

**THE FOOD CO-OP BOARD OF DIRECTORS'
RECORD OF DECISIONS
2006**

MONTH	2006 CONSENSUS DECISION TABLE
<p>JANUARY January 3, 2006</p>	<p>Consensus Decision 2006-01-01 The Consent Agenda was approved as modified.</p> <p>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.</p> <p>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.</p> <p>Consensus Decision: 2006-01-04 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.</p> <p>Consensus Decision: 2006-01-05 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.</p> <p>Consensus Decision: 2006-01-06 The Third Tuesday meetings will continue for six months. The Agenda item for the next Third Tuesday meeting is discussion of the election timeline.</p> <p>Consensus Decision: 2006-01-07-ES 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.</p>
<p>FEBRUARY</p> <p>Two regular meetings held in February due to extent of items for consideration.</p> <p>February 7, 2006</p>	<p>Consensus Decision 2006-02-01 The Consent Agenda was approved as modified.</p> <p>Consensus Decision 2006-02-02 The Board agreed staff will post the By-Law Change Proposal for discussion at the March meeting.</p> <p>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.</p> <p>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.</p>

February 7, 2006, cont.

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.

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

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."*

Consensus Decision 2006-02-08

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

Consensus Decision 2006-02-09

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

Consensus Decision 2006-02-10

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

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.

<p>February 21, 2006 (Second Meeting of February 2006 due to extent of items for consideration)</p>	<p>Consensus Decision 2006-02-12 The Board agreed to accept the February 21, 2006 agenda as revised.</p> <p>Consensus Decision 2006-02-13 The Board accepted the budget information as submitted.</p> <p>Consensus Decision 2006-02-14 The Board agreed to accept the Generic Calendar in concept and request the Board Development Committee to prepare a preliminary Generic Calendar.</p> <p>Consensus Decision 2006-02-15 The Board agreed to select Option 1 for the duration of the term of this Board. 1) One-hour Executive Session at 4:00 p.m.; dinner at 5:00 p.m.; and the open meeting to begin at 5:30 p.m.</p>
<p>MARCH March 7, 2006</p>	<p>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.</p> <p>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.</p> <p>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.</p> <p>Consensus Decision 2006-03-04 The Board agreed to approve the February 7, 2006 Board Regular Meeting Minutes.</p> <p>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.</p> <p>Consensus Decision 2006-03-05 The Board agreed 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.</p> <p>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."</p>

<p>March 7, 2006, cont.</p>	<p>Consensus Decision 2006-03-07 The Board agreed to accept the Monitoring Report regarding Board Committee Principles as written.</p> <p>Consensus Decision 2006-03-08 The Board agreed to accept the Internal Monitoring Report.</p> <p>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.</p> <p>Consensus Decision 2006-03-10 The July 4, 2006 regular Board meeting will be re-scheduled for July 11, 2006.</p>
<p>APRIL April 4, 2006</p>	<p>Consensus Decision 2006-04-01 The Board agreed to approve the Agenda with amendments.</p> <p>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.</p> <p>Consensus Decision 2006-04-03 The Board agreed to accept the Budget Report, Profit and Loss Statement for February 2006.</p> <p>Consensus Decision 2006-04-04 The Board agreed to accept the Financial Review as discussed in Executive Session.</p> <p>Consensus Decision 2006-04-05 The Board agreed that B3, Financial Planning, is approved.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>Consensus Decision 2006-04-09 The Board agreed that there would be no Third Tuesday Board Meeting April 18, 2006.</p>

<p>MAY May 2, 2006</p>	<p>Consensus Decision 2006-05-01 The Board agreed to approve the Agenda as submitted.</p> <p>Consensus Decision 2006-05-02 The Board agreed to approve the Minutes of April 4, 2006 as submitted.</p> <p>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.</p> <p>Consensus Decision 2006-05-04 Global Policy D2, Board Job Description, stands as originally written.</p> <p>Consensus Decision 2006-05-05 The Board accepted the Self-Monitoring Report regarding Policy D1, Board Process Governing Style.</p> <p>Consensus Decision 2006-05-06 The Board agreed to accept the Board March Budget Report with suggestion.</p> <p>Consensus Decision 2006-05-07 The Board agreed to accept the report on General Manager Relationship Policy C2: Director Limitations.</p>
<p>JUNE June 6, 2006</p>	<p>Consensus Decision 2006-06-01 The Board agreed to accept the Agenda as modified.</p> <p>Consensus Decision 2006-06-02 The Board agreed to accept the May 16, 2006 Third Tuesday Board Meeting Minutes.</p> <p>Consensus Decision 2006-06-03 The Board agreed to accept the April 20 and May 18, 2006 Member Relations Committee Minutes.</p> <p>Consensus Decision 2006-06-04 The Board agreed that, at this time the Proposal that the term "Designated Member" not be eliminated from use.</p> <p>Consensus Decision 2006-06-05 The Board agreed that Election Committee Minutes of May 3, May 10, May 17, and May 24, 2006 be accepted.</p> <p>Consensus Decision 2006-06-06 The Board agreed to accept Policy C1, Unity of Control.</p> <p>Consensus Decision 2006-06-07 The Board agreed to accept the Internal Monitoring Report regarding B4, Financial Condition for First Quarter 2006, Ending 3/31/06.</p> <p>Consensus Decision 2006-06-08 The Board agreed to accept the April Board Budget Report as submitted.</p>

<p>June 6, 2006, cont.</p>	<p>Consensus Decision 2006-06-09 The Board agreed to accept the Board Correspondence Proposal with adjustments.</p> <p>Consensus Decision 2006-06-10 The Board agreed to accept with regret the resignation of Gale Wallis from the Board of Directors.</p> <p>Consensus Decision 2006-06-11 The Board agreed to not hold a Third Tuesday meeting in the month of June.</p> <p>Consensus Decision 2006-06-12 The Board agreed to schedule the meeting with Judith Alexander for June 26, from 9:00 a.m. to noon at the Annex.</p>
<p>JULY July 11, 2006</p>	<p>Consensus Decision 2006-07-01 The Board agreed to approve Monitoring Report B1 and approve Monitoring Report B6 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.</p> <p>Consensus Decision 2006-07-02 The Board agreed to approve the Agenda as amended.</p> <p>Consensus Decision 2006-07-03 The Board agreed to approve the Minutes of May 2, 2006 as submitted.</p> <p>Consensus Decision 2006-07-04 The Board agreed to approve the Minutes of June 6, 2006 as submitted.</p> <p>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.</p> <p>Consensus Decision 2006-07-06 The Board agreed to support the Member Relations Committee in moving forward with planning for a September forum.</p> <p>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.</p> <p>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, Ruth Apter.</p>

August
August 1, 2006

Consensus Decision 2006-08-01

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

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.

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.

Consensus Decision 2006-08-04

The Board agreed to accept monitoring report B8.

Consensus Decision 2006-08-05

The Board agreed to approve the Agenda as amended

Consensus Decision 2006-08-06

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

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.

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 this has never been put into practice, delete "non-compliance" comment.

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.

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, with the Board Development Committee to make arrangements. An ad hoc committee to include Richard as Chair, Paula and Mary Ann will assist the BDC in planning the workshop; staff members Briar and Sally will also assist.

Consensus Decision 2006-08-11

The Board agreed to change wording of D1.3.4 as proposed and further agreed to NOT consider wording of D1.3.5 as proposed.

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 Co-op Commons"* by Paula.

SEPTEMBER

September 5, 2006

Consensus Decision 2006-08-01

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

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.

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.

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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.

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.

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.

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

<p>September 5, 2006, cont.</p>	<p>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.").</p> <p>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 <i>"The Commons"</i> by Paula.</p> <p>Consensus Decision 2006-08-13 The Board agreed to adjourn the Regular Meeting to Executive Session at 8:40 p.m.</p>
<p>OCTOBER October 3, 2006</p>	<p>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.</p> <p>Consensus Decision 2006-10-02 The Board agreed to approve the Agenda as amended.</p> <p>Consensus Decision 2006-10-03 The Board agreed to form a product policy guidelines committee.</p> <p>Consensus Decision 2006-10-04 The Board agreed to approve the September 5, 2006 Regular Board Minutes.</p> <p>Consensus Decision 2006-10-05 The Board agreed that the correspondence referred to in the August correspondence report is a matter for operations.</p> <p>Consensus Decision 2006-10-06 The Board agreed to adjourn the Regular Meeting to Executive Session at 8:36 p.m.</p> <p>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.</p> <p>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.</p>
<p>NOVEMBER November 5, 2006</p>	<p>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.</p> <p>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</p>

NOVEMBER-Cont.

Committee. Open to Co-op members.

Consensus Decision 2006-11-03

The Board agreed to approve the Agenda as amended.

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.

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.

Consensus Decision 2006-11-06

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

Consensus Decision 2006-11-07

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

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".

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.

Consensus Decision 2006-11-10

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

Consensus Decision 2006-11-11

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

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.

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

NOVEMBER-Cont.	Services. Consensus Decision 2006-11-14 The Board agreed to approve the Charter drafted by the Food Co-op Food Policy and Guidelines Committee.
DECEMBER December 5, 2006	