

**THE FOOD CO-OP BOARD OF DIRECTORS’
RECORD OF DECISIONS
2008**

MONTH	2008 CONSENSUS DECISION TABLE
<p>JANUARY January 8, 2008</p>	<p>Consensus Decision 2008-01-01: Agreed to approve the agenda, moving item b. “Proposal – HR Audit Hiring” in the Consent Agenda to item g. under Discussions and Decisions.</p> <p>Consensus Decision 2008-01-02: Agreed to approve the consent agenda with the minutes amended as follows: correct David Goldman’s quote, move Judith Alexander’s name to guest section, add Briar’s name to staff present, and change motion on the bottom of page 11 from Sally, to Carrie.</p> <p>Consensus Decision 2008-01-03: Approved an amendment to the by-laws, Article VIII – Amendments, by adding the following wording to section one, to be submitted to the attorney for his review, and then to be posted for member-owner review, pending the approval of the attorney:</p> <ol style="list-style-type: none"> 1) In the first sentence, adding the words “and the mission statement and principles” after the existing words “Except for the provisions of Article VII, Sections 2 and 6, these by-laws.” 2) The addition of the following words as a new second paragraph in that same section, “However, each change made to the by-laws and/or mission statement and principles, which become effective upon adoption by the Board, shall be brought to the membership for final ratification at the next annual election for the Board of Directors. A simple majority of those voting will pass the amendment(s).” 3) A third new paragraph with the wording, “Notification of the changes made to the by-laws, mission statement, and/or principles, along with the need for final ratification by the members shall be announced in <i>The Co-op Commons</i>, on the co-op’s website, and prominently displayed within the store for no less than 10 days before being voted on by the membership during the annual election.” 4) And a fourth new paragraph, “Included with the ballot shall be an analysis of the proposed changes and pro and con statements whose authors will be appointed by the board.” <p>Consensus Decision 2008-01-04: Approved the following amendments to the Elections Committee Charter:</p> <ol style="list-style-type: none"> 1) In paragraph two, rewriting the second sentence to read as follows: “No Candidates, nor any relative of a candidate running for election, may serve on the Election Committee. 2) In paragraph three, the wording of the second bullet point will now be, “appoint 1-2 Board members to the Committee, at least one of whom will be the Chair of the committee (who is authorized by the Board to make decision on behalf of the Board on time sensitive issues).” 3) In paragraph three, the wording of the seventh bullet point will now be, “The chair of the committee will ensure review of all materials by another board member not on the committee prior to dissemination.” 4) The following three new bullet points were added under the section Committee Responsibilities: <ol style="list-style-type: none"> a) Performance Outcome: Ensure a fair, open, equitable campaign

and election process that reflects well on the Coop and the Board

b) Follow all by-laws that apply to committees

c) Activities include:

5) Addition of the wording, “which will [be] housed at the co-op office as a permanent record, for future committee reference at the conclusion of the election.” to the first sentence after “c) Activities include:”

6) Change the second bullet point below “address any complaints about candidate behavior” to read, “Assist and coordinate with Candidates as they develop their statements, answers to questions, and their photos.”

7) Add the words, “Co-ordinate with staff to insure the,” prior to the existing words, “mailing list will be updated annually...”

8) Change the sentence currently beginning, “create standardized question...” to, “create standardized questions, formats for submittal, and word limits for candidate statements which will be used each year.

9) Add the following sentence to follow the above sentence, “Inform candidates of where and when their submitted statements, biographies and written materials will be published.”

10) Change the current sentence, “coordinate candidate ground rules,” to read, “Inform candidates of ground rules which will be used each year.”

11) Add the words, “develop a standard format which can be used every year” to the existing words, “organize a “Meet the Candidates” event(s).

12) Add the sentence, “Define appropriate behavior by committee members including no campaigning or enforcement of any specific candidate and to maintain their neutrality to honor the role of members to decide for themselves.” after the prior existing bullet point, “solicit volunteers...”

13) Add the wording, “Establish who will be responsible for maintenance of,” prior to the existing wording, “the bulletin board dedicated to election materials.

14) Add the wording, “develop a list of all publicity needed and a time line to meet deadlines which can be used each year,” to follow the existing wording, “provide publicity for the election”

15) Change the bottom of the Operations-Management Responsibilities section to read as follows:

“Operations-Management Responsibilities, - designate one place in the store for all election related materials and activities – establish a visible in-store campaign area

- Provide access to sign up sheets for campaigning
- Educate staff about voting procedures and their role in educating the membership about co-op elections
- Encourage staff voting
- Staff responsibilities to not campaign for, or endorse any candidate while working
 - Determine placement of election signage and advertising
 - Provide a current and accurate updated mailing and membership list(s)
 - Provide materials and storage for the ballot box and other election components
 - Allocate an area where members can cast ballots

16) Move the section titled, “Candidate Responsibilities” back to committee responsibilities, with the addition of the wording, “The

	<p>Elections Committee will ensure that the following responsibilities will be communicated to candidates:” and the bullet points of that section to read,</p> <ul style="list-style-type: none"> • Ensure individual compliance with the required status of membership • Meet as a group, learn about board, set ground rules and add any additional ones that they agree to regarding election parameters such as spending limits, positive campaigning, and/or campaign limits • Attend 2 or more board meetings before election takes place (per our by-laws) • Submit all written material and photographs in the correct format and on time or be eliminated from the election • Read all materials related to the election procedures • Become familiar with the By-laws, Policies and board minutes. <p>Consensus Decision 2008-01-05: Agreed that there be three open seats in the next election, three (3) three-year term and one (1) two-year term.</p> <p>Consensus Decision 2008-01-06: Elected Katherine Baril as secretary to replace Rosetta Maranos.</p> <p>Consensus Decision 2008-01-07: Agreed to meet with Mike Dickerson on Jan 14, 2008, discuss the proposals from Mike and Mary Easterling, then present a full draft proposal to the entire board at the February, 2008 meeting, at which time Dickerson would be invited to attend, and perhaps Mary Easterling by phone.</p> <p>Consensus Decision 2008-01-08: Agreed that either Steve or Janet call Robin Bruins and discuss with her the addition to her proposal in Attachment A., after the word “procedures,” in the last sentence of the first paragraph, of the wording, “as compared to industry standards for best practices,” and determine if she was still willing to be retained for \$2,500.</p>
<p>FEBRUARY February 5, 2008</p>	<p>Consensus Decision 2008-02-01: Agreed to approve the agenda as submitted.</p> <p>Consensus Decision 2008-02-02: Agreed to accept the Consent Agenda as amended.</p> <p>Consensus Decision 2008-02-03: Agreed to assign three Board members to contact Mary Easterling to develop a work plan that addresses priority concerns. The three members will be Steve, Katherine and Carrie. The General Manager will also participate.</p> <p>Consensus Decision 2008-02-04: Agreed to use those monitoring reports received by the Board for the period from October 2006 to October 2007 for the General Manager evaluation process.</p> <p>Consensus Decision 2008-02-05: Agreed to approve the submitted proposed timeline for the 2008 Co-op Election.</p> <p>Consensus Decision 2008-02-06: Agreed to accept the Executive Session proposed policy changes with the following amendments: Under D1.4, "The Board may meet in executive session if....or, if less than two-thirds of <u>Board</u></p>

	<p>(added) members are present..."; under D1.4.2. change to read "Notwithstanding the above, the Board may meet in executive session on those matters which, because of legal requirements or good business sense, require strict confidentiality; under D1.4.3, change to read "The Board may invite the General Manager <u>and support staff</u> (added) to executive sessions..."; and, under D1.4.4, last sentence to read "Executive session Actions shall be included with the regular session minutes." Additionally, all references to "closed session" are to be changed to "executive session".</p>
<p>MARCH March 4, 2008</p>	<p>Consensus Decision 2008-03-01: Agreed to approve the agenda as submitted.</p> <p>Consensus Decision 2008-03-02: Agreed to approve the consent agenda as presented.</p> <p>Consensus Decision 2008-03-03: Approved to hire Mary Easterling to do a workshop on policy governance with the Board during which the group evaluate the current board climate, attempt to come to agreement as a board to the directional progress of the Co-op, and learn through the process, then commit to a new board orientation after the elections.</p> <p>Consensus Decision 2008-03-04: Agreed to reverse consensus decision 2008-01-03.</p> <p>Consensus Decision 2008-03-05: Agreed to include the previous and revised versions of the Mission and Principles on the 2008 Board Election Ballot with a request that members indicate their preferred version.</p> <p>Consensus Decision 2008-03-06: Agreed to remove section D5.3.5 from the D5 policy.</p>
<p>APRIL April 1, 2008</p>	<p>Consensus Decision 2008-04-01: Agreed to approve the agenda as amended (addition of motion by Wojt as part of Discussion & Decisions item b.).</p> <p>Consensus Decision 2008-04-02: Agreed to approve the consent agenda as presented.</p> <p>Consensus decision 2008-04-03: Agreed to have Carrie contact Mary Easterling to determine the dates Mary is available to return to Port Townsend, and send those dates to all candidates and board members continuing on the board.</p> <p>Consensus decision 2008-04-04: Agreed to set the goal to have a successful co-op from now until the year 2014.</p> <p>Consensus decision 2008-04-05: Agreed to have an executive session to address the real estate topic.</p> <p>Consensus decision 2008-04-06: Agreed to direct the General Manager to move forward with the remodel, provided that the General Manager actively solicits donated goods and services and create volunteer opportunities appropriate.</p> <p>Consensus decision 2008-04-07: Ruth agreed to respond to Nora Regan's letter.</p>

<p>APRIL April 1, 2008</p>	<p>Consensus decision 2008-04-08: B4 report was accepted unanimously.</p>
<p>MAY May 6, 2008</p>	<p>Consensus Decision 2008-05-01: Agreed to approve the agenda as amended.</p> <p>Consensus Decision 2008-05-02: Agreed to accept the April 2008 Minutes as corrected to reflect that "Shoreline Bank" should read "Shore Bank".</p> <p>Consensus Decision 2008-05-03: Agreed to accept the first half of the proposal, "The General Manager shall not fail to ensure that The Co-op's product selection and stocking practices are clearly and measurable in accordance with <u>The Buying Policies</u> (also know as Products we choose to carry, 1984) with the second half to be considered at the next regular meeting.</p> <p>Consensus Decision 2008-05-04: Agreed to change the "Products we choose to carry, 1984" document to read "Products We Choose to Carry, 1984", noting capitalizations.</p> <p>Consensus Decision 2008-05-05: Agreed to undo all ACTION taken at this meeting regarding this Bylaw Amendment proposal.</p> <p>Consensus Decision 2008-05-06: Agreed to make four reservations for Board members to attend the CCMA conference.</p>
<p>JUNE June 3, 2008</p>	<p>Consensus Decision 2008-06-01: Agreed to express appreciation and gratitude to the GM in her annual evaluation for the work done Nov. 06-Oct 07 with a Cost of Living Adjustment and Bonus equal to that received by Management for the period and offer the option in lieu of those of an equivalent monetary amount in another preferred structure, such as a 401K.</p> <p>Consensus Decision 2008-06-02: Agreed to accept Monitoring report B4.</p> <p>Consensus Decision 2008-06-03: Agreed to include in the corporate documents: the HR Audit Summary, the employee turnover statistics review and the Employee Handbook revisions, along with the GM's response notes.</p> <p>Consensus Decision 2008-06-04: Agreed to approve the agenda with item b. "CDS Proposal" moved down to the bottom, to address after the new board members are seated.</p> <p>Consensus Decision 2008-06-05: Agreed to approve the consent agenda as presented.</p> <p>Consensus Decision 2008-06-06: Agreed to remove from the voting for President all names of those who withdrew from the election.</p> <p>Consensus Decision 2008-06-07: President Vote: Dorn six, Janet one. Dorn Campbell is the new President.</p> <p>Consensus Decision 2008-06-08: Vice President Vote: Seven for Steve. Steve Moore is the new Vice President.</p>

	<p>Consensus Decision 2008-06-09: Secretary Vote: Six for David, One vote for Rick Sepler. David Goldman is the new Secretary.</p> <p>Consensus Decision 2008-06-10: Treasurer Vote: One abstains, six for Sally. Sally Lovell continues as the Treasurer.</p> <p>Consensus Decision 2008-06-11: Agreed to postpone the Board Development Committee Report.</p> <p>Consensus Decision 2008-06-12: Agreed to hold a third Tuesday meeting from 6-8 pm on June 17 in the Annex.</p> <p>Consensus Decision 2008-06-13: Discussion of CDS proposal postponed until the July meeting.</p>
<p>JULY July 1, 2008</p>	<p>Consensus Decision 2008-07-01: Agreed to approve the agenda with the addition of items: a. “Gale Wallis Correspondence” and b. “GM Evaluation/Compensation Ad Hoc Committee” and all other items move down one letter.</p> <p>Consensus Decision 2008-07-02: Agreed to approve the consent agenda as presented.</p> <p>Consensus Decision 2008-07-03: Dorn inquired of the board members if they understood that it was the intention of the board that a board member is present when GW examined the ballots and that he had volunteered to do this. There was general concurrence that this was the board’s intention.</p> <p>Consensus Decision 2008-07-04: Agreed that Janet, Steve and Dorn form an ad hoc committee to review and proceed with the compensation and evaluation of the GM.</p> <p>Consensus Decision 2008-07-05: Agreed to accept the CDS proposal (see Attachment B. July Minutes) with a change of dates if necessary.</p>
<p>AUGUST August 5, 2008</p>	<p>Consensus Decision 2008-08-01: Agreed to accept the GM compensation package as proposed.</p> <p>Consensus Decision 2008-08-02: Agenda approved as modified.</p> <p>Consensus Decision 2008-08-03: Approved minutes as amended.</p> <p>Consensus Decision 2008-08-04: From July 1, 2008 Minutes: Agreed to accept Policy D7.6: The BOD shall insure that an annual review of the Coop’s buying policies (formally known as “The Products We Choose To Carry”) shall be undertaken by a Committee of the Board and that language recommendations that would make this document a better fit with changing realities of the Food Coop’s supply chain and the availability of products [will] be considered. The result of the Committee’s review and consideration shall be brought to the board as suggested revisions for their consideration.</p> <p>Consensus Decision 2008-08-05: Agreed to the committee previously known as PSGC to create a new charter.</p>

<p>August, 2008 cont...</p>	<p>Consensus Decision 2008-08-06: Adopt policy D4.2.4 as amended: D4.2.4 The President shall coordinate the Board's communications with members including links with the membership through information available at the Co-op: newsletter, surveys, social gatherings, forums, direct mailings, flyers, visioning sessions, website, Annual General Meeting etc., and its committees' communications with members, including coordinating the use of the Coop Information Center (aka, the Board's board). Change: D4.2.4 to 4.2.5</p> <p>Consensus Decision 2008-08-07: Agreed to conduct regular 3rd Tuesday meetings until the Board decides not to.</p> <p>Consensus Decision 2008-08-08: Agreed to reaffirm previous decision to permit examination of the May 2008 board election ballots with a representative of the board present and convey the board's concern for the security of the ballots as well as advise GW of the availability of the former co-chair of the Elections Committee to provide further explanation of the board's reasoning.</p>
<p>SEPTEMBER September 2, 2008</p>	<p>Consensus Decision 2008-09-01: Approved the agenda with Rick's amended request to move item d. "Board Work Plan Proposal" to the top of the agenda.</p> <p>Consensus Decision 2008-09-02: Agreed to approve the consent agenda as presented.</p> <p>Consensus Decision 2008-09-03: Agreed to accept the revised work plan reflecting the following meeting topics and schedule: <u>September 16:</u> Board Internal Contract <u>October 21:</u> Board & GM Social Contract / Roles discussion – Confirm Work Plan and Commitment. <u>November 18:</u> Decision Making Process <u>December 16:</u> Monitoring Process <u>January 20:</u> Calendar – Frequency – Scheduling <u>February 17:</u> Fully Implement Policies / Procedures/ Monitoring per Approved Calendar.</p>
<p>OCTOBER October 7, 2008</p>	<p>Consensus Decision 2008-10-01: Agreed to approve the amended agenda.</p> <p>Consensus Decision 2008-10-02: Agreed to approve the consent agenda.</p> <p>Consensus Decision 2008-10-03: Agreed that the Co-op hire Glessing and Associates to conduct a financial review of 2008 records at a cost of \$3700 – \$4200.</p> <p>Consensus Decision 2008-10-04: Agreed that the Co-op hire a new employee to serve the board, consistent with the job description as amended by the board, who will report to the General Manager and furthermore; the job will focus on fulfilling the tasks in the job description for the board and other tasks for the GM as time is available, excluding monitoring reports.</p> <p>Consensus Decision 2008-10-05: Agreed that the board adopt the recommended PSG charter as submitted.</p> <p>Consensus Decision 2008-10-06: Agreed that the board schedule a second formal board meeting each month thru the end of January '09.</p>

	<p>Consensus Decision 2008-10-07: Agreed that the board approves David’s “Proposal for Member Participation in Board Meetings” (September 27, 2008) with the following friendly amendment to item 2) which should now read: “Time shall be allocated immediately prior to Board vote on that agenda item for owner – member comments on that particular item.”</p>
<p>NOVEMBER November 4, 2008</p>	<p>Consensus Decision 2008-11-01: Approved the agenda.</p> <p>Consensus Decision 2008-11-02: Agreed to adopt Briar Kolp’s proposal for a facility assessment, agreeing to: meet with the staff at the cross team meeting on November 6; hold a discussion about what they heard from staff and request further information from Briar at the December 2 board meeting; and to meet with the GM and a select management group in January, 2009, to review information and discuss options.</p> <p>Consensus Decision 2008-11-03: Agreed to approve the consent agenda as amended.</p> <p>Consensus Decision 2008-11-04: Agreed to adopt the board budget as proposed with the amendment that we take \$250 out of MRC and allocate it to the PRRC and change elections to reflect \$5,000.</p> <p>Consensus Decision 2008-11-05: Agreed to adopt the Board Development Committee Charter numbers 1-3 and 7 and 8 and add a new number 6 “and other duties as assigned by the board.” Also adding “The chair of the BDC will be nominated by the Board President, approved by the board as a whole.</p>
<p>November 20, 2008</p>	<p>Consensus Decision 2008-11-06: Approved report B4.</p> <p>Consensus Decision 2008-11-07: Agreed that the profit/loss summaries be reported to include the previous quarter, the quarter reported on, the same quarter previous year and the year to date.</p> <p>Consensus Decision 2008-11-08: Agreed that the staff bonus amounts be broken out as a separate line item in the profit/loss statements.</p>
<p>DECEMBER December 2, 2008</p>	<p>Consensus Decision 2008-12-01: Approved the agenda.</p> <p>Consensus Decision 2008-12-02: Approved monitoring report B2.</p> <p>Consensus Decision 2008-12-03: Approved monitoring report B4.</p> <p>Consensus Decision 2008-12-04: Approved deferring action on monitoring report B3 until the January meeting.</p> <p>Consensus Decision 2008-12-05: Agreed to approve the consent agenda as amended.</p> <p>Consensus Decision 2008-12-06: Approved Steve Moore as the new President.</p> <p>Consensus Decision 2008-12-07: Approved Richard Wojt as the new Vice President.</p> <p>Consensus Decision 2008-12-08: Approved a motion reducing the number of seats on the board to seven, with one vacancy open in the 2009 election.</p> <p>Consensus Decision 2008-12-09: Approved the following bylaws change to be posted on the board’s board from December 10, 2008 – January 2, 2009: ARTICLE III – BOARD OF DIRECTORS – NUMBER, QUALIFICATION, APPOINTMENT, REMOVAL, AND RESPONSIBILITY Section 4. It shall be the responsibility of the Board to represent the membership in establishing governing policies and to monitor and ensure organizational performance. (A) The Board will produce and maintain a link between The food Co-</p>

	<p>op and the Members.</p> <p>(B) The Board will produce written governing policies that, at the broadest levels, address categories of decisions.</p> <ol style="list-style-type: none"> 1) Ends – Organizational outcomes, recipients, and their relative worth. 2) Executive Limitations - constraints on the General Manager’s authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place. 3) Board-General Manager Relationship – How power is delegated and its proper use monitored; the General Manager’s role, authority and accountability. 4) Board Process – Specifications on how the Board conceives, carries out and monitors its own work. (Removed via this consensus decision is the following sentence: “Included within these specifications shall be development and publishing in writing of a consensus decision making process to be utilized by the Board.”)
<p>December 16, 2008</p>	<p>Consensus Decision 2008-12-10: Approved the Dec. 16, 2008 meeting agenda with the “corrective actions” topic moved to the top of the agenda.</p>