

JANUARY 2006 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2482 Washington Street
Tuesday, January 3, 2006
MINUTES**

President Donna Logan called the meeting to order at 5:35 p.m..

Katherine Baril, Washington State University Jefferson County Extension Director addressed the Board regarding the history of cooperative extensions both in the U.S. and in the State of Washington, as well as the importance of collaboration between the Co-op, the local Farmer's Market, WSU and local farming.

I. OPENING BUSINESS

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

Board Members Absent: None

Staff Present: Briar Kolp, Sally Lovell, Margarita Courney

Scribe: Kate Pike, Brisa Services

Facilitator: Mary Ann Seward

Guests/Members: Julie Jaman

- Announcements:**
- a) Ground Rules: written format forthcoming.
 - b) Earth Day Every Day, with Jefferson Energy Center (JEC), is sponsoring another brown bag lunch, to address moving toward independent energy sources, January 13 at 12:00 noon at the Port Townsend Community Center.
 - c) January 9, 9:00 to 11:00 a.m. Trust and Communication session with Judith Alexander at the annex.
 - d) January 25, 7:00 p.m., Northwest Earth Institute is offering a free introduction to a course called "Traces for Sustainable Living", here at the annex.
 - e) Deadline for the Commons Newsletter submissions is February 3.
 - f) The President reminded finishing business,

particularly submitting evaluations prior to leaving a meeting, as well as each member submitting a short (one-to-two paragraph) biography to staff (Margarita or Deborah).

g) Minutes to be submitted by scribe to President for review within one week; the President to disperse to Board for comments; Members to send back to President.

Agenda: The Agenda was approved with the following changes: Add Survey report Proposal under Board Discussion/Decisions; add Third Tuesday Proposals (to include setting a topic for the Next Third Tuesday meeting) under Board Discussion/Decisions; and add D7, Board Self-Monitoring Report to Executive Session.

Member Comment: Julie Jaman commented on what she considers poor use of volunteers at the Co-op.

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: December 20, 2005 Third Tuesday Board Meeting removed; Report: Correspondence Summary from Attorney removed; Report: Suggested Amendments to D2, Board Job Description, and Proposal: Compensation for Board of Directors moved to February Regular agenda. Reports: General Manager Compensation Package, December Correspondence, PoGo (Policy Governance) Committee, Survey Committee, and Committee Principles were removed. Member Relations Committee Minutes added to Board Discussion/Decisions.

Janet moved, Gale seconded, carried unanimously to approve the agenda as modified.

Consensus Decision 2006-01-01

The Consent Agenda was approved as modified.

II. GENERAL MANAGER REPORT

Briar Kolp reported on a successful 2005, expressing appreciation for the Food Co-op staff, particularly during the holiday season. Additionally, she presented a schematic of the store, indicating the known overcrowding and urging the Board begin consideration of remodeling issues.

At 7:20 p.m. the Board recessed for a 10-minute break. The meeting resumed at 7:30 p.m.

III. BOARD DISCUSSION/DECISIONS

1. **B2 - Compensation and Benefits, General Manager**

As discussion occurred at the December 6, 2005 Regular Meeting Executive Session, and Minutes of that meeting reflect that the Board accepted Monitoring Report B2, Compensation and Benefits, no further action is indicated.

2. **Assignments by Board President**

a. Annual Meeting/Election Timeline by Board Development Committee (BDC)
On behalf of the Board Development Committee, Gale Wallis presented three options for timing of the Annual Meeting: Option A: hold annual meeting and candidates' night together; Option B: hold annual meeting, candidates' night and election kickoff together; and Option C: hold annual meeting after the election. After discussion and polling of the Board, on a Motion by Janet, a Second by Donna and unanimous carry, Option B, hold annual meeting, candidates' night and election kickoff together was chosen, with a date set of Wednesday evening, June 14, 2006. "Election Kickoff" means that the first ballots can be completed and submitted at the Annual Meeting.

Consensus Decision: 2006-01-02

The Port Townsend Food Co-op Annual Meeting, Candidates' Night and Election and Voting Kickoff will be held in the evening on Wednesday, June 14, 2006.

b. Staff Election Committee Liaison to be appointed by General Manager.
The General Manager appointed Margarita Courney as staff election committee liaison, with back-up support from Sally Lovell.

3. **Procedure for notification of Committee Meetings (D6.5)**

The President proposed a procedure to inform members of upcoming meetings; Gale Wallis will re-write the proposal and present at the February 7, 2006 meeting.

4. **Report due dates to coincide with Agenda Planning Meetings (D3.2.4)**

To allow ample time for Board packet distribution and reading and to avoid two meetings on the same day, the President proposed future Agenda Planning Meetings to be January 24, February 22, March 22, and April 19 for the Regular Meeting following each of those dates.

Consensus Decision: 2006-01-03

Agenda Planning Meetings will be January 24, February 22, March 22, and April

19, 2006 for the Regular Meetings following each of those dates.

5. Member Correspondence with opinion from attorney (D3.3.3, D3.3.4)

Janet Welch proposed that a draft response to correspondence be presented at a Board Meeting for approval by the Board. The President clarified that the Secretary would present such a draft response with the correspondence received, with the letters in Board packets for the subsequent month's meeting.

Consensus Decision: 2006-01-03

The Secretary will review the correspondence and bring the draft response to the Board for the Board's review and approval. This will all be placed in the "Board Only" section of the packet until that response has been approved by the Board and those responses will then become addenda to the minutes of the Meeting.

6. Survey Committee Report Proposal

Janet Welch moved, Carrie Rice seconded and carried unanimously to accept the proposal of the Survey Committee which is: After review of the Pulse Survey analysis and determining useful and appropriate information for members, share questionnaire, data table and comment section, introduction, methodology, data tables, open-ended text responses via website, store bulletin board and the Co-op Common Newsletter. How the work is to be distributed should be taken up at the February Regular Meeting.

Consensus Decision: 2006-01-04

After review of the Pulse Survey analysis and determining useful and appropriate information for members, the Board will share the questionnaire, data table and comment section, introduction, methodology, and data tables by way of the Co-op website, the Co-op store bulletin board and the Co-op Common Newsletter.

7. Third Tuesday Proposal

Brenda moved, Max seconded that the Third Tuesday meetings continue for six months. After extensive discussion, it was determined that the Agenda for the next Third Tuesday meeting will be election timeline.

Consensus Decision: 2006-01-05

The Third Tuesday meetings will continue for six months. The Agenda item for the next Third Tuesday meeting is discussion of the election timeline.

8. Member Relation Committee

It was determined that the Minutes of this committee will be written to reflect that the Member Relation Committee will develop a proposal to bring back to the Board with regard to an idea of Julie Jaman's for an educational community meeting on sustainability.

IV. MEMBER LINKAGE

1. Assignment: Post Board Meetings in The Leader's Community Calendar - Max Barnard

2. Assignment: Strategic Planning Session - Meeting of the Board Development Committee (BDC), January 11 to look at appropriate data and date in consideration of strategic planning.

The Regular Meeting Agenda was completed at 8:50 p.m. The Board then recessed to Executive Session to discuss matters of financial planning, real estate and board conduct.

V. EXECUTIVE SESSION

Consensus Decision: 2006-01-06

The Board agreed to have Briar select a project team to develop a preliminary design and preliminary budget, and bring conceptual drawings back to the Board of Directors.

VI. CONFIRM DATES OF NEXT BOARD MEETING & OTHER DATES

Meeting dates were set and agreed upon as follows:

- January 9: Board and Briar Meeting, 9:00 - 11:00 a.m., Co-op Annex, Board only, Judith Alexander presentation
- January 17: Board/member Meeting, 5:00 - 8:30 p.m., Co-op Annex
- January 24: Agenda Planning, 9:00 - 11:00 a.m., Co-op Annex. All reports due to Margarita on this date.
- February 7: Regular Board Meeting, 5:00 - 9:00 p.m., Co-op Annex
- February 22: Agenda Planning, 1:00 - 3:00 p.m., Co-op Annex
- March 22: Agenda Planning, 1:00 - 3:00 p.m., Co-op Annex
- April 19: Agenda Planning, 1:00 - 3:00 p.m., Co-op Annex

VII. BOARD SELF MONITORING OF MEETING PROCESS

- * Evaluation of January 3, 2006 Board Meeting
 - * Feedback from Meeting Attendees
- Board members were asked to complete and return their evaluations to Mary Ann.

VIII. ADJOURNMENT

The meeting adjourned at 9:35 p.m.

FEBRUARY 2006 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Tuesday, February 7, 2006
MINUTES**

President Donna Logan called the meeting to order at 5:35 p.m..

OPENING BUSINESS

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

Board Members Absent: Brenda McMillan

Staff Present: Briar Kolp, Sally Lovell, Margarita Courney

Scribe: Kate Pike, Brisa Services

Facilitator: Mary Ann Seward

Guests/Members: Julie Jaman

Announcements:

- a) Note Ground Rules: posted.
- b) Earth Day Every Day, with Jefferson Energy Center (JEC), is sponsoring another brown bag lunch, to address developing sustainable energy practices in Port Townsend, February 27 at 11:30 a.m. at the Port Townsend Community Center.
- c) February 22, 2006, new date, 1:00 p.m. new time, Food Co-op Board Agenda meeting. All reports to be to Margarita by 9:00 a.m., February 22 (or a request to report in April)

Agenda: The Agenda was approved with the following changes:

Length of Executive Session to be 1 hour; add consideration of December 20, 2005 Third Tuesday Board Meeting as No. 5 under Minutes in the Consent Agenda; under BOARD DISCUSSION/DECISIONS, Reassign Board Development Committee, to give date options for Strategic Planning preparation removed to March Regular Meeting; and under PROPOSALS, No. 4, Monitoring Report Process moved to March Regular Meeting.

Member Comment: There were none.

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

There was lengthy discussion regarding clarification of the relationship of the Board and staff.

MOTION: By Carrie Rice, Second by Max Barnard, failed for lack of vote, to adjourn this meeting by 9:00 p.m.

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

Minutes: January 3, correct spelling error (Deborah) and Consensus Decision numbers; January 12, pulled for future consideration; January 17, and December 20, 2005 pulled to DISCUSSION. Reports No, 3, Monitoring D5-Board Members' Code of Conduct, and No. 4, Monitoring D1-Board Governing Style, moved to DISCUSSION; No. 5, Policy D1-Board Governing Style, Recommendation for Revision, NO. 6, Monitoring D6-Board Committee Principles, No.11, Rewrite, Notification of Committee Meetings, and No.12, Policy Typographical Correction to D6.3, to PROPOSALS.

MOTION by Janet, Second by Susan, carried unanimously to approve the consent agenda as modified.

Consensus Decision 2006-02-01

The Consent Agenda was approved as modified.

GENERAL MANAGER REPORT

Briar Kolp requested that the EXECUTIVE SESSION be extended to one hour.

BOARD DISCUSSION/DECISIONS

None

PROPOSALS

1. Election Issues

a. By-Law Schedule Change. Janet Welch presented the proposal to eliminate "Prior to each annual meeting of membership..."

MOTION By Janet, Second by Carrie, carried by consensus to post the By-Law

Change Proposal for discussion at the March meeting. Staff will post.

Consensus Decision 2006-02-02

The Board agreed staff will post the By-Law Change Proposal for discussion at the March meeting.

b. Third Tuesday Update.

MOTION By Janet, Second by Carrie, carried by consensus to change By-Law Article 2, Section 1, to state, "membership in the Food Co-op open to all natural persons 14 years of age or older."

Consensus Decision 2006-02-03

The Board agreed to initiate a By-Law change to Article 2, Section 1, to allow membership in the Food Co-op open to all natural persons 14 years of age or older. Staff to write up rationale for this change and present it to the Board.

MOTION By Janet to move for the Board to direct operations to present a proposal for a process of annual renewal of all members was withdrawn after discussion. Staff will prepare a status report of a potential operations task force to address annual renewal.

MOTION By Janet, Second by Carrie, carried by consensus that ballots be mailed to all members who have been active at any time in the three months preceding the mailing of the ballots.

Consensus Decision 2006-02-04

The Board agreed that, ballots will be mailed to all members who have been active at any time in the three months preceding the mailing of the ballots.

Consensus Decision 2006-02-05

The Board also agreed for the 2006 election, if one ballot is cast under a given membership number, it shall be considered valid; if more than one ballot is cast under a given membership number, the following process shall be used: a) if there is a designated owner who has cast a ballot, that ballot shall be valid and all others shall be invalid; and b) if there is not a designated owner, the first ballot opened shall be valid and all others shall be invalid.

Membership issues around Seniors moved to the Parking Lot.

At 7:25 p.m., the Board recessed and returned at 7:35 p.m. The Board President and the meeting facilitator were to prioritize the remainder of the Agenda.

c. Timeline

MOTION By Gale, Second by Susan and carried by consensus that the proposed 2006 Election Timeline be approved, as modified, that Candidates by Petition also have a deadline for submission of April 7.

Consensus Decision 2006-02-06

The Board agreed that the scheduled dates for the election process are as follows:

- **March 17 - April 7:** Board candidates may pick up applications at the Member Services Desk. Candidates, including candidates filing by petition, have until April 7 to submit their statement and photos electronically to the Board.
- **April 7 - 14:** The Election Committee and Operations staff will prepare candidates' statements and photos and post them in the store.

- **April 14 - May 5:** The Election Committee and Operations will prepare the voter pamphlet and obtain approval from the Board before addressing and mailing. The Annual General Meeting announcement will be included in this mailing.
- **May 5:** Voter pamphlets, ballots, envelopes and the AGM announcement will be sent to the printer.
- **May 26:** Ballots should be in the members' possession.
- **June 14:** Candidates Night, Annual General Meeting and the start of the election.
- **June 27:** Last day to vote.

d. Candidate Questions

Consensus Decision 2006-02-07

The Board agreed the four questions/statements presented to candidates:

1. Describe any area of experience, expertise and interest which you can contribute to the Board.
2. If elected, what would you hope to learn, accomplish or change?
3. What is the role of the member in the Food Co-op?
4. What is your understanding of the Board's fiduciary responsibility?

The Board agreed that the following statement be written as a heading preceding the questions: *"The Food Co-op is a nine million dollar corporation with ninety employees and approximately 3,800 members eligible to vote."*

2. Food Security Forum, Member Relations Committee

The Member Relations Committee seeks Board approval to present a community conversation on "Food Security".

MOTION By Ruth, Second by Janet, carried by consensus, to accept the proposal from the Member Relations Committee to sponsor a "Food Security" forum, to be held on March 3, 2006, approved with a budget not to exceed \$200.

Consensus Decision 2006-02-08

The Board agreed to sponsor the forum on "Food Security" approved with a budget not to exceed \$200.

3. Member Correspondence

Moved to February 21, 2006 Agenda

4. Rewrite Notification of Committee Meetings

Consensus Decision 2006-02-09

The Board agreed that the Committee Meeting Notification Procedure of January 27, 2006 be accepted.

5. Policy Typographical Correction to D6.3

MOTION By Gale, Second by Susan, carried by consensus, to accept the policy correction.

Consensus Decision 2006-02-10

The Board agreed to accept the policy correction of typographical error to D6.3.

The remainder of this Agenda was deferred to the February 21, 2006 Board Meeting.

The Regular Meeting Agenda was completed at 8:00 p.m. The Board then recessed to Executive Session to discuss matters of proprietary portions of B reports, summary evaluation, D7-Relationship to Members, and real estate.

Consensus Decision 2006-12-11

The Board agreed by consensus to not have the General Manager investigate the real estate opportunity discussed in Executive Session.

UPCOMING MEETINGS AND EVENTS

February 13: Trust & Communication with Judy Alexander, 9:00-11:00 a.m., Co-op Annex

February 21: Third Tuesday Board Meeting, 5:30 p.m., Co-op Annex

February 22: Agenda Planning, 1:00 - 3:00 p.m., Co-op Annex

March 5: Co-op All Staff Meeting 7:00-10:00 a.m., PT Yacht Club (store opens: 10:00 a.m.)

March 7: Regular Board Meeting, 5:00 p.m.

March 22: Agenda Planning, 1:00 - 3:00 p.m., Co-op Annex

April 19: Agenda Planning, 1:00 - 3:00 p.m., Co-op Annex

BOARD SELF MONITORING OF MEETING PROCESS

* Evaluation of February 7, 2006 Board Meeting

* Feedback from Meeting Attendees

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

ADJOURNMENT

The meeting adjourned at 9:30 p.m.

MARCH 2006 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Tuesday, March 7, 2006
MINUTES**

President Donna Logan called the meeting to order at 5:35 p.m. It is noted that the Board met in Executive Session prior to this Regular Board Meeting.

OPENING BUSINESS

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

Board Members Absent: Carrie Rice

Staff Present: Briar Kolp, Sally Lovell, Margarita Courney

Scribe: Kate Pike, Brisa Services

Facilitator: Mary Ann Seward

Guests/Members: Bobby Jenusaitis

Announcements: Note Ground Rules: posted.

Agenda: The Agenda was approved as submitted.

Member Comment: Bobby Jenusaitis expressed appreciation for the work of the Food Co-op Board and commented on his concerns about business practices of some corporations from whom the Co-op purchases, and his wish to exert pressure to eliminate some of those practices,

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

Consent Agenda: No Consent Agenda

GENERAL MANAGER REPORT

- 1) Briar Kolp announced the opening of Mt. Townsend Creamery, a cheese factory in Port Townsend, who is looking for support, investors and other.
- 2) During the month of March, employee surveys will be conducted.
- 3) April is the Food Co-op anniversary month. Member Appreciation Day will be April 12.
- 4) EarthDay EveryDay! which the Food Co-op co-sponsors, will be April 21-23. David Korten will speak at Chimacum High School, he is the author of "The Great Turning: From Empire to Earth Community" and other books, his

presentation will be on Friday, April 21.

- 5) The Food Co-op, along with others, is sponsoring a presentation by Michael Shuman, author of "Going Local: Creating Self Reliant Communities in a Global Age" about self-reliance at the local level, and will speak on April 10 or 11.
- 6) Electric Vehicle Fair is April 15, and will be set up on the south side of the Co-op.
- 7) Co-op sales are up from last year, but down from budget; staff will look at different departments.

BOARD DISCUSSION/DECISIONS

1. Survey Committee Update

Max presented to the Board the update he prepared ~~with Susan~~ concerning the current member survey. The majority of comments were positive, with a very few concerning prices, selection issues and lack of space. Max noted that the excellent service to membership by the General Manager and staff contributed to the overwhelmingly positive member response. It was suggested staff post survey comments and the summary on the bulletin board and on the webpage.

MOTION: By Janet, Second by Brenda, carried unanimously, to post a copy of the book of comments on the bulletin board, with the executive summary and conclusions removed, and with Max's summary included.

Consensus Decision 2006-03-01

The Board agreed to post a copy of the book of comments, with the executive summary and conclusions removed, and with Max's summary included, on the bulletin board.

2. Revisit Consensus Decision 2006-01-05 to correct Survey Committee Decision

Regarding Consensus Decision 2006-01-05 of January 3, 2006, on a MOTION by Gale Wallis, a Second by Janet Welch and a unanimous carry, the words "open ended test responses and" are to be replaced with "a summary of".

Consensus Decision 2006-03-02

The Board agreed that the words "open ended test responses and" are to be replaced with "a summary of" in Consensus Decision 2006-01-05.

3. MRC Minutes: December 2005, January 2006 and February 10, 2006

Regarding the Member Relations Committee Minutes of December 15, 2005, it was requested that No's 3, 4 and 5 be re-worded as questions, as action takes the entire Board. Additionally, it was noted that, in committee reports of minutes, it be made clear that discussions are without decisions, and any request for a decision by the Board be submitted at the end of the Minutes, in **bold** lettering; and if no decision is requested, that also be made clear.

Concerning the February 10, 2006 Member Relations Committee Minutes, Donna noted two Options for the location of the Annual General Meeting/Meet the Candidates/Election Kickoff evening (June 14). After discussion, Option A, location to be the Port Townsend Community Center (uptown) was preferred.

Consensus Decision 2006-03-03

The Board agreed that the Annual General Meeting/Meet the Candidates/Election Kickoff evening of June 14, 2006 is to be held at the Port Townsend Community Center.

4. February 7, 2006 Board Regular Meeting Minutes

MOTION: By Janet, Second by Gale, carried unanimously to approve the February 7, 2006 Regular Meeting Minutes.

Consensus Decision 2006-03-04

The Board agreed to approve the February 7, 2006 Board Regular Meeting

Minutes.

5. *January 17, 2006 Third Tuesday Minutes – Correction*

After discussion regarding factual accuracy of candidate statements, it was determined that the Election Committee will be responsible for communicating with candidates regarding the accuracy of facts and ethics, and that the January 17, 2006 Third Tuesday Minutes stand as submitted.

Consensus Decision 2006-03-05

The Board agreed that the Election Committee will be responsible for communicating with candidates regarding the accuracy of facts and ethics.

6. *Election Committee Minutes: February 8 and 15, 2006 with Proposals*

MOTION: By Janet, Second by Susan, carried unanimously to accept the Minutes of February 8 and February 15 Election Committee as submitted, then move into discussion about the proposals.

Regarding the February 8 Minutes item, "Review of tasks and those responsible", a question arose on size of photos, method of transmission, and the size of the poster conforming with Board action of January 17 allowing "the biography submitted.....limited to an 8-11/2 x 11 sheet of paper, on which they are free to write whatever they wish." It was decided that information on standardized posting, with particular regard to posters, will be reviewed by the Election Committee, with the understanding by the Board that the Standardized Posting section is not necessary.

Regarding the February 15 Minutes Proposals concerning candidates' orientation and ground rules understanding, the Board took the following ACTION: MOTION: By Janet, Second by Gale, carried unanimously, that the candidates' ground rule meeting is to be preceded by a question-and-answer period concerning the orientation booklet with Board Members.

In addition, it was agreed that ballots to members will be mailed by May 26, 2006, that the candidate ground rule night be held either April 10 or April 13, Board Members are to receive orientation material essentials prior, and that the candidates' ground rule meeting is to be preceded by a question-and-answer period concerning the orientation booklet with Board Members.

Consensus Decision 2006-03-05

The Board agreed that information on standardized posting by election candidates, with particular regard to posters, will be reviewed by the Election Committee; ballots to members will be mailed by May 26, 2006; the candidate ground rule night will be held either April 10 or April 13, with the meeting preceded by a question-and-answer period with Board Members concerning the orientation booklet; and candidates are to receive orientation materials essential prior to that meeting.

7. *By-Law Change Approval - 2 By-Law Changes Proposed*

a. *Article II, Section I - Membership*

b. *Article IV, Section I - Election of Director*

MOTION: By Janet, Second by Max and carried unanimously to accept By-Law change to Article II, Section I - Membership to read "Membership in The Food Co-op is open to all natural persons fourteen (14) years of age or older."

MOTION: By Max, Second by Janet, carried unanimously, to accept By-Law

change to Article IV, Section I - Election of Director to read "Annual elections shall be held for membership on the Board. It is desired that each Board, as much as possible, consist of two-thirds remaining from the prior Board and one-third being elected (or re-elected). To this end, the Board shall determine prior to each election the term (one, two or three years) of each seat on the Board subject to election."

Consensus Decision 2006-03-06

The Board agreed that By-Law Changes be accepted. Article II, Section I to state "Membership in The Food Co-op is open to all natural persons fourteen (14) years of age or older." Article IV, Section I to state "Annual elections shall be held for membership on the Board. It is desired that each Board, as much as possible, consist of two-thirds remaining from the prior Board and one-third being elected (or re-elected). To this end, the Board shall determine prior to each election the term (one, two or three years) of each seat on the Board subject to election."

8. *D6 - Board Committee Principles*

Gale presented the revised Board Monitoring Report for January 22, 2006. After discussion, the Board took the following ACTION:

MOTION: By Brenda, Second by Susan, carried unanimously, to approve the Monitoring Report regarding Board Committee Principles as written.

Consensus Decision 2006-03-07

The Board agreed to accept the Monitoring Report regarding Board Committee Principles as written.

9. *Internal Monitoring Report*

The General Manager submitted an internal monitoring report for review. After discussion, the Board took the following ACTION:

MOTION: By Susan, Second by Gale, carried unanimously, to accept the Internal Monitoring Report B4.

Consensus Decision 2006-03-08

The Board agreed to accept the Internal Monitoring Report.

10. *Decision to Pursue Compensation Package for General Manager*

MOTION: By Gale, Second by Susan and carried by majority, with Janet abstaining, to engage Diana Cox to develop a compensation package for the General Manager position at the Food Co-op. She will present a progress report by the May 2 Board meeting.

Consensus Decision 2006-03-09

The Board agreed to engage Diana Cox to develop a compensation package for the General Manager position at the Food Co-op. She will present a progress report by the May 2 Board meeting.

11. *Re-scheduling of July 4, 2006 Board Meeting*

MOTION: By Susan, Second by Gale and carried unanimously to reschedule the July 4, 2006 Board Meeting to July 11, 2006.

Consensus Decision 2006-03-10

The July 4, 2006 regular Board meeting will be re-scheduled for July 11, 2006.

Where there any Executive Session Decision that need to be noted?

FURTHER BUSINESS

1. It was suggested by Ruth that the Board, as a group, discuss attendance at the CCMA on June 8, 9, 10 in Atlanta, Georgia, and, further that, in the future, information like this go through the Board Development Committee for distribution and placement on an Agenda.

2. Topic for Third Tuesday meeting.

After suggestions of Monitoring Reports, functions of the Board, Strategic Planning, priority lists, it was decided to select "streamlining Monitoring Reports" as an agenda item for the Third Tuesday meeting.

NEW ASSIGNMENTS FOR APRIL MEETING

1. *A Policies - Ends (Briar)*
2. *B4 and B5 - CPA Reports (Briar)*
3. *D8 - Cost of Governance (Donna)*

IN PROGRESS

1. *C1-C5 - Board/General Manager Relationship (reassign, Brenda and possibly Max)*
2. *D5 - Board Members' Code of Conduct (revision, Gale)*
3. *D1 - Governing Style (revision, Donna & Carrie)*
4. *D2 - Board Job Description (Gale & Max)*
5. *February 17, 2006 MRC Minutes (Brenda)*

UPCOMING MEETINGS AND EVENTS

☼ March 17 – April 7 – Candidates pick up applications/submit statements & photos

☼ March 21 – Third Tuesday Board Meeting, 5:00-8:30 pm, Co-op Annex

☼ March 21-23 – Employee Survey

☼ March 22 – Agenda Planning, 1:00-3:00 pm, Annex (**reports & proposals due by 9:00 am**)

☼ April – Co-op Anniversary Month

☼ April 4 – Regular Board Meeting, 5:00-8:30 pm, Co-op Annex

☼ April 7 – 14 – Candidates statements & photos posted in store and website

☼ April 12 – Member Appreciation Day – 10% off most items for all members

☼ April 14 – May 5 – Voter Pamphlet & AGM Notice prepared for mailing

☼ April 18 – Third Tuesday Board Meeting, 5:00-8:30 pm, Co-op Annex

☼ April 19 – Agenda Planning, 1:00-3:00 pm, Co-op Annex

☼ May 26 – Voter pamphlets, ballots & AGM notice mailed

☼ June 14 – Candidates Night, AGM and beginning of election voting period

☼ June 27 – Last day to vote

BOARD SELF MONITORING OF MEETING PROCESS

- * Evaluation of March 7, 2006 Board Meeting
Mary Ann facilitated a verbal evaluation of the meeting.
- * Feedback from Meeting Attendees
Board members were asked to complete and return their evaluations to Mary Ann.

ADJOURNMENT

The meeting adjourned at 8:00 p.m.

APRIL 2006 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Tuesday, April 4, 2006**

MINUTES

President Donna Logan called the meeting to order at 5:32 p.m.. It is noted that the Board met in Executive Session prior to this Regular Board Meeting.

OPENING BUSINESS

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

Board Members Absent: Janet Welch

Staff Present: Briar Kolp, Sally Lovell, Margarita Courney

Scribe: Kate Pike, Brisa Services

Facilitator: Mary Ann Seward

Guests/Members: Julie Jaman, Roger Beachy

Announcements: Note Ground Rules posted.

Agenda: MOTION By Susan, Second by Gale carried unanimously to approve the Agenda with the following amendments:

1) Break to be at 7:00 p.m., rather than 6:00 p.m.

2) Add to Decisions/Discussion: D2 Board Job Description, and Accept Financial Review from Executive Session

Consensus Decision 2006-04-01

The Board agreed to approve the Agenda with amendments.

Member Comment: Julie Jaman commented that she would prefer the Member Comment be placed later in the meeting.

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

Consent Agenda: No Consent Agenda

MINUTES & REPORTS

1. *Minutes, December 20, 2005 Third Tuesday*
2. *Minutes, February 21, 2006 Regular Board Meeting*
3. *Minutes, March 7, 2006 Regular Board Meeting*

MOTION: By Carrie, Second by Gale, carried by consensus to approve the Minutes of December 20, 2005, February 21, 2006 and March 7, 2006 with typographical corrections.

Consensus Decision 2006-04-02

The Board agreed to approve the Minutes of December 20, 2005, February 21, 2006 and March 7, 2006 as corrected.

4. *Minutes, Election Committee, March 1 and 15, 2006*

There was a correction to the March 1 Minutes. Under **Discussion**, the tenth paragraph should read "Donna made the decision that, *with approval from the Board*, the first Board meeting in July will be July 11....."

5. *Report - Nomination Committee*

Susan reported that the "call for candidates" ran for two weeks in *The Leader* and for two weeks on the Reader Board at the Visitors' Center; letters were sent to the candidates for the 2005 election; and personal requests were made to encourage members to become candidates. Several packets have been picked up and three have been returned.

6. *Update of General Manager Compensation Task Force*

Donna reported that a meeting with Diana Cox, who is preparing the compensation package, has been set for Monday, April 17 with several Board members and staff.

7. *Report on Board Budget*

Sally submitted the Profit and Loss Detail for February 2006. There were no questions or comments.

MOTION: By Carrie, Second by Gale, carried unanimously, to accept the report as submitted.

Consensus Decision 2006-04-03

The Board agreed to accept the Budget Report, Profit and Loss Statement for February 2006.

BOARD DISCUSSION/DECISIONS

1. Concerning the *Financial Review from Executive Session*, the Board took the following ACTION:

MOTION: By Ruth, Second by Gale, carried by consensus, to accept the Financial Review as discussed in Executive Session.

Consensus Decision 2006-04-04

The Board agreed to accept the Financial Review as discussed in Executive Session.

2. *Decision B3, Financial Planning*

Donna reported that, in December 2005, B3 was discussed; a simple summary was given in January 2006; and in February 2006 discussion and vote occurred, with no consensus and a block. In this instance, issues forward to the President for a response. After extensive review the President reported the General Manager to be in compliance with B3, Financial Planning. The Board then took the following ACTION:

MOTION: By Brenda, Second by Carrie, carried unanimously, to accept that B3 is officially approved.

Consensus Decision 2006-04-05

The Board agreed that B3, Financial Planning, is approved.

3. Proposal, March 8, 2006, Election Committee Minutes

Brenda presented the Election Committee minutes from March 8, 2006. For the purpose of opening discussion, a MOTION By Brenda, Second by Carrie to accept the proposal of the Election Committee to "remove the requirement of having the candidates sign a statement that they have read the materials presented." After discussion of several points related to the topic, including two directors' reminders of the Board's previous decision to require a signature, the MOTION was defeated unanimously. The Board took the following ACTION: MOTION By Brenda, Second by Gale, carried by consensus to have candidates for Board Membership sign a statement that they have read the orientation booklet and to have employee candidates sign a statement that they have read Policy D5.3, relating to any Board Member who is also a Paid Employee and the duty of ensuring segregation of Board and Staff responsibilities.

Consensus Decision 2006-04-06

The Board agreed to have candidates for Board Membership sign a statement that they have read the orientation booklet and to have employee candidates sign a statement that they have read Policy D5.3, relating to any Board Member who is also a Paid Employee and the duty of ensuring segregation of Board and Staff responsibilities.

Break: The Board took a break at 6:30 p.m. and reconvened at 6:40 p.m.

4. Proposal, 2006, Wisdom Councils

Gale presented a proposal for 2006 Wisdom Councils, outlining six specifics, and, to open discussion, made the following MOTION: By Gale, Second by Max to give the responsibility for dealing with Wisdom Council to the Member Relations Committee and have three Wisdom Councils per year. Discussion ensued concerning options for prioritizing member linkage and budget, strategic planning, and a Third Tuesday meeting topic. The Proposal was WITHDRAWN, with the subject of member linkage and exploring possibilities for effective linkage, including Wisdom Councils, being identified for the Third Tuesday Meeting in May (May 16) topic. Margarita will handle notification.

Consensus Decision 2006-04-07

The Board agreed to set exploring possibilities for effective member linkage as the topic for the Third Tuesday Meeting of May 16.

5. Proposal, Board Compensation

Max presented a proposal regarding compensating directors using the Food Co-op volunteer compensation system, with an identified dollar amount allotted for each hour worked and a percentage discount on purchases at the Co-op. After discussion of discounts, stipends, budget and cash register limitations, and volunteer benefits, there was made the following

MOTION: By Max, Second by Ruth, failed for lack of consensus, to allow Board Members a 15 per cent discount in addition to the current stipend.

MOTION: By Max, Second by Susan, carried with one abstention, to set a stipend for Board Members of \$49 per month, beginning in April 2006.

MOTION: By Carrie, Second by Max, carried with one abstention, to double the stipend of the President of the Board (from \$100 to \$200 per month), effective April 2006.

Consensus Decision 2006-04-08

The Board agreed to set a stipend for Board Members of \$49 per month, beginning in April 2006 and to double the stipend of the President of the Board (from \$100 to \$200 per month), effective April 2006.

6. *Reassignment: Monitoring Reports C3, C4 and C5*

C3, Board-General Manager Relationship/Delegation to the General Manager, assigned to Susan for July

C4, Board-General Manager Relationship/Monitoring General Manager Performance, assigned to Gale for June

C5, Board-General Manager Relationship/General Manager Evaluation, assigned to Max for August

7. *Discussion: Topic for April 18, 2006 Third Tuesday Board Meeting*

Consensus Decision 2006-04-09

The Board agreed that there would be no Third Tuesday Board Meeting April 18, 2006.

8. *Discussion: CCMA Funds Allocation*

Max presented for discussion a proposal to attend the CCMA conference in Atlanta in June and suggested, if supported, he would be willing to pay his travel expenses and part of the lodging fee. The proposal failed for lack of consensus.

9. *D2 - Board Job Description*

Max and Gale attempted to agree on a re-write, but were not successful,

MOTION: By Gale, Second by Donna, failed for lack of consensus, to take the Global D2 Policy as originally written and use Max's re-write for the body of the policy.

It was determined that all thoughts regarding this, including Max's re-write, be forwarded to Carrie and Ruth for additional wordsmith, results to be brought to the next Regular Meeting.

NEW ASSIGNMENTS FOR MAY MEETING

1. *A Policies - Ends (Briar)*

2. *C1 - Unity of Control (Brenda)*

3. *C2 - Accountability of General Manager (Max)*

EXECUTIVE SESSION: 1. D5-Board Members' Code of Conduct:

Website/Newsletter Submissions (Ruth)

2. Report from Diana Cox on General Manager

Compensation Package (Donna)

IN PROGRESS

1. *D1 - Governing Style, Revision/Rewrite, (Donna & Carrie)*

2. *D5 - Board Members' Code of Conduct (revision, Gale)*

3. *D8 - Cost of Governance (Donna)*

4. *February 17, 2006 MRC Minutes (Brenda)*

5. *Correspondence Proposal/Rewrite (Ruth)*

UPCOMING MEETINGS AND EVENTS

* April – Co-op Anniversary Month

* April 7 – 14 – Candidates statements & photos posted in store and website

- * April 11 - Going Local Forum, Michael Shuman presentation (further information forthcoming)
- * April 12 – Member Appreciation Day – 10% off most items for all members
- * April 14 – May 5 – Voter Pamphlet & AGM Notice prepared for mailing
- * April 15 - Electric Vehicle Expo, south side of Co-op parking area: 10:00 a.m. - 4:00 p.m.
- * April 19 – Agenda Planning, 1:00-3:00 p.m., Co-op Annex
- * April 21, 22, 23 - EarthDay EveryDay! Friday, keynote speaker David Korten at Chimacum High School Gym, 7:30 p.m.;
- Saturday, Pope Marine Building presentations all day; Sunday EarthDay celebration at Memorial Field. All events are free.
- * May 5 - Voter pamphlets, ballots and Annual General Meeting notice mailed to members.
- * May 26 – Voter pamphlets, ballots & AGM notice in members' hands.
- * June 14 – Candidates Night, AGM and beginning of election voting period
- * June 27 – Last day to vote

BOARD SELF MONITORING OF MEETING PROCESS

- * Evaluation of April 4, 2006 Board Meeting
Mary Ann facilitated a verbal evaluation of the meeting.
- * Feedback from Meeting Attendees
Board members were asked to complete and return their evaluations to Mary Ann.

ADJOURNMENT

The meeting adjourned at 8:30 p.m.

MAY 2006 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Tuesday, May 2, 2006**

MINUTES

President Donna Logan called the meeting to order at 5:32 p.m.. It is noted that the Board met in Executive Session prior to this Regular Board Meeting. No decisions were announced.

OPENING BUSINESS

- Board Members Present:** Donna Logan, President; Ruth Apter, Secretary; Carrie Rice, Vice President, Janet Welch, Max Barnard, Susan Miller, Brenda McMillan
- Board Members Absent:** Gale Wallis
- Staff Present:** Briar Kolp, Sally Lovell, Margarita Courney
- Scribe:** Kate Pike, Brisa Services
- Facilitator:** Mary Ann Seward
- Guests/Members:** Julie Jaman, Sequoyah Ade-Rodriguez, Peter (last name unavailable)
- Announcements:** Note Ground Rules posted.
- Agenda:** MOTION By Brenda, Second by Max carried unanimously to approve the Agenda as submitted.
Consensus Decision 2006-05-01
The Board agreed to approve the Agenda as submitted.
- Member Comment:** Julie Jaman asked that the subject matter of Executive Session be shown on the Agenda and asked what was covered in the earlier Executive Session.
- Affirmation of Written Materials:** Board members affirmed having read all written materials submitted in their packets.

GENERAL MANAGER REPORT

Briar Kolp acknowledged that, during the April anniversary month, much positive energy was generated, with Margarita serving well on the steering committee for EarthDay EveryDay, an excellent, profitable Member Appreciation Day, well attended going local event, and outstanding participation by the food service team at both the going local event and at EarthDay EveryDay!

There was a wonderful team effort cleaning the bulk area in the store. The operations task force is working on, among other things, implementation of the by-law passed concerning the minimum-age members. May 17 begins staff training. Some reprinting of forms may be necessary and announcements of the by-law change will be posted in the store and in the Co-op newsletter.

Regarding remodel plans, slower than hoped, management is addressing needs assessment and space allocation and taking bids from structural engineers, prior to seeking an architect, to determine the feasibility of removing blocks in the store walls.

Sales in the store were up in April.

MINUTES & REPORTS

1. Minutes, April 4, 2006 Regular Board Meeting

MOTION: By Carrie, Second by Max, carried unanimously to approve the Minutes of April 4, 2006 Regular Board Meeting.

Consensus Decision 2006-05-02

The Board agreed to approve the Minutes of April 4, 2006 as submitted.

2. Minutes, February 17, 2006 Member Relations Committee

Minutes for February 17, 2006 were submitted, as well as a draft timeline for the June 14, 2006 Annual General Meeting. Brenda will forward the draft AGM program and the Minutes from the MRC April 20th meeting to Donna. Ruth outlined some details already planned.

3. Minutes, March 29, and April 12, 2006 Election Committee

There were minor corrections to both sets of Minutes. Additionally, regarding the April 12 Minutes, it was reminded that the Proposal had been addressed previously and a consensus decision, No. 2006-02-05, was in place. Carrie will forward to Sally the final list of candidates for Board membership, and Sally will assure all are in good "standing". A notice to all candidates that mandates candidate information will be read has been mailed.

4. Report - A Policies - Ends

Briar submitted an Internal Monitoring Report regarding Ends Policies for fiscal year 2005. The report was accepted and approved unanimously. Several suggested topics for discussion or action were placed on the Parking Lot.

Consensus Decision 2006-05-03

The Board agreed to accept and approve the General Manager's Internal Monitoring Report regarding Ends Policies for fiscal year 2005.

The Board, at 6:35 p.m. took a break and reconvened at 6:45 p.m.

BOARD DISCUSSION/DECISIONS

5. Rewrite-D2-Board Job Description

Ruth, Carrie and Max submitted rewording of Policy D2, Board Job Description.

MOTION: By Carrie, Second by Janet, to adopt for D2, Board Job Description the rewording: "The job of The Food Co-op Board of Directors is to establish, monitor, maintain and improve by-laws and governing policies concerning members, the general manager and the directors." The MOTION was withdrawn and Global Policy stands as originally written.

Consensus Decision 2006-05-04

Global Policy D2, Board Job Description, stands as originally written.

6. Report - D8 - Cost of Governance

Donna presented Monitoring Report on Policy D8, Board Process: Cost of Governance. Donna offered to re-write D8.1.1, second paragraph, for more clarity. Policies D8.2.1, ("The Board may spend up to \$25,000 annually for the cost of governing with excellence."), and D8.2.2, ("Fiscal figures in the D8.2.1 shall be periodically amended in conjunction with the Co-op's yearly budgeting cycle.") are to be noted as NOT IN COMPLIANCE with a recommendation for removal from D8 Policies placed on the Parking Lot.

7. Rewrite - D1 - Governing Style

Carrie presented a Board Self-Monitoring Report regarding Policy D1, Board Process Governing Style.

MOTION: By Susan, Second by Donna, carried unanimously to accept the report.

Consensus Decision 2006-05-05

The Board accepted the Self-Monitoring Report regarding Policy D1, Board Process Governing Style.

8. Report - Board March Budget

Sally presented the March budget report to the Board and suggested the possibility of moving the expenses for Judith Alexander from Professional Services/Board Stipend to Board Education. The report, and the suggestion, were accepted.

Consensus Decision 2006-05-06

The Board agreed to accept the Board March Budget Report with suggestion to move J. Alexander professional services to Board Education.

9. Report - April Correspondence

* Letter from Phil Dinsmore regarding packaged and processed foods, consideration of seasonality of produce and applauding the store produce department for support of local farms. It was suggested to consider this a topic of the Third Tuesday meeting, a topic of a community forum, and an assignment to Member Relations Committee to develop links to all concerns. Ruth shall draft a response to include what our produce buying commitment is ("Our produce buying commitment is to certified organic products. Our buying range begins with local (organic practices if not certified), then Washington State, then Pacific Northwest, then California, then Mexico, and lastly other countries, taking into account quality, price and availability.") and request assistance from him.

10. Report - C2 - Director Limitations

Max presented Board, General Manager Relationship Policy C2: Director Limitations, for review.

MOTION: By Brenda, Second by Susan, carried unanimously, to accept the report.

Consensus Decision 2006-05-07

The Board agreed to accept the report on General Manager Relationship Policy C2: Director Limitations.

11. Proposal - Simple Projects

Donna addressed a suggestion made by Judith Alexander to develop simple projects for the Board to build community. One idea is a "Meet Your Director" program, having Board

Members appear in the store to interact with co-op members. Additional suggestions included addressing Strategic Planning and gaining a better understanding of Rochdale Principles.

IN PROGRESS

1. C4 - due in June (Gale)
2. C3 - due in July (Susan)
3. C5 - due in August (Max)

NEW ASSIGNMENTS FOR JUNE MEETING

- 1, Minutes - March 21, 2006 Third Tuesday Board Meeting (Max)
2. Revision - D5 - Board Members' Code of Conduct (Gale)
3. Report - C1 - Unity of Control
4. Proposal - Correspondence (Ruth)
5. Report - Diana Cox on General Manager Compensation Package (Executive Session)

UPCOMING MEETINGS AND EVENTS

- * May 4 - Deadline to submit articles to "Co-op Commons"
- * May 5 - Voter pamphlets, ballots & Annual General Meeting notice prepared for printer.
- * May 16 - Third Tuesday Board Meeting. Topic: Member Linkage.
- * May 21 - Board Candidate Posters posted on Board's Bulletin Board.
- * May 23- Agenda Planning Meeting - Materials due by 9:00 a.m.
- * May 26 – Voter pamphlets, ballots & AGM notice mailed.
- * June 6 - Regular Board Meeting.
- * June 1-14 - Board candidates campaign in designated area of store.
- * June 14 – Candidates Night, AGM and beginning of election voting period.
- * June 19 - Board session with Judith Alexander
- * June 20 - Tentative Third Tuesday Board Meeting.
- * June 27 - Agenda Planning Meeting. Materials due by 9:00 a.m.
- * June 27 – Last day to vote.
- * July 11 - New Board seated.

BOARD SELF MONITORING OF MEETING PROCESS

- * Evaluation of May 2, 2006 Board Meeting
Mary Ann facilitated a verbal evaluation of the meeting.
- * Feedback from Meeting Attendees
Board members were asked to complete and return their evaluations to Mary Ann.

ADJOURNMENT

There being no further business, the meeting adjourned at 8:00 p.m.

JUNE 2006 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Tuesday, June 6, 2006**

MINUTES

President Donna Logan called the meeting to order at 5:37 p.m. It is noted that the Board met in Executive Session prior to this Regular Board Meeting. Decision was made for the President to inform Gale Wallis, who has recently withdrawn her candidacy for Director, that, as her name is on the ballot, she may yet be elected. In that event, she will need to have made a decision to serve or not to serve.

OPENING BUSINESS

- Board Members Present:** Donna Logan, President; Ruth Apter, Secretary; Carrie Rice, Vice-President, Janet Welch, Susan Miller, Brenda McMillan
- Board Members Absent:** Max Barnard
- Staff Present:** Briar Kolp, Sally Lovell, Margarita Courney
- Scribe:** Kate Pike, Brisa Services
- Facilitator:** None
- Guests/Members:** Sarah Coultas
- Announcements:** Note Ground Rules posted.
- Agenda:** MOTION By Carrie, Second by Janet carried unanimously to accept the Agenda with the following amendments:
- a) Proposal 9 under Discussions & Decisions deferred to July 11
 - b) Acceptance of letter of resignation from Gale Wallis
 - c) Addition of further Executive Session
- Consensus Decision 2006-06-01**
The Board agreed to approve the Agenda as amended.
- Member Comment:** Sarah Coultas addressed the Board regarding her correspondence related to returns by her and by her daughter and policy of the Food Co-op.
- Affirmation of Written Materials:** Board members affirmed having read all written materials submitted in their packets.

GENERAL MANAGER REPORT

Briar Kolp informed the Board that the Annual Report is nearly completed with delivery to a printer expected this week. With regard to the By-Law change (concerning member-

age of 14) advice from legal counsel is imminent. The General Manager expects to meet tomorrow, June 7, with three architectural firms regarding building expansion. Sales for April and May exceed budget projections.

MINUTES & REPORTS

1. *Minutes, May 2, 2006 Board Meeting.*

Deferred to next Regular Meeting.

2. *Minutes, May 16, 2006 Third Tuesday Board Meeting*

MOTION: By Carrie, Second by Ruth, carried unanimously to accept.

Consensus Decision 2006-06-02

The Board agreed to accept the May 16, 2006 Third Tuesday Board Meeting Minutes.

3. *Minutes, April 20 and May 18, 2006, Member Relations Committee*

MOTION: By Ruth, Second by Susan, carried unanimously to accept.

Consensus Decision 2006-06-03

The Board agreed to accept the April 20 and May 18, 2006 Member Relations Committee Minutes.

4. *Minutes, May 3, 10, 17 and 24, 2006, Election Committee*

Regarding the Proposal to the Board in the May 10, 2006 Minutes, the board took the following ACTION:

MOTION: By Brenda, Second by Carrie, carried unanimously NOT to accept at this time the Proposal that the term "Designated Member" be eliminated from use.

MOTION: By Ruth, Second by Janet, carried unanimously that the Election Committee Minutes of May 3, May 10, May 17, and May 24, 2006 be accepted.

Consensus Decision 2006-06-04

The Board agreed that, at this time the Proposal that the term "Designated Member" not be eliminated from use.

The Board agreed that Election Committee Minutes of May 3, May 10, May 17, and May 24, 2006 be accepted.

5. *Report: C1, Board/General Manager Relationship, Unity of Control*

MOTION: By Janet, Second by Carrie, carried unanimously to accept Policy C1, Unity of Control.

Consensus Decision 2006-06-05

The Board agreed to accept Policy C1, Unity of Control.

6. *Report: B4, Financial Condition for First Quarter 2006, Ending 3/31/06*

MOTION: By Brenda, Second by Janet, carried unanimously to accept the Internal Monitoring Report regarding B4, Financial Condition for First Quarter 2006, Ending 3/31/06.

Consensus Decision 2006-06-06

The Board agreed to accept the Internal Monitoring Report regarding B4, Financial Condition for First Quarter 2006, Ending 3/31/06.

7. *Report: April Board Budget*

MOTION: By Janet, Second by Brenda, carried unanimously to accept the April Board Budget Report as submitted.

Consensus Decision 2006-06-07

The Board agreed to accept the April Board Budget Report as submitted.

BOARD DISCUSSION/DECISIONS

8. Proposal: Correspondence

MOTION: By Janet, Second by Carrie, carried unanimously to accept the Board Correspondence Proposal with the following adjustments: The second paragraph to read "Letters received less than 10 days before the monthly meeting will be included in the following month's *Board* packet." In the third paragraph, "The Secretary will bring to the Board....", *will* to be replaced by *may*.

Consensus Decision 2006-06-08

The Board agreed to accept the Board Correspondence Proposal with adjustments.

9. Acceptance of letter of resignation from Gale Wallis

MOTION: By Susan, Second by Carrie, carried unanimously, to accept with regret the resignation of Gale Wallis from the Board of Directors.

Consensus Decision 2006-06-9

The Board agreed to accept with regret the resignation of Gale Wallis from the Board of Directors.

10. Topic for Third Tuesday Meeting, June 20, 2006

MOTION: By Ruth, Second by Carrie, carried unanimously, to not hold a Third Tuesday meeting in the month of June.

Consensus Decision 2006-06-10

The Board agreed to not hold a Third Tuesday meeting in the month of June.

11. Reschedule Meeting with Judith Alexander

After discussion, the Board agreed to schedule the meeting with Judith Alexander for June 26, from 9:00 a.m. to noon at the Annex.

Consensus Decision 2006-06-11

The Board agreed to schedule the meeting with Judith Alexander for June 26, from 9:00 a.m. to noon at the Annex.

12. Assignment: Monitoring Report D7, Relationship to Members

Monitoring Report D7 was assigned to Max.

IN PROGRESS

1. Minutes of March 21, 2006 Third Tuesday Meeting (Max)

2. C3 - due in July (Susan)

3. C4 - due in July (Brenda)

4. C5 - due in August (Max)

5. D5.6.9 Revision - Board Members' Code of Conduct Revision from February 21 Meeting (Susan)

6. D5 - Website/Newsletter Submissions (Ruth)

7. Objections Process (Max)

CONFIRM DATES OF NEXT BOARD MEETING & OTHER DATES

- * June 1-14: Board candidates campaign in designated area of store
- * June 14: AGM, Candidates' Night and beginning of election voting period
- * June 15: Thursday Night Suppers with Music begin, 5:30-8:00 p.m.
- * June 16: Friday Nights in the Courtyard begin, 5:00-7:00 p.m.
- * June 20: Employee Survey presented to Co-op Staff by Carolee Colter

- * June 27: Agenda Planning Meeting, 1:00 p.m.. Materials due by 9:00 a.m.
- * June 27: Last day to vote. Ballots must be received/postmarked by 5:00 p.m.
- * June 29: Election votes counted
- * July 3: Election results posted
- * July 11: Last meeting of Old Board. New Board seated.

ADJOURNMENT

The Regular Meeting was adjourned to Executive Session at 7:10 p.m., for approximately one-and-one-half hours to discuss election issues.

EXECUTIVE SESSION

The Board advised Briar to inform staff that the Election Committee received complaints, but before the Board could meet and follow their process, Gale chose to resign from the Board and withdraw her candidacy.

The Board agreed to install the red ballot box at the store to collect early ballots, effective Wed June 7th. All ballots submitted so far will be included in the ballot collection.

ADJOURNMENT

The Board adjourned at 8:30 p.m.

JULY 2006 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Tuesday, July 11, 2006**

MINUTES

President Donna Logan called the meeting to order at 5:35 p.m.. It is noted that the Board met in **EXECUTIVE SESSION** prior to this Regular Board Meeting. Three Actions were taken. On a MOTION by Janet, a Second by Susan and unanimous carry, Monitoring Report B1 was approved. On a MOTION by Brenda, Second by Ruth, unanimous carry Monitoring Report B6 was approved. On a MOTION by Susan, a Second by Brenda, carried unanimously, NOT providing the B6 Monitoring Report to the public was approved. There was agreement to put the B6 Monitoring Report on the **EXECUTIVE SESSION** of the next Regular Meeting. The Board agreed, in relation to the Parking Lot (issues pending list), to develop and write into policy which data the Board is calling for in Monitoring Reports.

Consensus Decision 2006-07-01

The Board agreed to approve Monitoring Report B1 and approve Monitoring Report B, which will not be provided to the public; Monitoring Report B6 will be brought for discussion to the next Regular Meeting Executive Session. Additionally, the Board agreed, relative to the Parking Lot, to develop and write into policy which data the Board is calling for in Monitoring Reports.

OPENING BUSINESS

Board Members Present:	Donna Logan, President; Ruth Apter, Secretary; Carrie Rice, Vice-President, Janet Welch, Max Barnard, Susan Miller, Brenda McMillan
Newly Elected Board Present:	Richard Wojt, Paula Mackrow, Jason Squire
Board Members Absent:	None
Staff Present:	Briar Kolp, Sally Lovell, Margarita Courney
Scribe:	Kate Pike, Brisa Services
Facilitator:	Mary Ann Seward
Guests/Members:	Julie Jaman, Otto Smith, Willi Smothers, Rene' Tanner
Announcements:	Note Ground Rules posted. Donna honored Beth Macy, who passed away recently, for the work she did toward the current election process. A respectful moment of silence was held.
Agenda:	MOTION By Janet, Second by Ruth, carried unanimously, to approve the Agenda with the following amendments:

- 1) Minutes & Reports Item 6, B1-Staff Relations, removed.
- 2) An additional Executive Session after seating of new Board Members for discussion of background material on NCGA and setting of any special meeting.
- 3) Under Discussions & Decisions. Item 10, Board Transition Plan, set future meeting times.
- 4) Election of Officers added.
- 5) Discussions & Decisions Item 9, Member Relations report on Annual General Meeting may be deferred.

Consensus Decision 2006-07-02

The Board agreed to approve the Agenda as amended.

Member Comment: Willi Smothers commented on a "great" dinner. Rene' Tanner thanked the Board for the dinner and for holding a successful Annual General Meeting and approved of the new format. Julie Jaman suggested that in the future the AGM address reports and business of the Food Co-op and a candidate session, but not include a party.

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

GENERAL MANAGER REPORT

The General Manager addressed the "Going Local" event. The Michael Shuman workshop was attended by Michele Long, among others, who is from Whatcom County and a part of the BALLE Group, an alliance for a livable community. Briar presented a coupon booklet produced by that group to encourage consumers to think and buy locally. The GM is meeting with members of this community (The Leader, WSU, 20/20, Mainstreet, etc.) to create something similar, with a target publication date of August 16. On Friday, August 18, the Co-op will sponsor discounts at the register for local products.

Briar attended a breakfast at the Fort Worden Commons, hosted by the Jefferson County Land Trust and Century Stewards, and heard the request for the Food Co-op to make a donation.

There is interest in investigating Food Co-op use of the space in Hadlock previously used by the Bagel Shop.

Concerning the new By-Law, regarding the 14-year-old age membership, implementation continues with staff training and redesigns of forms.

MINUTES & REPORTS

1. Minutes, May 2, 2006 Regular Board Meeting

MOTION: By Carrie, Second by Max, carried unanimously to approve the Minutes of May 2, 2006 Regular Board Meeting.

Consensus Decision 2006-07-03

The Board agreed to approve the Minutes of May 2, 2006 as submitted.

2. Minutes, June 6, 2006 Regular Board Meeting

MOTION: By Carrie, Second by Janet, carried unanimously to approve the Minutes of June 6, 2006 Regular Board Meeting.

Consensus Decision 2006-07-04

The Board agreed to approve the Minutes of June 6, 2006 as submitted.

3. Minutes, June 22, 2006, Member Relations Committee

Deferred to BOARD DISCUSSIONS/DECISIONS, No. 7.

4. Election Committee:

Deferred to later in this meeting.

5. Update on Compensation Package for General Manager

After numerous unsuccessful attempts by the President to contact the proposed consultant for preparation of a Compensation Package, it was agreed that Susan Miller will continue with the process of locating a consultant.

BOARD DISCUSSION/DECISIONS

6. Procedure for Completion of "Parking Lot" to Board Development Committee (BDC)

Donna Logan submitted the proposal that the present Parking Lot be submitted to the Board of Directors for labeling and dating. Labeling shall include: "Drop this", "Assign", and "Place on the Board Agenda". Dating shall include the date an issue is to be addressed and an estimated completion date. The Board shall submit the labeled and dated document/issue to the Board for approval on or before the September 2006 Regular Board Meeting.

MOTION: By Donna, Second by Carrie, carried unanimously to accept the proposal.

Consensus Decision 2006-07-05

The Board agreed to accept the proposal by Donna Logan that the present Parking Lot be submitted to the Board of Directors for labeling and dating. Labeling shall include: "Drop this", "Assign", and "Place on the Board Agenda". Dating shall include the date an issue is to be addressed and an estimated completion date. The Board shall submit the labeled and dated document/issue to the Board for approval on or before the September 2006 Regular Board Meeting.

7. Proposal: Member Relations Committee (MRC) on Annual General Meeting (AGM)

Brenda submitted a three-part proposal to essentially coordinate with Operations for any proposed outreach activities, to present a September forum involving discussions on

packaging, distance products travel, GMO (?), etc., and consider a November forum on long-range planning. Regarding a September forum, there are funds budgeted and available. Janet suggested connecting the Member Relations Committee with the Board Development Committee to work out some details prior to the August Regular Meeting. MOTION: By Janet that the Member Relations Committee, with the support of the Board, move forward with planning for a September forum.

Consensus Decision 2006-07-06

The Board agreed to support the Member Relations Committee in moving forward with planning for a September forum.

8. Report: Board Transition Plan

Janet presented a rudimentary calendar regarding the Board Development Committee (BDC) future planning, relevant to the transition of a new Board of Directors. Following are suggested topics to address and timelines:

August: facilitate a team-building activity, such as the ropes challenge course. Susan will develop a procedures notebook with contributions by members. Committee assignments shall be made. In **September**, the Board shall begin to address three phases of strategic planning:

a) **September and October:** Phase 1, presenting a vision;

b) **November:** Phase 2, evaluate information and consider how to turn into policy;

and

c) **December through February:** Phase 3, drafting policy and accountability measures and prepare a document.

4. Election Committee Report:

Additional reporting will be here at the August meeting. The June 7, 2006 Minutes of the Election were not addressed. Brenda submitted written comments on the vote-counting for newly elected Board of Directors. Susan addressed the importance of the nominating committee and the need to encourage members to participate on the Board. The Board Development Committee included topics to consider for evaluation regarding the Annual General Meeting, including publicity, format, annual report presentation, candidate interviews, and general ambiance and perceptions. The Board, including its new members, commented on all.

SEATING OF NEW BOARD AND ELECTION OF OFFICERS

At 7:00 p.m., after presentation of a gift to Donna Logan, outgoing President and Board Member, the newly elected members of the Board were invited to the table and each expressed their hopes for the coming year on this Board.

Times, dates and locations of Regular Meetings are to be on the first Tuesday of each month, unless otherwise specified, an Executive Session of the Board at 5:00 p.m., a simple meal served at 6:00 p.m., and the Regular Meeting to begin at 6:30 p.m with an anticipated ending of 8:30 p.m. Meetings will be at the Food Co-op Annex. Holding a meeting of the Board on third Tuesdays will be discussed during the August Regular Meeting.

Consensus Decision 2006-07-07

The Board agreed that the Regular Meetings are to be held on the first Tuesday of each month, unless otherwise specified, at the Food Co-op Annex, with an Executive Session of the Board at 5:00 p.m., a simple meal served at 6:00 p.m., and the Regular Meeting at 6:30 p.m with an anticipated ending of 8:30 p.m.

After nominations and voting, the following officers were elected for the next year:
President, Carrie Rice; Vice-President, Ruth Apter; Secretary, Brenda McMillan

Consensus Decision 2006-07-08

The Board agreed that officers for the next year are to be: President, Carrie Rice; Vice-President, Ruth Apter; Secretary, Brenda McMillan

ADJOURNMENT TO EXECUTIVE SESSION

The Regular Meeting was adjourned to Executive Session at 8:00 p.m.

EXECUTIVE SESSION

Discussion of B6-Monitoring Report, approved.
Discussion of NPP Introduction, no decision.

ADJOURNMENT

The second Executive Session adjourned at 9:00 p.m.

AUGUST 2006 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Tuesday, August 1, 2006**

MINUTES

President Carrie Rice called the meeting to order at 6:35 p.m.

It is noted that the Board met in **EXECUTIVE SESSION** prior to this Regular Board Meeting. **ACTIONS** taken were:

MOTION: By Susan, Second by Jason, carried with six "aye" votes and one abstention, to adopt the Board Resolution for National Purchasing Program (NPP) Participation as proposed.

Consensus Decision 2006-08-01

The Board agreed to adopt the Board Resolution for National Purchasing Program (NPP) Participation as proposed.

MOTION: By Richard, Second by Susan, carried unanimously, to adopt the General Manager's (GM) recommendation that monitoring reports from the GM to the Board be in closed sessions for discussion and then be made public only after being accepted.

Consensus Decision 2006-08-02

The Board agreed to adopt the General Manager's (GM) recommendation that monitoring reports from the GM to the Board be in closed sessions for discussion and then be made public only after being accepted.

MOTION: By Richard, Second by Brenda, carried unanimously, to reconvene executive session after tonight's open session, ending no later than 9 pm.

Consensus Decision 2006-08-03

The Board agreed to reconvene executive session after tonight's open session, ending no later than 9:00 p.m.

MOTION: By Susan, Second by Paula, carried unanimously, to accept monitoring report B8.

Consensus Decision 2006-08-04

The Board agreed to accept monitoring report B8.

OPENING BUSINESS

Board Members Present:	Carrie Rice, President; Ruth Apter, Vice-President; Brenda McMillan, Secretary; Susan Miller, Richard Wojt, Paula Mackrow, Jason Squire
Board Members Absent:	Janet Welch, Max Barnard
Staff Present:	Briar Kolp, Sally Lovell, Margarita Courney
Scribe:	Kate Pike, Brisa Services
Facilitator:	Mary Ann Seward

Guests/Members: Julie Jaman
Announcements: Note Ground Rules posted.
Agenda: MOTION By Brenda, Second by Susan, carried
unanimously, to approve the Agenda as amended
(See Member Comment below).

Consensus Decision 2006-08-05

The Board agreed to approve the Agenda as amended (See Member Comment below).

Member Comment: Julie Jaman requested Board consideration of opposing campaign issue Initiative 933 regarding land-use permitting. Board members Richard Wojt and Paula Mackrow commented in support of Julie's request. The Board agreed to discussion this meeting, replacing Discussion & Decision Items 8 and 9 in the absence of the submitting Board member.

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

GENERAL MANAGER REPORT

Briar informed the Board that the Second Quarter ended well with sales of \$4.5 million. On August 18, the Co-op will grant a mid-year bonus to employees (equivalent to \$.40 per hour worked). Also August 18 will be a local celebration day with a discount at the registers and special buttons given out. Governor Gregoire has proclaimed August 12 - 19 "Washington State Farmers' Market Week"; the number of Farmers' Markets increased from 60 in 1998 to over 90 in 2006, reporting \$24 million in sales. Mariner Bank and Kitsap Bank will merge; however, local employees will be retained and the Co-op loan will not be sold.

MINUTES & REPORTS

1. Minutes, July 11, 2006 Regular Board Meeting

The President determined the Minutes are approved as corrected.

Consensus Decision 2006-08-06

The Board agreed to approve the Minutes of July 11, 2006 as corrected.

2. Minutes, July 13, 2006 Election Committee Meeting

The President determined the Minutes are received. Two Proposals are deferred to the September Regular Meeting.

Consensus Decision 2006-08-07

The Board agreed to accept the Minutes of the Election Committee Meeting of July 13, 2006 with two Proposals deferred to the September Regular Meeting.

3. Report: C4, Monitoring General Manager Performance.

MOTION: By Ruth, Second by Richard, carried unanimously, to accept Report on

Policy C4, Monitoring General Manager Performance, with the following correction: In C4.2.3 (Direct inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria), as this has never been put into practice, delete "non-compliance" comment.

Consensus Decision 2006-08-8

The Board agreed to accept Report on Policy C4, Monitoring General Manager Performance, with the following correction: In C4.2.3 (Direct inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria), as all three methods of compliance are not necessary, delete "non-compliance" comment.

4. Report: June Board Budget

Sally presented the June, 2006 Profit and Loss Detail for information only.

5. Report: Board Committee Information

The information regarding Committee assignments is for information only.

BOARD DISCUSSION/DECISIONS

6. Proposals: Member Relations Committee

With regard to Proposals presented in the June 22, 2006 Member Relations Committee Minutes:

a) Pertaining to Proposal No.1, "In order to facilitate, co-ordinate and support all efforts at Member Relations, we request that Operations co-ordinate and present MRC, for review, with a draft of any member outreach activity they are proposing, in order to have some input in the final product and to be aware of what is being planned." the Board took the following ACTION:

MOTION: By Brenda, Second by Richard, to withdraw the Proposal.

FRIENDLY AMENDMENT: By Paula, no Second, that, in withdrawing the Proposal, the MRC review policies governing member outreach proposed by MRC and Operations.

The MOTION failed for lack of consensus, with six "ayes" and two "nays".

MOTION: By Susan, Second by Richard, carried unanimously, to recommend that the Member Relations Committee go back and look at the policies governing Operations and the Board.

Consensus Decision 2006-08-09

The Board agreed to recommend that the Member Relations Committee go back and look at the policies governing Operations and the Board.

b) Pertaining to Proposal No. 3, "Forum in November, 'Long Range Planning - Where do we go from here'. Topics to include the "greening" of the building, present and future needs. How do we decide how much to invest in this building? Should we expand this site, start another co-op in the County and other future visions. What is in the works? This will tie into strategic Planning.", discussion on Strategic Planning ensued. On behalf of the MRC, Ruth indicated the willingness of the Committee to recognize the

benefit of the proposal and that it needs to be initiated by the Board with the offer of MRC to work in support of Strategic Planning with parameters defined by the Board and Operations. The Board took the following ACTION:

MOTION: By Brenda, Second by Paula, carried unanimously to postpone action on Proposal No. 3.

Regarding the arrangement of a day-long workshop (in October) to consider the issue of Strategic Planning. The Board took the following ACTION:

MOTION: By Richard, Second by Paula, carried unanimously, to set Saturday, October 28, 2006 as the preferred date to hold a Strategic Planning workshop. An ad hoc committee to include Richard as Chair, Paula, Mary Ann, and BDC members Janet and Susan will plan the workshop; staff members Briar and Sally will also assist.

Consensus Decision 2006-08-10

The Board agreed to postpone action on Proposal 3 and further agreed to set Saturday, October 28, 2006 as the preferred date to hold a Strategic Planning workshop. An ad hoc committee to include Richard as Chair, Paula, Mary Ann, and BDC members Janet and Susan will plan the workshop; staff members Briar and Sally will also assist.

7. Proposal: Consensus Decision (Review of D1.3.1 and D1.3.4)

Regarding a two-part Proposal for Board of Directors' decision-making process, the Board took the following ACTIONS:

MOTION: By Paula, Second by Brenda, carried unanimously, to change wording of D1.3.4.

MOTION: By Carrie, Second by Brenda to consider wording of D1.3.5 as proposed. Motion failed with two "nays" and one abstention.

Consensus Decision 2006-08-11

The Board agreed to change wording of D1.3.4 as proposed "(If a majority of members present are in favor of a proposition and one member has chosen to block, then decision shall be postponed until the next meeting. The purpose of this postponement is to provide the blocking member with an opportunity to put forward a solution, which addresses the blocker's concerns as well as the interests of those in favor of the proposition. If s/he elects not to do so, then the proposition shall be adopted. If s/he elects to do so, then the new proposition shall be discussed, with the intent of achieving consensus; however, only those who had participated in the discussion at the prior meeting shall be entitled to participate in this consensus process."). The Board further agreed to NOT consider wording of D1.3.5 as proposed ("The Board shall strive to make decisions by consensus, attempting to reconcile differing points of view based upon the best interests of the Co-op. If, in the opinion of the Board President, diligent efforts have failed to produce a consensus and the issue requires immediate action, then such issue shall be decided by a majority vote of directors.").

8. Support of "NO" campaign for Initiative 933

The Board took the following ACTION:

MOTION: By Richard, Second by Jason, carried unanimously, to endorse the "NO" campaign for State Initiative 933. An information-only article is to be submitted by

Board member Paula Mackrow to the Co-op newsletter "*The Commons*".

Consensus Decision 2006-08-12

The Board agreed to endorse the "NO campaign for Washington State Initiative 933, directing an informational article be submitted to "*The Commons*" by Paula.

ADJOURNMENT TO EXECUTIVE SESSION

MOTION: By Richard, Second by Paula, carried unanimously to adjourn the Regular Meeting at 8:40 p.m.

Consensus Decision 2006-08-13

The Board agreed to adjourn the Regular Meeting to Executive Session at 8:40 p.m.

EXECUTIVE SESSION

No Action was taken.

ADJOURNMENT

Executive Session was adjourned at 8:50 p.m.

SEPTEMBER 2006 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Tuesday, September 5, 2006**

MINUTES

President Carrie Rice called the meeting to order at 6:30 p.m.

It is noted that the Board met in **EXECUTIVE SESSION** prior to this Regular Board Meeting. The following **ACTIONS** were taken: The Board agreed that Mark Goehring would be asked to present a proposal to the Board on the scope of his work and his time commitment to the Board. The Board also agreed to accept Monitoring Reports B4(Executive Limitations, Financial Condition) and B9 (Executive Limitations, Membership). The session was continued to the end of the Regular Meeting, with adjournment to be prior to 9:00 p.m.

Consensus Decision 2006-09-01

The Board agreed that Mark Goehring would be asked to present a proposal to the Board on the scope of his work and his time commitment to the Board.

Consensus Decision 2006-09-02

The Board agreed to accept Monitoring Reports B4(Executive Limitations, Financial Condition) and B9 (Executive Limitations, Membership).

OPENING BUSINESS

Board Members Present: Carrie Rice, President; Ruth Apter, Vice-President; Brenda McMillan, Secretary; Susan Miller, Janet Welch, Max Barnard, Paula Mackrow, Jason Squire

Board Members Absent: Richard Wojt

Staff Present: Briar Kolp, Sally Lovell, Margarita Courney

Scribe: Kate Pike, Brisa Services

Facilitator: Mary Ann Seward

Guests/Members: Julie Jaman

Announcements: Note Ground Rules posted.

Agenda: The Agenda was accepted as submitted with the note that, under Minutes & Reports, No. 8, Strategic Planning ad hoc Committee, Janet would present in the absence of Richard.

Consensus Decision 2006-09-03

The Board agreed to approve the Agenda as

submitted.
Member Comment: Julie Jaman commented on article in "The Nation" and staff will provide copies to Board members.
Affirmation of Written Materials: Board members affirmed having read all written materials submitted in their packets.

GENERAL MANAGER REPORT

Briar reported on the success of the local "Fun Day" with good participation by members, showing a 10 per cent increase in overall sales and a 23 per cent increase in sales of local products. Additionally, it was noted that Margarita Courney's position will change, with oversight of the Member Services desk in the store to be taken on by Stephanie Dickie. Staff has begun the budget process; a mid-year bonus to employees has been distributed to employees; and the wage plan is to be updated with cashiers and produce and grocery stockers at the same level as wellness clerks. After five consecutive months without serious workplace accidents, the Manager will provide a pizza celebration for employees.

MINUTES & REPORTS

1. Minutes, August 1, 2006 Regular Board Meeting

The President determined the Minutes are approved as corrected.

Consensus Decision 2006-09-04

The Board agreed to approve the Minutes of July 11, 2006 as corrected.

2. Minutes, August 17, 2006 Member Relations Committee

The President determined the August 17, 2006 Member Relations Committee Minutes to be accepted.

Consensus Decision 2006-09-05

The Board agreed to accept the Minutes of the August 17, 2006 Member Relations Committee Minutes.

3. Minutes, July 26 and August 15, 2006 Election Committee

The President determined the July 26, 2006 and August 15, 2006 Election Committee Minutes to be accepted.

Consensus Decision 2006-09-06

The Board agreed to accept the July 26, 2006 and August 15, 2006 Election Committee Minutes.

4. Report, C5-General Manager Evaluation

MOTION: By Susan, Second by Max, failed for lack of vote, to accept Policy C5, Board-General Manager Relationship, General Manager Evaluation.

Updating and consolidation of this policy is to be placed on the Parking Lot for review.

5. Report, July 2006 Board Budget

Sally presented the July, 2006 Profit and Loss Detail for information only.

6. Report: Progress for Board's Self Monitoring Reports

Susan presented the progress report on process for Board's self-monitoring reports on C and D policies for information.

7. Draft Summary, Consensus Decision Making Process (Policy D5)

Susan presented a draft summary of the consensus decision-making process by the Board. After referral to August 1, 2006 meeting Consensus Decision 2006-08-11 wording change of D1.3.4 regarding "block" by a member, Susan will re-present at a later meeting.

8. Report, Strategic Planning ad hoc Committee

Janet verbally presented a report on the meeting of the ad hoc committee which is reviewing several processes for strategic planning. The ad hoc group will meet again on September 21, in preparation for the October 28 Board Strategic Planning workshop, with a goal of directing the Board in selecting a consistent process for action.

BOARD DISCUSSION/DECISIONS

9. Draft Summary & Recommendation - Internal Monitoring Reports from GM

Having reviewed consolidation materials regarding monitoring reports, Susan introduced a flow chart obtained from an article by Mark Goehring in *Cooperative Grocer* addressing acting on internal monitoring reports from the General Manager. After discussion, it was agreed to continue to October regular meeting.

10. Overdue Monitoring Reports: What to do?

Janet presented the query of how the Board can address its monitoring reports in a more timely fashion.

Carrie presented suggestions regarding responsibility by each member of the Board for monitoring reports, specifically for Policy Governance D policies.

After discussion regarding preparation of monitoring reports, goal setting for strategic planning, continued education and information toward process, the following occurred: MOTION: By Janet, Second by Susan, failed for lack of vote, to use the format proposed by Carrie's to review Policy D7, having each Board member prepare a few comments about what is well done and what is poorly done and place on the agenda for the next regular meeting.

It was determined by the Board that, needing more serious review for this Agenda item, it was delayed for future consideration.

11. Draft Policy, Website/Newsletter (Policy B9)

Ruth submitted an updated revision of Policy B9: Executive Limitations Membership. With regard to publication of a newsletter, discussion ensued concerning timing, currently bimonthly, content and costs. It was determined that discussion shall be continued at the next regular meeting.

12. Provender Conference Attendance

After discussion, the Board took the following ACTION:

MOTION: By Janet, Second by Paula, carried unanimously to send five Board Members

to the 30th Annual Provender Alliance Educational Conference, October 5 and 6, in Hood River, Oregon.

Consensus Decision 2006-09-07

The Board agreed to send five Board Members to the 30th Annual Provender Alliance Educational Conference, October 5 and 6, in Hood River, Oregon.

13. Committee Assignments

Delayed to October regular meeting.

14. Report, Election Committee Final Report

Delayed to October regular meeting.

15. Staff Conflict of Interest (Policy D5.3.2)

Delayed to October regular meeting.

ADJOURNMENT TO EXECUTIVE SESSION

MOTION: By Janet, Second by Paula, carried unanimously to adjourn the Regular Meeting at 8:32 p.m.

Consensus Decision 2006-09-08

The Board agreed to adjourn the Regular Meeting to Executive Session at 8:32 p.m.

EXECUTIVE SESSION

After reconvening from Executive Session, the Board took the following ACTION:

MOTION: By Susan, Second by Paula, carried unanimously, to gratefully acknowledge the contribution of Mary Ann Seward over many years, yet notify that the Food Co-op feels it is not currently in need of a Board facilitator.

Consensus Decision 2006-09-09

The Board agreed to gratefully acknowledge the contribution of Mary Ann Seward over many years, yet notify that the Food Co-op feels it is not currently in need of a Board facilitator.

ADJOURNMENT

Executive Session was adjourned at 8:50 p.m.

OCTOBER 2006 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Tuesday, October 3, 2006**

FINAL DRAFT MINUTES

President Carrie Rice called the meeting to order at 6:47 p.m.

It is noted that the Board met in **EXECUTIVE SESSION** prior to this Regular Board Meeting. The following **ACTIONS** were taken:

MOTION: By Janet, Second by Ruth, carried unanimously, the Board approved Policy B9: Executive Limitations, Membership.

MOTION: By Janet, Second by Ruth, carried unanimously, the Board approved the B5 Monitoring Report.

MOTION: By Janet, Second by Richard, carried unanimously, the Board chose to discuss the bonus for General Manager at a continued Executive Session after close of Regular Meeting.

Consensus Decision 2006-10-01

The Board agreed to approve Policy B9: Executive Limitations, Membership; approve the B5 Monitoring Report; and discuss the bonus for General Manager at a continued Executive Session after close of Regular Meeting.

EXECUTIVE SESSION was continued to the end of the Regular Meeting

OPENING BUSINESS

Board Members Present: Carrie Rice, President; Ruth Apter, Vice-President; Brenda McMillan, Secretary; Janet Welch, Paula Mackrow, Jason Squire, Richard Wojt

Board Members Absent: Susan Miller, Max Barnard

Staff Present: Briar Kolp, Sally Lovell, Margarita Courney

Scribe: Kate Pike, Brisa Services

Facilitator: Mary Ann Seward

Guests/Members: Cindy Wolpin, Sylvie and John Bliss, Phil Dinsmore, Frieda Fenn, Joe Breskin, John Barr, Julie Jaman, Bobby Jenusaitis, Joanie Beldin, Arby Baker, Terri Swanson

Announcements: Note Ground Rules posted.

Agenda: The Agenda was accepted with the following changes: Under Discussions & Decisions, No. 6, Debriefing - Product Forum of September 20, moved to ahead of Minutes & Reports No 1; under Minutes & Reports, No. 4, Report-Strategic

Planning Committee Meeting moved to Discussions & Decisions, No. 4.

Consensus Decision 2006-10-02

The Board agreed to approve the Agenda as amended.

- Member Comment:
- 1) Cindy Wolpin addressed moving of Agenda items and her positive take on the recent forum (product forum of September 20) with a willingness to participate on any food policy committee.
 - 2) Phil Dinsmore noted tensions between Board and staff and urged the Board to address product selection and policy governance.
 - 3) Frieda Fenn appreciated the forum and expressed concern about the affordability of basic foods for those with low income.
 - 4) Sylvie Bliss expressed interest in educating members concerning product.
 - 5) Joanie Beldin supports formation of a product policy committee (with a willingness to serve) and supports a "boycott" policy.
 - 6) Bobby Jenusaitis commented on Odwalla and Coca-Cola.
 - 7) Ruth Apter read a letter from Peter Bonyon and Beth Lorber-Bonyon regarding geographic preferences and too great a selection of products.
 - 8) John Barr would like to see the support of local agriculture as a top priority and outreach to young shoppers
 - 9) Joe Breskin expressed a need to clarify the role of the Co-op and cautioned against consequences of an unintended purpose. He addressed criteria for local produce, education of members and the current distance from 1984 "Products We Choose to Carry" and B8 policies published on the Co-op website; he also suggested an on-line forum.
 - 10) Julie Jaman, reminded of a significant point made at the forum, "Freedom of choice is what we have; freedom from choice is what we want." Suggested running an experiment offering only regional and local jam.
 - 11) Terri Swanson, new to the community, addressed her own lack of information and expressed a willingness to help.

Affirmation of Written Materials: Board members affirmed having read all written

materials submitted in their packets.

BOARD DISCUSSION/DECISIONS

6. Debriefing - Product Forum of September 20

Brenda, addressing the general Member Comments, reiterated that education of members is of critical importance. Ruth commented on the positive turn-out at the forum, however, was disappointed in level of publicity, particularly in an outreach toward new members. Member Julie Jaman, on the Member Relations Committee, was asked for further comment and noted that over 80 people attended, indicating a desire for further momentum by the Board. The Board took the following ACTION:

MOTION: By Paula, Second by Janet, carried with five in favor and two abstentions, to form a product policy guidelines committee. Discussion among the Board ensued regarding purposes and areas of responsibility of such a committee, as well as the larger issue of strategic planning. Janet, as initial Chair, Jason and Paula will serve from the Board. General members who have shown interest will be contacted to participate.

Consensus Decision 2006-10-03

The Board agreed to form a product policy guidelines committee.

MINUTES & REPORTS

1. Minutes, September 5, 2006 Regular Board Meeting

MOTION: By Janet, Second by Richard, carried unanimously to approve the September 5, 2006 Regular Board Minutes.

Consensus Decision 2006-10-04

The Board agreed to approve the September 5, 2006 Regular Board Minutes.

2. Report - August Correspondence Report

MOTION: By Ruth, Second by Paula, carried unanimously, that the correspondence referred to in the August correspondence report is a matter for operations.

Consensus Decision 2006-10-05

The Board agreed that the correspondence referred to in the August correspondence report is a matter for operations.

3. Report - C3, Delegation to the General Manager

Deferred.

4. Report: Strategic Planning Committee Meeting

After presentation by Richard and Board discussion, this item was deferred to the continued Executive Session.

5. Election Committee, Final Report

Deferred.

6. Debriefing - Product Forum of September 20

Addressed prior to No. 1, Minutes.

7. *Draft Policy, Website/Newsletter (Policy B9)*
Deferred.

Under UPCOMING AGENDA & INFORMATION MATERIALS, reassigning of D7, Relationship to Members, it was reassigned to Brenda.

ADJOURNMENT TO EXECUTIVE SESSION

MOTION: By Janet, Second by Paula, carried unanimously to adjourn the Regular Meeting to Executive Session at 8:36 p.m.

Consensus Decision 2006-10-06

The Board agreed to adjourn the Regular Meeting to Executive Session at 8:36 p.m.

EXECUTIVE SESSION

After discussion, the Board took the following ACTIONS:

MOTION: By Janet, Second by Richard, carried unanimously, to allow the Board President and the General Manager to cooperatively select a strategic planning consultant to lead through the process.

Consensus Decision 2006-10-07

The Board agreed to allow the Board President and the General Manager to cooperatively select a strategic planning consultant to lead through the process.

MOTION: By Ruth, Second by Richard, carried unanimously, to give the General Manager a \$5,000 bonus for the period November 2004 to October 2005 for good work. Any lack of remuneration is to be adjusted by the coming compensation package.

Consensus Decision 2006-10-08

The Board agreed to give the General Manager a \$5,000 bonus for the period November 2004 to October 2005 for good work. Any lack of remuneration is to be adjusted by the coming compensation package.

ADJOURNMENT

Executive Session was adjourned at 8:50 p.m.

NOVEMBER 2006 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Tuesday, November 7, 2006**

DRAFT MINUTES

SPECIAL MEETING

President Carrie Rice called the Special Meeting to order at 5:30 p.m.

Board Members Present: Carrie Rice, President; Ruth Apter, Vice-President; Brenda McMillan, Secretary; Janet Welch, Paula Mackrow, Jason Squire, Richard Wojt, Susan Miller

Board Members Absent: None

Staff Present: Briar Kolp, Sally Lovell, Margarita Courney

Scribe: Kate Pike, Brisa Services

Agenda: Consideration of the Final Report by the Election Committee.

It is noted that the Board met in **Executive Session** prior to the Special Meeting for the purpose of discussing personnel issues related to the Election. No ACTION was taken.

It was suggested that there may not be time enough to address all the recommendations, and that Third Tuesday meetings be again considered. There were, however, three high priority time-sensitive issues: 1) Discussion and a By-law change to eliminate the nomination process; 2) Determining the election cycle and scheduling with regard to the Annual General Meeting; and 3) Defining the authority of the Election Committee.

MOTION: By Janet, Second by Richard, passed with one abstention by Susan, that the BDC propose a draft re-write of the By-Law Article IV, Section 2, for discussion at the next meeting.

Consensus Decision 2006-11-01

The Board agreed that the Board Development Committee submit a draft re-write of the By-Law Article IV, Section 2, for discussion at the next Regular Meeting.

With regard to the second Recommendation in the Election Committee Report, concerning two requirements for candidates of a) mandatory orientation and b) attendance at two board meetings prior to the two-week election cycle, it was suggested by Richard and generally agreed to use wording of "strongly recommend attendance..."

With regard to scheduling, it was suggested to either a) task the Board Development Committee with setting election calendar, or b) hold a Third Tuesday meeting for discussion.

The Board determined to hold a Third Tuesday meeting on December 19, 2006 at 6:00 p.m. to discuss setting the election calendar with drafts created by Election Committee.

Consensus Decision 2006-11-02

The Board determined to hold a Third Tuesday meeting on December 19, 2006 at 6:00 p.m. to discuss setting the election calendar with drafts created by Election Committee. Open to Co-op members.

The Special Meeting was adjourned at 6:17 p.m, whereupon Board and members shared simple foods.

REGULAR MEETING

President Carrie Rice called the Regular Meeting to order at 6:42 p.m.

OPENING BUSINESS

Board Members Present: Carrie Rice, President; Ruth Apter, Vice-President; Brenda McMillan, Secretary; Janet Welch, Paula Mackrow, Jason Squire, Richard Wojt, Susan Miller

Board Members Absent: None

Staff Present: Briar Kolp, Sally Lovell, Margarita Courney

Scribe: Kate Pike, Brisa Services

Guests/Members: Cindy Wolpin, Joe Breskin, John Barr, Julie Jaman, Bobby Jenusaitis, Willie Smothers, Mary Ann Seward, David Goldman

Announcements: Note Ground Rules posted.

Agenda: The Agenda was accepted with the following changes:

Under MINUTES & REPORTS, Item 8. Report-Draft 2007 Board Budget moved to DISCUSSION & DECISIONS Item 18. Under MINUTES 7 REPORTS, Item 4. Report - October Correspondence, moved to DISCUSSION & DECISIONS Item 19.

MOTION: By Richard, Second by Janet, carried unanimously, to accept the Agenda as amended.

Consensus Decision 2006-11-03

The Board agreed to approve the Agenda as amended.

Member Comment: 1) Joe Breskin, addressing the drafting of a charter by the Food Co-op Food Policy and Guidelines Committee, requested action at this meeting.
2) Cindy Wolpin echoed the above request.
3) Bobby Jenusaitis echoed the above request.
4) John Barr echoed the above request.

Item placed as No. 20 on this AGENDA.
Affirmation of Written Materials: Board members affirmed having read all written materials submitted in their packets.

GENERAL MANAGER REPORT

a) Regarding Strategic Planning, The Manager and President have begun an interview process to choose a planner, with three phone interviews completed and further interviews scheduled. Fees range from \$100 to \$125 per hour/ \$1000 to \$1500 per day. It is expected to have a planner on task by January; there is currently \$10,000 allotted in the 2007 Budget.

b) With regard to a donation policy, the Manager indicated being open to a more formal policy if that be the direction of the Board.

c) The Manager is currently in contact with the Farmers' Market, WSU, Jefferson Land Trust, Sunfield Farms concerning Land Works collaboration. A representative of the Land Trust will attend the December 5 Regular Meeting for discussion.

d) Concerning Board Training, the Manager presented information from the Cooperative Development Services regarding CBLD (Cooperative Board Leadership Development), a program to support continued improvement of food co-op boards, offering ongoing consultation, day-long retreats, CBL workshops, leadership sessions and a board effectiveness survey.

There was some Board discussion regarding strategic planning as a top priority and the benefits of this and other board educations.

MINUTES & REPORTS

1. Minutes - October 3, 2006

MOTION: By Janet, Second by Richard, carried unanimously, to accept the Minutes of October 3, 2006 as corrected to note Max was not present and Jason had recused himself from ACTION regarding General Manager compensation.

Consensus Decision 2006-11-04

The Board agreed to accept the Minutes of October 3, 2006 as corrected to note Max was not present and Jason had recused himself from ACTION regarding General Manager compensation.

2. Correction - 2006-07-05 Consensus Wording

MOTION: By Janet, Second by Ruth, carried unanimously, to accept correction of **Consensus Decision 2006-07-05** to read as follows:

The Board agreed to accept the proposal by Donna Logan that the present Parking Lot be submitted to the Board Development Committee (BDC) for labeling and dating. Labeling shall include: "Drop this", "Assign", and "Place on Board Agenda". Dating shall include the date an issue is to be addressed and an estimated completion date. The Board Development Committee (BDC) shall submit the labeled and dated document/issue to the Board for approval on or before the September 2006 Regular Board Meeting.

Consensus Decision 2006-11-05

The Board agreed to accept correction of **Consensus Decision 2006-07-05** to read as

follows:

The Board agreed to accept the proposal by Donna Logan that the present Parking Lot be submitted to the Board Development Committee (BDC) for labeling and dating. Labeling shall include: "Drop this", "Assign", and "Place on Board Agenda". Dating shall include the date an issue is to be addressed and an estimated completion date. The Board Development Committee (BDC) shall submit the labeled and dated document/issue to the Board for approval on or before the September 2006 Regular Board Meeting.

3. Acceptance - Max Barnard's Resignation from the Board

MOTION: By Susan, Second by Brenda, carried unanimously, to accept the resignation of Max Barnard with regret.

Consensus Decision 2006-11-06

The Board agreed to accept the resignation of Max Barnard with regret.

4. Moved to No. 19.

5. Report - September Budget

Sally presented September, 2006 Profit and Loss detail for information only.

6. Report - C3-Delegation to the General Manager

MOTION: By Brenda, Second by Janet, carried unanimously, to accept Monitoring Report by Susan on C3-Delegation to the General Manager.

Consensus Decision 2006-11-07

The Board agreed to accept Monitoring Report by Susan on C3-Delegation to the General Manager.

7. Report - Relationship to Members

MOTION: By Janet, Second by Susan, carried unanimously, to accept the November 2006 report on Policy D7 with the correction that under D7.2, Compliant, "employee" be replaced with "member".

Consensus Decision 2006-11-08

The Board agreed to accept the November 2006 report on Policy D7 with the correction that under D7.2, Compliant, "employee" be replaced with "member".

8. Moved to No. 18

9. Report - Provender Conference

Jason, Janet and Carrie all reported on their very positive experiences attending the Provender Conference in Hood River, Oregon, which placed great emphasis on education. An article for "*The Commons*" is forthcoming.

10. Report - Harvest Dinner

At the October 27 Harvest Dinner, sponsored by the Farmers' Market, Carrie addressed the positive community contribution of the Market and its outstanding collaboration with the Co-op.

11. Report - GM Bonus

The President presented Briar Kolp, General Manager, with a card of appreciation and a monetary bonus, as determined in October 3, 2006 Executive Session.

BOARD DISCUSSION/DECISIONS

19. October Correspondence - Letter from David Goldman

The Board discussed at length Mr. Goldman's concerns regarding processing fees related to use of debit/credit cards at the store. It was determined that this is an operations matter.

12. Appointment - Replacement for vacant Board seat

After discussion regarding opening the vacant Board position, the following ACTIONS were taken:

MOTION: By Janet, Second by Richard, not voted upon, to appoint Bobby Jenusaitis to the vacant Board position.

MOTION: By Paula, Second by Richard, withdrawn by Maker, to advertise the position in the store and in *The Leader*.

MOTION: By Janet, Second by Brenda, carried unanimously, to appoint Bobby Jenusaitis to the Board of Directors, filling the vacant position, effective December 1, 2006.

MOTION: By Susan, Second by Richard, not voted upon, that, if the Board is to appoint a new member, the Board is to advertise the position to the entire Co-op membership, then deliberate.

The issue was referred to the Policy Governance Committee (PoGo) for clarification of the appropriate By-Law.

Consensus Decision 2006-11-09

The Board agreed to appoint Bobby Jenusaitis to the Board of Directors, filling the vacant position, effective December 1, 2006.

13. Proposal - Engage CPA Firm for 2006 Review

MOTION: By Brenda, Second by Janet and carried unanimously to hire Froula & Glessing, CPA to perform financial review of the Food Co-op 2006 records.

Consensus Decision 2006-11-10

The Board agreed to hire Froula & Glessing, CPA to perform financial review of the Food Co-op 2006 records.

14. Proposal - Resume Consent Agenda Meeting Format

MOTION: By Richard, Second by Susan, carried unanimously, to resume a Consent Agenda format for routine Agenda items.

Consensus Decision 2006-11-11

The Board agreed to resume a Consent Agenda format for routine Agenda items.

15. Draft - Parking Lot Revision

The draft Parking Lot List for 2006 was presented for review. After discussion and the suggestion that a method of Parking Lot check-off be implemented at the end of each meeting, it was determined that the Board Development Committee (BDC) will refine the draft and present at the next Regular Meeting.

16. Proposal - GM Compensation Packet

After review of a proposal by Mark Goehring on a process for developing a compensation plan for the General Manager the Board took the following ACTION:

MOTION: By Paula, Second by Susan, carried unanimously to accept the proposal from Mark Goehring for a process to develop a General Manager compensation plan.

Consensus Decision 2006-11-12

The Board agreed to accept the proposal from Mark Goehring for a process to develop a General Manager compensation plan. Further discussion at this meeting determined that Third Tuesday meetings, for Board members only, January 16 and February 20 will be held for continued address.

17. Assign - D4-President's Role

Janet agreed to accept the assignment, with Paula.

18. Report - Draft 2007 Board Budget

MOTION: By Janet, Second by Ruth, carried unanimously, to allocate \$6,000 to Board Education, \$15,000 to Strategic Planning and \$1,000 to Professional Services.

Consensus Decision 2006-11-13

The Board agreed to allocate in the 2007 Food Co-op Board budget \$6,000 for Board Education, \$15,000 for Strategic Planning and \$1,000 to Professional Services.

19. Report - October Correspondence

After discussion, it was determined that anonymous correspondence regarding prices in the store, a letter from member Kirie Pedersen regarding posting petitions, and a letter from Forest Shomer concerning donations were matters for Operations.

20. Food Policy Guidelines Committee Charter

After discussion, the Board took the following ACTION:

MOTION: By Janet, Second by Paula, carried unanimously, to approve the Charter drafted by the Food Co-op Food Policy and Guidelines Committee.

Consensus Decision 2006-11-14

The Board agreed to approve the Charter drafted by the Food Co-op Food Policy and Guidelines Committee.

UPCOMING AGENDA ITEMS & FYI

* Proposal-Newsletter Policy

*Proposal-Website Policy

*Proposal-Member Email List Policy

*FYI-Building Momentum, Cooperative Grocer, Sept/Oct 2006

*FYI-Policy Governance: A New Look, Cooperative Grocer, Sept/Oct 2006

ADJOURNMENT REGULAR MEETING

There being no further business, the President adjourned the Regular Meeting at 9:17 p.m.

DECEMBER 2006 MINUTES

**The Food Co-op
Regular Board Meeting
Co-op Annex, 2432 Washington Street
Tuesday, December 5, 2006**

MINUTES

REGULAR MEETING

President Carrie Rice called the Regular Meeting to order at 6:45 p.m. Carrie, on behalf of the Board, welcomed new member Bobby Jenusaitis.

It is noted that the Board met in **Executive Session** prior to the Regular Meeting, and the following ACTIONS were taken:

MOTION: By Janet, Second by Paula, carried with one abstention, to approve Monitoring Report B4.

MOTION: By Brenda, Second by Susan, carried unanimously, to approve Monitoring Report B2. Section B2.5.1 was given to the Board Development Committee for rewording.

MOTION: By Richard, Second by Bobby, carried unanimously, to approve Monitoring Report B3.

The proposal to waive the \$5.00 capital investment fee failed on the first vote.

MOTION: By Paula, Second by Brenda, carried with one abstention, to waive the \$5.00 capital investment fee by deleting the phrase "or self-proclaimed low-income seniors."

Consensus Decision 2006-12-01

The Board agreed to approve Monitoring Report B4, to approve Monitoring Report B2, to approve Monitoring Report B3, and to waive the \$5.00 capital investment fee by deleting the phrase "or self-proclaimed low-income seniors."

It was further determined that the Board will continue the **Executive Session** after this Regular Meeting.

OPENING BUSINESS

Board Members Present:	Carrie Rice, President; Ruth Apter, Vice-President; Brenda McMillan, Secretary; Janet Welch, Paula Mackrow, Jason Squire, Richard Wojt, Susan Miller, Bobby Jenusaitis
Board Members Absent:	None
Staff Present:	Briar Kolp, Sally Lovell, Margarita Courney, Deb Shortess
Scribe:	Kate Pike, Brisa Services
Guests/Members:	Julie Jaman, David Goldman, Roger Beachy, Jo Beachy, Larry Lawson, Jean Singer (Jean Singer Consulting)

Announcements: Note Ground Rules posted.
Agenda: The Agenda was accepted.
Member Comment: None
Affirmation of Written Materials: Board members affirmed having read all written materials submitted in their packets.
Consent Agenda: MOTION: By Richard, Second by Susan, carried unanimously, to approve the Consent Agenda

Consensus Decision 2006-12-02

The Board agreed to approve the Consent Agenda.

PRESENTATION

Stephanie Reith and Sara Spaeth, of the Jefferson Land Trust, addressed the Board regarding the newly formed Jefferson LandWorks Collaborative, local organizations working to preserve working landscapes, support producers and make connections with local markets. The Collaborative model will focus on 1) keeping prime, large tracts of agricultural and forest land available and affordable over time; 2) providing farmers and foresters access to business training, capital and knowledge to make a secure living; and 3) ensuring consumer demand and markets are in place to accommodate local food and timber products. The Land Trust is requesting the Food Co-op join the partnership, providing a consistent employee/member, and help write the Memorandum of Understanding for the Collaborative.

GENERAL MANAGER REPORT

The Manager reported that sales were up 8.5 per cent (375 turkeys sold!) during Thanksgiving week over the same week of 2005; the sales, however, were down during the week following due to inclement weather. A staff holiday party was held at Manressa Castle, and year-end bonuses will be distributed to employees. Briar attended the Land Trust auction, and is working with buyers and employees (?) on an Annual Plan

BOARD DISCUSSION/DECISIONS

7. Proposal: Set term for next Board election

MOTION: By Janet, Second by Richard, carried unanimously to accept that there are three open seats, each being for a three-year term.

Consensus Decision 2006-12-03

The Board agreed to accept that there are three open seats, each being for a three-year term.

8. Proposal: Board weekend for Strategic Planning

After deliberation, the Board determined that the Strategic Planning weekend is set for January 27 and 28, 2007, with a second choice of March 3 and 4, 2007.

Consensus Decision 2006-12-04

The Board agreed that the Strategic Planning weekend is set for January 27 and 28, 2007, with a second choice of March 3 and 4, 2007.

9. Proposal: Board Development (BDC) request for By-Law change

Regarding proposed By-Law changes, the following occurred:

Article II - Membership

Section 1 remains the same

Section 2

MOTION: By Richard Second by Paula, failed, to recommend the proposed By-law change to Article II, Section 2.

Article III - Board of Directors - Number, Qualification , Appointment, Removal and Responsibility

Section 1 to be addressed in **Executive Session**.

Section 3 removed for future consideration

Article IV - Election of Directors

Section 2

MOTION: By Richard, Second by Ruth, carried unanimously, that Article IV, Section 2 will read. "Any eligible member (See Article III, Section I) may run for election to the Board of Directors. All candidates shall have completed an orientation for potential candidates, making candidates aware of..."

Consensus Decision 2006-12-05

The Board agreed that Article IV, Section 2 will read. "Any eligible member (See Article III, Section I) may run for election to the Board of Directors. All candidates shall have completed an orientation for potential candidates, making candidates aware of..."

Section 3

MOTION: By Janet, Second by Bobby, carried unanimously, to accept the proposed modification. The Section to now read, "Election shall be by ballot, which shall contain the name of each candidate. Each name shall be followed by a single check box. Subject to such restrictions upon service on the Board as shall be contained in other provisions of these By-laws, candidates are elected to the Board in order of number of valid votes cast. Run offs are required in the event of ties."

Consensus Decision 2006-12-06

The Board agreed Article IV, Section 3 to now read, "Election shall be by ballot, which shall contain the name of each candidate. Each name shall be followed by a single check box. Subject to such restrictions upon service on the Board as shall be contained in other provisions of these By-laws, candidates are elected to the Board in order of number of valid votes cast. Run offs are required in the event of ties."

10. Proposal: Website Policy

Ruth submitted a proposal to increase access to members via electronic communications, creating and maintaining an accurate, up-to-date, east to navigate website.

MOTION: By Richard, Second by Janet, carried with one abstention, to accept the proposal as submitted

Consensus Decision 2006-12-07

The Board agreed to increase access to members via electronic communications, creating and maintaining an accurate, up-to-date, east to navigate website.

11. Proposal: Member Email List Policy

Ruth submitted a proposal to create an email list of members to inform of events, meetings and related news.

MOTION: By Bobby, Second by Jason, carried with 2 abstentions, to accept this

proposal, with the friendly amendment by Janet and Paula to remove certain wording. The Policy is to be identified as B.9.6 and shall read "A co-op email list shall be created and maintained to serve as a tool for outreach and communication with the membership. Notices of events, meetings and co-op related news will be sent in a timely manner. This list will remain private and cannot be used for any non-co-op purposes."

Consensus Decision 2006-12-08

The Board agreed the Policy is to be identified as B.9.6 and shall read "A co-op email list shall be created and maintained to serve as a tool for outreach and communication with the membership. Notices of events, meetings and co-op related news will be sent in a timely manner. This list will remain private and cannot be used for any non-co-op purposes."

12. Update - GM Compensation

Moved to **Executive Session**

13. Proposal: Prioritization of Policies for PoGo Committee

The following items were assigned to members of the Policy Governance (PoGo) Committee:

1. D7, Relationship to Members (Brenda)
2. D8, Cost of Governance (no one specific at this time in March)
3. D6, Board Committee Principles (Richard and Janet in January)
4. D1, Governing Style (no one at this time in February)

14. Appointment: C5, General Manager Evaluation Committee

Carrie and Susan will serve.

ADJOURNMENT REGULAR MEETING

There being no further business, the President adjourned the Regular Meeting at 8:25 p.m.

EXECUTIVE SESSION (continued)

The Regular Meeting was adjourned to Executive Session at 8:27 p.m.