

First Alternative Natural Foods Co-op Board of Directors Meeting
Tuesday, February 27, 2024
South Store Meeting Room

Common Acronyms

<i>BREC: Board Recruitment & Elections Committee</i>	<i>EC: Executive Committee</i>
<i>ORC: Owner Relations Committee</i>	<i>NCG: National Coop Grocers</i>
<i>PG: Policy Governance Working Group</i>	<i>FA: First Alternative Co-op</i>

Present: Mark Tarasawa, Jeremy Northway, Kestrel Bailey, Cindee Lolik, Patrick Monroe, Dana Monroe, Rob May, Jasmin Woodside, Frank Hall, Kate Woods, Jeff Contreras,

Absent: Emily Stimac

Facilitator: Jasmin Woodside

Scribe: Kate Coenen

Staff: Donna Tarasawa, Beau (South Store Bulk Lead)

Owners: Jack Walter

Guests:

Meeting called to order at 6:00pm.

1. Owner Comments/Co-op as Hero

Two guests introduced themselves at the start of the meeting. Beau, the South Store Bulk Lead, has worked at the South Store for two years and came to the Board meeting to learn more about the Co-op. Jack is an Owner who is interested in potentially running for the Board and came to the meeting to learn more about how the Board operates.

Mark presented Cindee with a gift basket and a book of thank-you notes from all of the departments to celebrate Cindee's last Board meeting as General Manager.

For the next few Board meetings, Jasmin plans to use "Co-op as Hero" to educate the Board more about NCG and the support that NCG can provide the Board. Prasanna, the Resource Manager for the Western Corridor, has offered to attend Board meetings and

serve as a resource to Board members during the GM transition. Jasmin also presented on Cooperative Values and Principles, which can be found on the NCG website: <https://www.ncg.coop/cooperative-values-and-principles>

2. General Manager's Reports

The Board discussed the progress of the South Corvallis Food Hub. Patrick had spoken with one of the Food Hub organizers, to give her insight about the local food scene. The Food Hub is in the process of figuring out what direction it will take, which they should have a clearer picture of once the feasibility study is completed.

Cindee mentioned that one of the organizations that the Food Hub is looking at as a model is a farmers consignment store in Ann Arbor, MI. The farmers consignment store has hurt the co-op in Ann Arbor because farmers would choose to sell through consignment rather than through the co-op, and the co-op owners are upset that the co-op is no longer carrying as much local produce. So, Cindee suggested that maybe the Co-op would want to be the managing entity of the Food Hub.

The administrative offices have moved into the second floor of the Annex, but the Co-op needs the City to issue a Certificate of Occupancy before they can do business in the Annex offices. The South Store managers will take the office spaces above the store formerly held by the administrative offices, but floor repairs are needed first.

3. L2 Report - Code of Conduct

Motion by Dana, seconded by Frank, to accept the L2 report as in compliance.

Motion passed: 9-0-0.

4. Policy Review

M4 - Monitoring the GM

The monitoring report calendar will need to be updated once the revamped policies are in place.

Jasmin suggested incorporating the Policy Monitoring Decision Tree into the text of the policy itself, rather than having it as a separate page.

M5 - GM Evaluation Process

No feedback at this time.

G10 - Policy Maintenance

Jasmin suggested that the Board review the document retention policy to ensure that it is being followed. The document retention policy will need to be updated to reflect increased use of digital storage over paper copies. The Board suggested that when it is time to update the document retention policy, Mike Altimus should be asked for feedback as the Co-op's IT person.

G11 - Political Action

Patrick noted that the policy does not include a statement about not endorsing a particular church or religion, and some boards have that as part of their policies.

5. Policy Revamp

Rob led the discussion on the policy revamp for B1 - Financial Condition and Activities and B2 - Planning and Financial Budgeting, comparing them to the existing policies L4 - Financial Planning and L5 - Financial Condition. Rob looked at what aspects of the old policies were included in the template policies, and what gaps needed to be filled.

Overall, Columinate's policy templates are higher-level, and less specific, than FA's existing policies, and are meant to be interpreted by the GM. Rob's goal for editing B1 and B2 was to add specificity to the policies without being too restrictive to the GM, leaving some room for change and interpretation.

B1 - Financial Condition and Activities

Camille cautioned against replacing the specific targets in L5 with non-specific targets. Jasmin mentioned that during the pandemic, the L5 reports were often not in compliance, because the budget targets were not met, and the Board conversation would have been a lot different under the less-specific policy of B1.

Jeff suggested that adequate and inadequate targets for sales growth, EBITDAP, net income, et cetera can be open to interpretation and discussion between the GM and Board, but the key financial indicators in the GM reports can be more specific. The key financial indicators currently listed in L5.3.1-6 could be listed under B1.12.

Jeff suggested rewording B1.14 to: "The GM must not enter into investments that are not consistent with First Alternative investment policy statement." First Alternative does not currently have an investment policy statement, but FA also does not currently have any investment accounts. FA does, however, have a "cash management strategy." Jasmin suggested avoiding adding references to other documents within the policies, though.

B2 - Planning and Financial Budgeting

The Board discussed how to improve the phrasing of B2.1.e.: "The GM must not create plans or budgets that have not been tested for feasibility." Jasmin suggested changing the phrase to "have not assessed the viability of a project."

The Board flagged B2.4 for further discussion: At what threshold for unanticipated special projects does the GM need to come before the Board for approval?

At the end of the discussion, Dana emphasized that high engagement and feedback from the Board members is vital to the success of the policy revamp.

Break

6. Survey Questions for Board Ballot

The Board discussed what survey questions they should ask the Owners on the Board ballot.

When considering what questions to include, the Board said that it is important to think about what information is relevant to the Board, and how the Board will use the survey data. It is also important to structure the survey question so the data is easy to interpret (for example, yes-or-no or multiple choice questions are easier to analyze than open-ended responses).

For example, survey questions in the past have asked what Owners value most about the Co-op and being an Owner, or about the Owners' preferred form of communication.

Cindee suggested asking Owners if they know how to contact the Board.

Board members can email their ideas for survey questions to BREC, and the deadline to submit questions is the end of April.

7. Interim GM Update

The Co-op has signed a contract with Columinate to hire Wynston Estes as interim General Manager. Wynston's first day will be March 7. Wynston has an AirBnb until the end of April, and she may be able to extend her stay there, but Jasmin asked the Board to send along any housing leads.

The Scoop will include write-ups by Cindee, Wynston, and the Board saying goodbye to Cindee and introducing Wynston to the Co-op.

Wynston will be at the Celebrate Corvallis event on March 15, representing the Co-op alongside Mark. The Co-op was nominated for Large Business of the Year.

8. GM Hiring Plan

At the last meeting, Emily, Jeremy, and Kestrel volunteered to form the GM Hiring Work Group. Jasmin sent the work group an example GM job description from the Sacramento co-op, and Kestrel is editing the job description and workshopping it with Jasmin.

Some decisions that the Board has yet to make about the GM hiring process are: Who does the Board include in the interviewing process (Board members, staff, Owners), and how are they included? Does the Board hire Columinate to consult on the hiring process? The work group will make a recommendation to the Board on these decisions.

The work group will meet in person to go over the job description and send it to the Board via email within the next few weeks. The work group will also put together a timeline for the hiring process.

Jasmin has forwarded the work group the contact information for Prasanna at NCG, who can support the Co-op in the GM hiring process. Prasanna is also on the Board of the Sacramento co-op, which recently hired a new GM. Prasanna told Jasmin that there is one person already interested in applying for the GM position at FA.

9. Consent Agenda

Motion by Dana, seconded by Kestrel to accept the consent agenda.

Motion passed: 9-0-0.

10. Committee Updates

ORC has rescheduled the Hummingbird and WildCraft tour for Saturday, April 13. The tour will leave from the South Store at 9:30am.

Frank will be tabling at the Corvallis Sustainability Coalition's Sustainability Fair on March 7 to recruit for the Board.

11. Announcements

The skate park is breaking ground on March 4.

The next board meeting (March 26) is during Spring Break. Dana will be gone that day, and Kate W may or may not attend depending on if her flights home are on time.

CCMA will be May 30 - June 1 in Portland, Maine. The early registration deadline is April 12. Mark may be a presenter at one of the panels. Information about the event available at: <https://ccma.coop/>

Dana asked whether the Co-op could get involved with the Tasting Tables program in schools run by the Corvallis Environmental Center. Kate W is chair of the Corvallis Environmental Center's Development Committee, so she will follow up with the Board about that.

Meeting adjourned at 8:08pm.