

## **Board of Directors Meeting Minutes**

**March 13, 2019**

**Present:** Melissa Morin, Caroline Kinsman, Brent Harrison, Seth Mangold, Ceci Lopez, Margaret Gerard, Ryan Peters, Randy Rydel, Cynthia Pristell, Adrienne Renz, Jean Rogers

**Absent:** Kris Buettner

**Facilitator:** Holly O'Neil

**Agenda Review:** Many co-ops have informal agenda time for the General Manager (GM) and the Board to ask questions and appreciate people's work. The agenda includes time for this. The group reordered the agenda topics as reflected in the minutes below.

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

*GM Reports:* B1.1 – 1.2.1, B1.34 - 34.2; B5.1 - .14; B5.15 - .18:

- We are out of compliance with B5.14 due to the timing of the HR policy review, scheduled for 2020. We will return to compliance next year.
- B5.9 – pulled onto the agenda to address redundancy.

*Monitoring Reports:* B1.1-1.12.1, P2: No comments.

*Committee Reports:* No comments.

*February 2019 Board Minutes:* No comments.

*Member-owner dividend proposal:* No comments.

**Decision:** Approved by consensus with the change to non-compliance for B1.14 and adding B5.9 to the agenda.

**Policy B5.9: Proposal:** Delete policy B5.9 due to redundancy with B5.18.

**Decision:** Approved by consensus.

**Board Chair Report:** Let Ceci know any committee preferences or if you are interested in attending the CCMA conference. Directors need to schedule their Intercultural Development Inventory (IDI) meetings, attend the annual meeting on March 30 and the spring retreat on May 4.

**Board Endorsement Request:** Sustainability Coordinator Melissa Elkins asked the Board to sign a letter to Governor Inslee supporting legislation known as the Food and Agribusiness Merger Moratorium and Antitrust Review Act. The goal is to restore opportunities for family farmers, ranchers and businesses, and to protect consumers from price gouging. Caroline researched the bill and the group providing the data, and they seem reputable in their approach to farming.

**Proposal:** To endorse the bill by signing on to the letter from Organization for Competitive Markets.

**Decision:** Approved by consensus.

**Spring Retreat Agenda:** The group considered the most important content for the retreat and stressed developing the language and groundwork for working on equity, diversity and inclusion (EDI).

**Suggestions:**

- Follow the EDI topic with some movement or a lighter topic, possibly a small group exercise.
- End the day with some spacious time for discussion and visioning.
- Discuss the Hartman Report (grocery and food access trends) after the SWOT analysis (strengths, weaknesses, opportunities and threats).
- Lay the groundwork of the scope of policy governance - how decisions are made etc. Start with this and review Board and operational roles for about an hour.

**Decision:** The management team will attend the full retreat, and BDC will work on the flow of the topics.

**Member Engagement Event:** Survey results indicated that directors felt the event was relevant, meaningful, and reflected our member engagement goals. The unstructured section worked for some directors and not as well for others. A question is whether the goal is for members to meet the Board, or for the Board to interact with the community. Both are good goals. The general sense was that the events have been an opportunity for Board

and member engagement. There is value in building interaction with members around a topic of interest so people get closer. The Salmon Nation Story was a great chance to see Co-op members working together.

**Considerations:**

- We can design events in many ways to achieve our goals, but need to get our intention clear first.
- Make sure members can identify directors and talk with them.
- There seems to be more outward energy right now, bringing people into the Co-op. If we got feedback that we were not representing member-owners or hearing their needs, we would change course.
- The Co-op also holds community events through the outreach department.
- The event involved everyone with a topic relevant to the Co-op. There was a leaning in, and a sense that “this is us”. The question might be whether the topic informs our visioning and taps into member interests.
- A director had people chatting with him and sharing things they noticed at the Co-op. It felt like an open communication time. He is not a mingler but it still seemed to work well.
- Another director’s interactions at Board events tend to be about topics other than the Co-op. A different format could affect this, but it is not his priority for these events. Member surveys and customer comments bring in this information, or people bring concerns to Board meetings.
- Often talent from underrepresented communities is unseen, and one of our EDI goals is to interact more with underserved communities.
- It was exciting to see new people at the event. It would be great to see the events expand our boundaries.
- At the former Dining with Directors (DwD) events, a director found that people were more interested in the topic than questions about the Co-op. Another director said DwD felt more formal, with less incentive to talk to the Board, and more to attend for the food.
- More structure or a different format might increase member engagement with the Board.
- We supported an important issue, learned a lot, and were more visible and vulnerable.
- You can get different answers by stepping back and watching people’s interactions – what they ask or want.

**Suggestions:**

- Provide an evaluation sheet after every event so members can give feedback.
- Provide multiple ways to interact and give feedback at Board events (Adrienne can help with this).
- Directors could have a service role at events (writing idea on paper sheets, etc.)

**To-do’s: Ceci** - work on a chronological checklist for the next event; clarify the question about prioritizing under represented local talent and relate it more directly to the EDI goal; work on the plan for member engagement events and bring it back to BDC.

**Board Chair and Vice Chair Selection Process:** Interested directors email the Board Chair or Board Development Committee (BDC) Chair. If no one is interested, the BDC and Board Chair need to talk with directors. If more than one person wants to serve, they tell the group why they are interested, directors vote by paper ballot, we tally and announce the winner. Consensus becomes consenting to this selection process. If there are absentee ballots, we need enough time to know who wants to serve as chair or vice chair. A director noted the value of giving people experience by serving as vice chair and then as chair. Interested directors should email Melissa by April 1, or if they have concerns about the process.

**Consideration:** Given the increased demands of serving as Board chair, we need a better way to share the workload – a co-chair or other approach.

**Proposal:** To go forward with the current nomination process unless there are concerns.

**Decision:** Approved by consensus.

**To-do: BDC** - Document the process and draft a policy for selecting the Board Chair and Vice Chair.

**Little Questions:** A director inquired about follow up on an email to the Board and GM about a promotional idea for unsold baked goods. We are going to test this idea for a short time period at the Holly Street café. The group discussed how to support Adrienne in her new role as GM, making room for ongoing discussion, and grace for developing the relationship between operations and governance. As long-term directors leave, the Board needs to stay firmly grounded in policy governance, agreements and mutual support. The group took time to express appreciation, especially for Brent since this is his last Board meeting. Adrienne shared the impact of policy

changing the dynamics of the Co-op. Having a Strategic Plan and Board policy that call out equity, diversity and inclusion in our business practices makes the commitment and the process real.

*The Board went into Executive session at 8:55 pm.*

**Executive Session – GM evaluation and Monitoring of R1 – 4 (Board-GM Relationship), and P5 (Board Chair):**

**Decision:** The Board approved the GM evaluation and postponed R1 – R4 and P5 monitoring for April.

*The Executive session ended at 9:13 pm.*

**Closing:** Great meeting. A lot of content, but digestible, with good attention and transparency. The little questions are a good addition. Next time we will be better prepared and allow more agenda time for the GM evaluation. There was a suggestion for directors to write down comments and themes after Board events. The group expressed great appreciation for Brent as a director, a mentor, an example and an inspiration. Brent spoke about how much he values his Board service and said, “It’s a group of people committed to something beyond themselves, and something magical happens.”

**Next Co-op Board of Directors meeting: April 10, 7-9 pm in the Connections Building Classroom**

*The meeting ended at 9:30 pm.*

*These minutes have been approved by the Board.*