant changes in accounting methods must be reported.

There were no material changes in our accounting systems or record keeping systems. These include our RSP system, Businessworks, Excel spreadsheets and quarterly physical inventory.

Consensus Decision 2005-12-09

The Board accepts this Monitoring Report B4 as amended

9. Proposal by Gale Wallis

Gale proposed to give to the General Manager, at a minimum, the same bonus that GM feels is deserved by Co-op managers.

As evaluation of the General Manager occurs in January, it was determined to address this again at that time.

10. Proposal by Julie Jaman

After discussion by the Board, which was favorable, Julie is invited to prepare and take this proposal to MRC (Member Relations Committee).

11. Attorney Correspondence

Concerning the recap of a meeting with Patrick Irwin, legal counsel, on Member Correspondence to the Board, it was determined that the report submitted will be rewritten for clarity. It will be resubmitted on the January agenda.

IV. MEMBER LINKAGE

1. Assign MRC to develop a procedure for the Board of Directors to submit information to the website and/or newsletter.

Donna suggested delegating this assignment to the Member Relations Committee.

2. Assignment - Monitoring D6 - Committee Principles previously handled.

3. Assign a Survey Committee: Read survey report, propose what and with whom to share survey information.

The Regular Meeting Agenda was completed at 8:30 p.m. The Board then recessed to Executive Session to discuss matters of personnel.

V. EXECUTIVE SESSION

Consensus Decision 2005-12-10

The Board accepts Monitoring Report B2, Compensation and Benefits.

VI. CONFIRM DATES OF NEXT BOARD MEETING & OTHER DATES

Meeting dates were set and agreed upon as follows:

December 20 – Board/Member Meeting, 5:30-8:30 p.m., Co-op Annex

December 24 – Christmas Eve, **Store Closed at 7:00 p.m.**

December 25 – Christmas Day, **Store Closed**

December 31 – New Year's Eve, **Store Closed at 7:00 p.m.**

January 1, 2006 – New Year's Day, **Regular Sunday Hours (9:00 am – 7:00 p.m.)**

January 3, 2006 - Board Meeting, 5:30 - 8:30 p.m., Co-op Annex, Katherine Baril, WSU, presentation

January 9, - Board and Briar Meeting, 9:00 - 11:00 a.m., Co-op Annex, Board only, Judith Alexander presentation

VII. BOARD SELF MONITORING OF MEETING PROCESS

Board members were asked to complete and return their evaluations to Mary Ann.

VIII. ADJOURNMENT

The meeting adjourned at 9:00 p.m.

**FOOD COOP BOARD/MEMBER MEETING
DEFINING MEMBERSHIP
DECEMBER 20, 2005**

MINUTES

Board Members Present: Donna, Carrie, Gale, Ruth, Brenda, Janet

Board Members Absent: Susan (excused), Max (unexcused)

Guests: Bobbie Jenusaitis, Larry Lawson

Discussion:

The discussion continued from the 11/14 meeting where issues about minimum age had been agreed upon but there were still issues to be resolved regarding senior membership and active member definition.

Senior Membership:

Based on the agreement from the last meeting that all present preferred to eliminate the non-voting class of member, there was agreement to stop, as soon as possible, issuing new senior memberships. Gale said that this was an operations issue so Donna delegated her the authority to communicate to the Manager the preference of the Board that operations make this change ASAP.

Gale also said that operational policy has been to allow any shopper over the age of 60 to enjoy member pricing. All present agreed to having operations change that policy ASAP. This will also be handled by Gale.

The discussion then centered on what to do with existing senior members. Options considered were phasing the privilege out over time and grandfathering the privilege. The group was evenly split between the two options. The agreement reached by all was to take this approach:

1. educate senior members about the 'shopping pass/non voting' aspect of their membership
2. encourage them to become active members by paying the \$2 CI
3. allow them to continue to get member prices for a year
4. a year hence the Board will re-visit the option of phasing out the privilege

*** did we also discuss putting this on the ballot???? I didn't write it down...

Defining Active Member (for Purposes of Voting):

Larry explained that there was a confusion in the last election that people who got ballots (who were eligible to vote one particular month) might not be eligible to vote the following month, e.g. there were separate lists for ballot mailing and ballot validating.

The agreement among all present was that it was desirable to send ballots to more, rather than fewer, members and that the current situation of having to be active in one particular month did not do that. The group embraced Gale's suggestion that ballots be sent to all members who have been active *at any time* in the 3 months prior to the mailing of the ballots. This would be coupled with a clear message with the ballot to the effect 'Just 'cause you got this ballot doesn't mean you are eligible to vote--pay up for the month of the election'.

The group also clarified that there is nothing in the bylaws which requires the 'designated owner' to be the person who casts a vote in an election. Recognizing that the bylaws do limit each membership number to one vote, it was agreed that if one ballot were cast for a given number, it would be considered valid regardless of whether it was cast by the designated owner or the member of the household. If two ballots are returned, the one cast by the designated owner would be the one counted, and if there were no designated owner, the first one opened would be the one counted.

The group returned to the topic of annual renewal (for recordkeeping purposes, not tied to CI payment---at this time). The reasons for annual renewal are as follows:

- * update mailing addresses
- * provide a format for asking questions such as interest in receiving email notices, volunteering, etc
- * eliminate the gray area of lifetime non-shopping members who may be dead or gone
- * create a timeframe to provide for return of CI in the case of disappearing lifetime members
- * create a valid number of members which would be used to determine quorum, percentages of members, etc

The group agreed that the renewal should be tied to shopping (so shoppers have more of a say in the governance than people who have stopped shopping), and so the renewal would occur in store rather than mailed out. There were concerns about streamlining the process and the Board will need to work with operations to work out the details of how it would be done at the Member Relations desk.

Unresolved issue: is renewal mandatory? if it is, how to make it painless?

Minutes taken and submitted by Janet Welch