

**THE FOOD CO-OP BOARD OF DIRECTORS’  
RECORD OF DECISIONS  
2005**

<b>MONTH</b>	<b>2005 CONSENSUS DECISION</b>
<b>JANUARY</b>	<p><b>Consensus Decision #2005-01-01:</b> The Board approved all of the Consent Agenda items: all approved as written.</p> <p><b>Consensus, minus one, Decision #2005-01-02:</b> The Board approved bylaw changes as written to Article IV, Section 2 for the upcoming election.</p> <ul style="list-style-type: none"> <li>• A petitioner would be able to submit a petition as late as March 4 2005. Potentially mission February 24 “Meet Candidates Night,” and missing candidate information published in the March newsletter.</li> <li>• Board Development/Nominating Committee would potentially only have from March 4-17 to incorporate petitioner information into election information to be mailed.</li> </ul>
<b>FEBRUARY</b>	<p><b>Consensus Decision #2005-02-01:</b> The Board approved the Minutes of the January 24, 2005 Board Meeting with the following revisions: delete the statement “Molly arrived at the end of the meeting”; Gale Wallis’ member comments should reflect her candidacy for “Board Appointment” (not election), and that she is unable to devote time to the “Board Appointment” (not the election process), also the statement regarding “commenting on election and needed changes...” paragraph should be attributed to Gail’s comments; under Section III-B, note that the Board President, Susan Miller, acknowledged that the Board will not endorse a specific candidate and that the Board was in the process of organizing a meeting of candidates night at the January meeting; Section III-C-2-a, Board agreed that an education piece should accompany the issue of the survey question regarding changes to the bylaws ratified by the membership; Section III-C-2-b, “Board referred discussion to the Board Development Committee; Section III-C-3, should reflect Consensus Decision “minus one” #2004-01-02; Section III-C-4, specify that the six candidates were for Board appointment, note separately that Mike McKell &amp; Donna Logan have stated their intent to run for re-election; Section III-D, clarify that the work session was the “Strategic Planning work session held in November 2004”; Section III-E, clarify that the “total of \$50K is an overall budget.</p> <p><b>Consensus Decision #2005-02-02:</b> The Board approved the BDC Minutes of the January 21, 2005 meeting with the following revisions: clarify that in the absence of one of the Board members on a committee, the Board President would have authority to attend and vote on issues.</p> <p><b>Consensus Decision #2005-02-03:</b> The Board approved the January Correspondence Report with the following correction: Response to Gail Jenkins’ letter was done by Sally Lovell, not Susan Miller; Susan reminded Board members and member-at-large that Board correspondence needs to go to: <a href="mailto:coopboard@olympus.net">coopboard@olympus.net</a> for a response from the Board Secretary, Donna Logan.</p>

<b>MONTH</b>	<b>2005 CONSENSUS DECISION</b>
<b>MARCH</b>	<p><b>Consensus Decision #2005-03-01:</b> The Board approved the Minutes of the February 4, 2005 Board Meeting with the following revisions: Under New Business, Section A, Gale Wallis is unable to devote time to the Board <i>Appointment</i>. Under Operations Report, Briar's response to the financial condition of the deli should say: with the cheese numbers added to the deli, the financial condition looks okay, however, we are still working on improvements.</p> <p><b>Consensus Decision #2005-03-02:</b> The Board approved the Minutes of the Board Development Committee January 21 meeting, with the following revisions: under Section A, Molly proposed these items be discussed at the March 18 work session (not March 11 BDC) meeting; recommendations from the work session will be presented at the April BOD meeting (not the March 18<sup>th</sup> work session). Under Section B, Board members were encouraged to attend the March 19<sup>th</sup> Bellingham annual meeting (not strategic planning session).</p> <p><b>Consensus Decision #2005-03-03:</b> The Board approved the Minutes of the Member Relations Committee meetings of January 27 and February 11, with the following correction: only one survey question from the MRC would be used for the survey on the ballot.</p> <p><b>Consensus Decision #2005-03-04:</b> The Board approved the February Correspondence Report.</p> <p><b>Consensus Decision, minus one #2005-03-05:</b> Donna to rewrite D2 Monitoring Report, striking verbiage following actual policy, submit compliance by following previous years' format.</p> <p><b>Consensus Decision #2005-03-06:</b> Word survey question as proposed, and take wording to the Election Sub-Committee's next meeting.</p>
<b>APRIL</b>	<p><b>Consensus Decision #2005-04-01:</b> The Board approved the Minutes of the March 4, 2005 Board Meeting with the noted revisions. Section IV-A should include the following: <i>As a result of the Executive Session, the Board approved and directed the General Manager to proceed with the purchase and loan procedures, contingent on member and finance approval.</i></p> <p><b>Consensus Decision #2005-04-02:</b> The Strategic Plan was approved and adopted as submitted.</p>
<b>MAY</b>	<p><b>Consensus Decision #2005-05-01.</b> Any two of four Corporate Officers (President, Vice-President, Secretary or Treasurer) may sign legal documents.</p> <p><b>Consensus Decision #2005-05-02.</b> Carrie Rice will serve as Vice President, pro tem, for a one month period, until new officers are elected by the full Board.</p>
<b>JUNE</b>	<p><b>Consensus Decision #2005-06-01.</b> Since any one candidate was unable to achieve a 2/3 vote to elect a new Board President, a revote will be placed on the July meeting agenda, and each month thereafter, until a new Board President is elected. Susan Miller will continue as President, Carrie Rice as Vice President pro tem.</p>

<b>MONTH</b>	<b>2005 CONSENSUS DECISION</b>
<b>JUNE – Continued</b>	<p><b>Consensus Decision #2005-06-02.</b> Donna will continue as Board Secretary until a new Board Secretary is elected.</p> <p><b>Consensus Decision #2005-06-03.</b> Sally Lovell will continue as Corporate Treasurer of the Food Co-op.</p>
<b>JULY</b>	<p><b>Consensus Decision 2005-07-01.</b> The Board will hold two meetings each month, on the first and third Tuesday of the month. The regular Board meeting will be on the first Tuesday, and a single-agenda member-participated meeting on the third Tuesday of the month. Each meeting will begin with a social ½ hour from 5:00-5:30pm with simple food, with the meetings from 5:30-8:30pm. All meetings will be held at the Co-op Annex.</p> <p><b>Consensus Decision 2005-07-02.</b> Seek legal opinion with regard to having a staff member as Corporate Treasurer.</p> <p><b>Consensus Decision Minutes One (Janet) 2005-07-03.</b> Keep the Strategic Workshop closed to members, decision to be revisited at the August Regular Board Meeting on the first Tuesday of the month.</p> <p><b>Consensus Decision 2005-07-04.</b> Establish an ad hoc committee to look at survey timeline, questions, ends result, who should be included to take the survey, on-line survey and any other questions or concerns regarding the survey which have not been addressed.</p>
<b>AUGUST</b>	<p><b>Consensus Decision 2005-08-01.</b> Keep August 26<sup>th</sup> as a Strategic Planning Educational Session, open to the membership, the Board Development Committee will work on exact content of the meeting and develop a yearly calendar for the Board.</p> <p><b>Consensus Decision 2005-08-02.</b> Committees will be the topic of the August 16, 2005 Board/Member Meeting.</p> <p><b>Consensus Decision 2005-08-03.</b> When the GM next reports on B1, that she/he consolidate B1.2.2 with B1.10.1 as is rewritten in her June 2005 report.</p> <p><b>Consensus Decision, minus one, 2005-08-04.</b> Include the criteria to stand for election to the Board, and include under Expectations in the Orientation Book, which were not clarified before.</p> <p><b>Consensus Decision 2005-08-05.</b> Place B Reports from GM on Consent Agenda, with removal/adjustment of information defined by GM as proprietary. Disclosure of the removed/adjusted items will be discussed during Executive Session. Effective September 2005.</p> <p><b>Consensus Decision 2005-08-06.</b> Member Relations is assigned to handle all details for the upcoming We Own It Celebration, to celebration the building purchase.</p>

<b>MONTH</b>	<b>2005 CONSENSUS DECISION</b>
<b>SEPTEMBER</b>	<p><b>Consensus Decision 2005-09-01.</b> Ends Policies (A), will be monitored/reported in April.</p> <p><b>Consensus Decision, one abstention (Janet) 2005-09-02.</b> Monitoring Report B9-Membership, accepted as written; however, the Board will revise the policy.</p> <p><b>Consensus Decision 2005-09-03.</b> Release The Center for Democracy from holding a 4<sup>th</sup> Wisdom Council.</p> <p><b>Consensus Decision 2005-09-04.</b> All Committees will submit a 2006 Budget to the Board Development Committee by October 10, 2005.</p> <p><b>Consensus Decision, minus one abstention (Janet) 2005-09-05.</b> Go forward with Pulse survey.</p> <p><b>Consensus Decision 2005-09-06.</b> The September 20, 2005 BOD/Member Meeting will focus on Committees and the structure, policies and procedures of how Committees function.</p>
<b>OCTOBER</b>	<p><b>Consensus Decision 2005-10-01.</b> Complete the Strategic Planning &amp; Monitor Report Training, to be facilitated by Mary Ann Seward, at the November 1, 2005 BOD Meeting. Time for training is allowed by a meeting with a shorter agenda due to proximity of previous meeting. Cost will be \$100, and time allotted is 2 hours.</p> <p><b>Consensus Decision 2005-10-02.</b> Simple meals for the Board's 1<sup>st</sup> Tuesday meetings will continue, cost not to exceed \$50 per meal.</p> <p><b>Consensus Decision 2005-10-03.</b> Third Tuesday Board/Member meetings will continue for three more months, meetings to be held 5:30-8:30 pm, with simple meals at 5:00 pm, simple meal budget not to exceed \$50. Topic for the third Tuesday meetings will be determined at the November 1<sup>st</sup> regular Board meeting.</p> <p><b>Consensus Decision 2005-10-04.</b> Proposed changes to Requirements for Board Nomination approved as submitted.</p> <p><b>Consensus Decision 2005-10-05.</b> Upon review and confirmation from attorney, Board will approve verbiage for member correspondence as submitted. Donna and GM will submit verbiage to attorney and acquire verbal response.</p> <p><b>Consensus Decision 2005-10-06.</b> Approve changes to policy B4 – Financial Condition “B4.7.2 Maintain adequate Current Ratio of 1.2 (or ore) to 1 and B 4.8 Maintain adequate Debt to Equity Ratio of 3 (or less) to 1”.</p> <p><b>Consensus Decision 2005-10-07.</b> The Board approved Otto Smith's request to review real estate transaction documents and closing statements regarding the building purchase, including loan documents; for review only.</p> <p><b>Consensus Decision 2005-10-08.</b> Board will use format for parking lot list as submitted, to be included with all future agenda packets. Prioritization will be discussed at a future Board meeting.</p>

MONTH	2005 CONSENSUS DECISION
NOVEMBER	<p><b>Consensus Decision 2005-11-01.</b> The PoGo Committee will draft a charter for the Election Committee and submit the draft charter to the Board for approval at the December 6, 2005 Regular Board meeting.</p> <p><b>Consensus Decision 2005-11-02</b> Donna and Gale will prepare the draft of the summary evaluation for the GM.</p> <p><b>Consensus Decision 2005-11-03.</b> Prioritized Parking Lot List accepted as modified.</p> <p><b>Consensus Decision 2005-11-04.</b> Topic of the next 3<sup>rd</sup> Tuesday Board/Member Meeting (11/15) will be Membership Definition, and the first 45 minutes will be reserved to discuss the purpose of the 3<sup>rd</sup> Tuesday meeting.</p> <p><b>Consensus Decision 2005-11-05.</b> Approve Revision to B5-Asset Protection. “B5.2 Fail to properly maintain building and equipment or to provide for adequate facility and equipment.”</p> <p><b>Consensus Decision 2005-11-06.</b> Approve compensation for Aimee Cowf’s dynamic facilitation of the 3<sup>rd</sup> Tuesday meetings to be \$80 per meeting, with no bonus in January.</p>
DECEMBER	<p><b>Consensus Decision 2005-12-01.</b> Approve Consent Agenda as amended.</p> <p><b>Consensus Decision 2005-12-02.</b> The Election Committee Charter was adopted with the following amendments: 1) handle any complaints about candidate behavior; 2)the committee’s responsibility for educating members on voter eligibility; 3) verification of candidates meeting by-law requirements; and 4) approval process for what is mailed to the whole membership.</p> <p><b>Consensus Decision 2005-12-03.</b> Accept establishing three 3-year terms open for the upcoming 2006 election, so that no more than 1/3 of the board positions will be up for election.</p> <p><b>Consensus Decision minus one (unblocked) 2005-12-04.</b> The Board commits to nominating all persons who apply to run for the 2006 Board election. Interviews will be open to those who request. Questions usually asked at interviews will be prepared and presented at Meet the Candidates Night.</p> <p><b>Consensus Decision 2005-12-05.</b> The Board elected to use the CPA firm Froula &amp; Glessing for financial review for the calendar year 2005.</p> <p><b>Consensus Decision 2005-12-06.</b> Accept the continuation of the Third Tuesday Meeting to be “Defining Membership.”</p> <p><b>Consensus Decision 2005-12-07.</b> The Board agreed the D and C Reports for the rest of the term will be as follows:</p> <p>January: D6, Committee Principles, Gale Wallis  February: D1, Governing Style, Carrie Rice  March: All C Policies, Brenda McMillan w/possible assistance by Susan Miller  April: D8, Cost of Governance, Donna Logan</p>

<b>MONTH</b>	<b>2005 CONSENSUS DECISION</b>
<b>DECEMBER-Cont.</b>	<p data-bbox="418 180 1446 247"><b>Consensus Decision 2005-12-08.</b> Approved compensation for Judy Alexander's facilitation of the January 2006 Board &amp; Briar meeting, as \$250.</p> <p data-bbox="418 289 1500 357"><b>Consensus Decision 2005-12-09.</b> Accept addition to Monitoring Report B4, Section B4.10, as submitted by General Manager.</p>