

## Board of Directors Meeting Minutes

February 20, 2019

**Present:** Melissa Morin, Caroline Kinsman, Seth Mangold, Ceci Lopez, Margaret Gerard, Ryan Peters, Randy Rydel, Adrienne Renz, Kris Buettner, Jean Rogers

**Absent:** Phil Buri, Brent Harrison

**Facilitator:** Holly O'Neil

**Announcements and Agenda Review:** The Farm Fund program 2019 grant selection included \$40,000 distributed in Next Step grants to Whatcom and Skagit farmers.

**Consent Agenda:** All directors confirmed they had read their packets.

*GM Reports:* B1.23-.25 (planning), B1.26-.29 (capital projects), B1.30-.33 (succession): No comments.

*Monitoring Reports:* B1.1-1.12.1: No comments.

*Committee Reports:* No comment.

*Board Minutes:* Correct a statement in the minutes to refer to increasing the amount of local produce sold in the stores, instead of the number of vendors.

*Profit sharing proposal (staff):* Moved to executive session for discussion.

*EDI Boundary Policy revisions:* No comments.

*2019 Final Strategic Plan updates:* No comments.

**Decision:** Approved by consensus with the adjustment to the January Board minutes.

**Profit Sharing Proposal in Executive Session:** (*Start: 6:01 pm*): Two directors stood aside due to potential conflict of interest.

**Decision:** Not to approve a staff bonus for 2018 based on current operating performance, lower cash balances and standard expected capital upkeep and expenses planned for 2019. (*End: 6:05 pm*)

### **Board Chair Report:**

- Directors should let Melissa and Ceci know their committee preferences and interest in serving as Board Chair or Vice Chair in preparation for the April meeting.
- Board election: starts March 1 – 30. Encourage member-owners to vote.
- Annual Meeting and Party: March 30, 5 pm – 9:30 pm Directors are expected to attend.
- Spring retreat: Saturday, May 4, 8:30 – 4 pm.
- CCMA conference, Durham, North Carolina, June 6 - 8. Directors have submitted a proposal to present at the conference on our equity, diversity and inclusion work. Three directors can attend and are expected to participate in the presentation. Interested directors should contact Ceci and Melissa.
- IDI Assessment Review: The group agreed to a meeting date of March 7, 5 – 6:30 pm.

**Board Self-Evaluation:** Melissa summarized the compiled results of the evaluation.

### **Considerations:**

- While the group made progress on Board recruitment, this area will require more work.
- Directors appreciated the level of trust and teamwork on the Board.
- 2018 included some big decisions and the Board navigated the process and some difficult conversations successfully, increasing team-building skills.
- The Board Development Committee (BDC) will continue to refine the self-evaluation questionnaire.

### **Suggestions:**

- Include more time to acknowledge Board accomplishments.
- Explore efficient technical systems for the group.
- Increase support for difficult discussions.
- Increase accountability for deadlines and follow through on projects.
- Refine Board Chair and Vice Chair responsibilities, and non-officer responsibilities, to create better balance of the Board's workload.

- Continue the Board's work on equity, diversity and inclusion.

**Board Annual Work Plan Priorities:** The Board discussed priorities at the January Board meeting and took a survey to prioritize the most important goals for the year. The highest goal on the survey was to restructure the Board workload. Other top topics were deepening the Board's understanding of monitoring policy. The group agreed that the developing a Board grievance process and policy should be a top priority. The Board decided to combine interconnected objectives into a few areas, and to choose a few main topics to work on first. The General Manager and Board relationship will be an ongoing focus throughout the year.

**Suggestions:**

- Use Study and Engagement sessions to address and support work on 2019 Board goals, especially Equity, Diversity and Inclusion, and research what other co-op boards are doing.
- Have a session to review the new Hartman Group report.

**Proposal: To select the following 2019 work plan priorities:**

1. Board grievance policy (Ceci and Randy).
2. Economic Diversity (Ryan and Seth)
3. Training on Ends policies and monitoring (Spring Retreat)
4. Equity, diversity and inclusion (continue the Board's work and training after reviewing the Intercultural Development Inventory assessment)
5. Balancing Board work among directors, including the roles of the Board Chair and Vice Chair (Caroline).

**Decision:** Approved by consensus

**To-do's:**

- **BDC** – Articulate the purpose and plans for the Board's member-engagement events.
- **Members Affairs Committee (MAC)** - Review Board recruitment and give suggestions to BDC.

**MAC Retreat (grant program):** Over the past year, MAC has discussed changes to the grant program to make it more inclusive and effective. The committee agreed on a new format at their January retreat. The intention is to support creative endeavors that promote the Co-op strategic goals. MAC would like to engage with community groups that don't usually interface with the Co-op and with start-up groups, offering two annual grants of \$1,200 each. MAC would offer one of the grants in collaboration with the Board's October pitch night event this year. The Board discussed the merits of a broad based policy or a more detailed policy to guide the program. It will be important to build accountability, and acknowledgement of the Co-op into the program. MAC will continue to refine the grant process, considering annual themes and the recruiting process for applicants.

Other MAC goals for 2019 include working with outreach on member-owner engagement, learning more about the in-store customer experience, revising the cooperator awards, and exploring the role of co-op ambassador.

**Member Engagement Event Review:** Postponed to March. Meanwhile, directors will fill out a brief evaluation of the January event (The Salmon Nation Story).

**Closing:** Good discussion. Directors appreciated the teamwork and creativity as they established their annual goals. Several director noted they really enjoyed the Salmon Nation Story event and had some good interactions with member-owners. Ceci is developing a checklist for Board events. Several directors enjoyed the earlier meeting time (rescheduled due to weather).

**Next Co-op Board of Directors meeting: March 20 (7-9pm) in the Roots Room at Cordata.**

*The meeting ended at 7:37 pm.*

*These minutes have not been approved by the Board.*