

First Alternative Natural Foods Co-op Board of Directors Meeting
Tuesday, March 26, 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: *Jasmin Woodside, Rob May, Frank Hall, Patrick Monroe, Jeremy Northway, Jeff Contreras, Kestrel Bailey, Emily Stimac, Kate Woods, Wynston Estis, Mark Tarasawa*

Absent: *Dana Monroe*

Facilitator: *Jasmin Woodside*

Scribe: *Not present (Kate Coenen via Zoom Recording)*

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

Owners:

Guests:

1. Owner Comments/Co-op as Hero

Beau, the South Store Bulk Lead, announced new bulk shelves at the South Store.

2. Introducing Wynston Estis as Interim GM

Wynston has been working with co-ops since the early 1990s, starting as a cashier and grocery stocker at a co-op in Madison, Wisconsin. As the store expanded, Wynston rose to management, and learned how to manage growth, including building a commissary. Eventually, Wynston left the co-op in Madison to work with Columinate, to manage co-ops in periods of transition. Wynston has experience managing co-ops in periods of growth and periods of economic downturn, and has experience with construction management in addition to store management.

Following the Board meeting, the Board will go into an Executive Session, and the Board will speak with Wynston more in-depth about what she has learned about FA so far and how the Co-op compares to other co-ops she has worked with.

3. JEDI - Justice, Equity, Diversity, and Inclusion

The Board discussed how to prioritize Justice, Equity, Diversity, and Inclusion (JEDI) in their work. Wynston emphasized the importance of making Board meetings - and the Co-op as a whole - a welcoming space for all.

Patrick recommended a training that was recently sent to the Co-op managers, because the training was engaging, interactive, and well done. Mark will look for that training for the Board.

Frank asked about the training programs for the staff. Patrick said that staff has a JEDI group that provides a space for staff to develop implementation strategies for the Co-op to improve on diversity and equity. Jasmin suggested that as the Board works on Policy Governance, the Board could include staff JEDI training and initiatives as an item for the GM to report on.

Jeremy suggested looking into OSU for contacts and resources for training, or reaching out to other boards for board-specific training. Jeremy also suggested that the Board would get the most value out of facilitated discussions, rather than more passive forms of training. Jasmin has been in contact with LaDonna Sanders Redmond at Columinate, who specializes in JEDI for co-op boards.

Kate W mentioned that the Corvallis Environmental Center board is also discussing JEDI, so she will bring to the Board any resources or information that would also benefit the Co-op.

Kestrel suggested having short JEDI discussions at the beginning of each Board meeting, taking the place of "Co-op as Hero." This session could frame the Board's work for the rest of the meeting. Patrick said that one question that he has been grappling with is how to make the Co-op more welcoming to everyone - including people whose politics may not align with your own.

Next Steps: Board members will email Wynston leads for someone who can come to a meeting and facilitate a discussion.

4. Policy Revamp: B3 - Asset Protection

Kate W gave the Board an update on the Policy Governance Work Group's work on the Policy Revamp. There are some current policies that could fit into multiple different places under the new policy template format. The Policy Governance Work Group is flagging current policies that have multiple places they can fit and tracking where those policies can fit under the new template to determine where those policies fit best. Because of this, some of the new policies will require additional rounds of revision.

The Policy Governance Work Group recorded the Board's feedback on the policy [template Working Document](#) for review as the new policies continue to be revised.

The Policy Revamp discussion continues to be a balance between making the policies concise and open to GM interpretation and giving the policies the level of specificity needed to guide Co-op processes. The GM will report to the Board based on these policies, and it will be the responsibility of the Board to engage with the reports and ask for additional information if needed.

5. Preliminary Patronage Dividend Discussion

The Co-op does not anticipate having income from 2023 eligible for dividends. The Co-op has an option to distribute retained dividends from past dividends, but the Finance Committee came to a consensus that current financial metrics do not support issuing such a dividend. The Finance Committee recommends that the Board not issue a dividend this year.

Jasmin asked whether it would be possible to issue Owners something, but the Finance Committee said that the dividend amount would be trivially small. The Co-op paid out a large dividend last year, but last year's dividend was unusually high due to the ERC funds the Co-op received. The Board emphasized the importance of messaging to the Owners in a way that makes it clear why the financial situation is different this year than last year.

Messaging to Owners will go into the Owner report in July.

6. GM Hiring Plan

Rob presented a [timeline for the GM hiring process](#). (This document is located on the FA Board Google Drive in the folder “GM Hiring 2024.”) The timeline describes the duties of the full Board, the duties of the GM Search Working Group, and the decision points along the way.

The Board will be retaining the services of Columinate consultant Melanie Reid, who facilitates boards through the GM hiring process. Rob will send a Doodle poll to the Board to find a time for the Board to meet with Melanie over Zoom. In this meeting, Melanie will help the Board identify what qualifications are most important for the future GM.

After the meeting with Melanie, the GM Search Working Group will develop the job posting and job description, which the Board will review and approve over email. The Board may also decide whether or not to engage an executive recruiter to assist with the search. A recruiter would significantly increase the cost of the hiring process but also be able to leverage connections in the cooperative market and similar grocery sectors.

The GM Search Working Group and Melanie will review candidate resumes and conduct phone screenings and first round interviews. They will then forward finalists to the full Board for interview. The finalist interviews will involve bringing the candidate to Corvallis for a site visit and having them get to know the Co-op and community in-depth before they make a commitment to the position.

Wynston suggested that the Working Group forward finalists on a rolling basis, as soon as they identify a promising candidate.

In this meeting, the Board worked to redefine the parameters of the GM Search Working Group and identify which Board members will be part of the Working Group going forward. Kate W volunteered for the Working Group. Jeremy would like to continue to take part in the Working Group but will follow up with Rob and Melanie about time commitment and availability before making a decision. Other Board members wishing to take part in the Working Group can follow up with Rob over email.

Next Steps: Board members will respond to Rob’s Doodle poll to set a time to meet with Columinate consultant Melanie Reid, and review the material Melanie will send before the meeting.

7. Review Bylaws

Bylaws are reviewed annually, and changes to bylaws require an Owner vote. The bylaws were last revised in 2016.

The Board discussed the use of the word “nonprofit” under Section 1.2 of the Bylaws: “The Co-op is organized and shall be operated on a cooperative and nonprofit basis.” The Co-op used to be structured as a nonprofit corporation before restructuring as a cooperative business.

Proposed changes to bylaws can be submitted here:

FA_Board > Board Manual > 2. Legal Documents > [“Proposed Changes to Bylaws”](#)

8. Consent Agenda

Jasmin reminded Board members that Board minutes need at least two members to approve before being submitted to the Consent Agenda packet.

Jasmin also requested that a to-do from the February meeting minutes be captured on the [Task Tracker](#): “Update document retention policy to reflect increased use of digital storage over paper copies.”

Motion by Patrick, seconded by Jeff, to accept the consent agenda.

Motion passed: 9-0-0

9. Committee Updates

ORC

- Emily S will email Board members a link to sign up for the Hummingbird and WildCraft Cider tour on Saturday, April 13. The bus will leave from the South Store at 9:30 am. Board members can select “pay with check” to claim a free ticket.
- Emily S emailed Board members a list of possible questions for the Owner Survey on the Board ballot. Board feedback suggested that re-asking questions from previous years would not be useful, but the new questions (rating Owner satisfaction with various aspects of the Co-op, which sections Owners would like to see expanded, and the outreach activities Owners enjoyed most) should be included on the ballot.

Finance

- The Finance Committee plans to put before the Board a recommendation for the Board to initiate an off-cycle audit for 2024. This audit would set up a clean slate for the new GM.

EC

- The Early Bird registration deadline for CCMA is April 12. The Governance Budget has funds for two Board members to attend. Jasmin will follow up with the Board members to determine who will attend the conference.