



June 25, 2013 Astoria Co-op Board Meeting 7p.m, at Co-op

Board Present: Merianne Myers, Mark Albrecht, Matthew Stanley, Allie Evans, Tom Duncan, Beth La Fleur, Libby Lawrence, Sam Seulean

Absent: Norma Hernandez (excused)

Public Comments: No public comments.

Allie, now the Board President, called the meeting to order.

Motion made to approve May 2013 board minutes. Seconded and approved.

Brief discussion of alternate meeting spaces for Board meetings occurred. The size of the group now is beginning to exceed the space in the front of the store, and it would probably be helpful to the staff as they are closing for us to be somewhere else. Alternative locations include: Baked Alaska meeting room (we'd have to order food too, and we wouldn't necessarily be guaranteed the space), Elks room, Clatsop Community College, Hong Kong restaurant. Further research will be done to determine costs of the spaces.

Allie handed out "Orientation to Food Co-ops; Statement of Coop Identity" and by-laws of the Coop. However this is not the most current hardcopy. The most current by-laws are on the Co-op website. There was a discussion of Co-op Identity and review of the 7 principles. The Board brainstormed on what we think Board roles should be, and that was reviewed against the "Responsibilities of the Board Members" in the handout. Brainstormed roles included: Oversight, financial oversight, Policy (discussion of where/does this run into management/operations), Policy and management (ex: to carry alcohol or not/be vegetarian store or not), Outreach, Investments (ex: reinvest money into the store in hard upgrades, expansions, etc), GM evaluation/GM hiring, be the support that the GM needs to back up decisions (ex: establish policy like our recent solicitation policy).

Allie asked where those policies, once made by the board, go? Where are they housed? They are put in the President's board folder, but it should be something more formal and should be dated and available for reference.

Tom asked if member patronage/discounts are in by-laws, board policy, or management?

Matthew answered that the by-laws leave that pretty open. We could make it policy to state our policy on patronage/discounts. We should have criteria for patronage discounts, to better assess the situation and appropriateness.

Further discussion ensued on the Board's role in long term planning, vision, big picture, expansion, collective responsibility, and that the Board has legal responsibilities and is liable for harassment/discrimination. There are Human Resource (HR) needs that would be more ideal and helpful for GM role, such as an employee handbook, personnel policies, etc but employees know they can go to Matthew if there is an issue, and then to the Board if they can't get the problem solved. We don't need to write the employee handbook, but we should approve it. Sometimes having written policies and procedures makes things easier.

Matthew mentioned that with the GM evaluations, in past years, it's been about open communication and not administrative. We've been more on the "easy" end of the spectrum. He has a good article on how to do GM evaluations and will pass it along.

Libby stated that we have a lot of trust in our GM. We have not reason to not, but that said, we have no way to know if anything is really going on that we should know about (ex: funny money budgeting, unhappy staff, etc.). Doesn't this leave us, as Board members, potentially liable?

Matthew agreed that that is why administrative/policy governance approaches are attractive to so many. It sets limits, gives structure, would help make his job easier and issues more clear-cut.

Libby stated that some mechanics of oversight are still a bit elusive.

Merianne mentioned that the Co-op is different in that we are not a nonprofit and dealing with "special money" such as grant funds committed to certain uses. Anyone can look at our savings, checking, and money market accounts.

Tom added that the Board takes the financials of the Co-op quite seriously, along with the GM evaluation.

Matthew added that we have NCGA looking at us very closely.

Allie stated that we will talk more about GM evaluations next spring, maybe to an anonymous staff assessment of the GM.

Mark suggested that Allie to lots of communication with Matthew just as Merianne had done, to keep that communication line open and easy. Allie added that that's been happening, and those meetings and information with Matthew essentially become the agenda.

Matthew suggested that a long term mission possibility would be where the Board chair says “this is how the GM and Board chair interact, as policy, and here’s the policies, here’s the GM evaluation process.”

Allie suggested the Board review section 6.3 of by-laws on Board job descriptions.

Beth suggested that as part of the minute-taking, she will keep a hard copy of the minutes and any meeting hand-outs/references in a “Secretary” binder.

Allie reminded all of the **food handler’s license requirement** in order to work the Co-op booth at the River Peoples Market.

Next Board meeting will be Thursday July 18, 2013, at 6 pm. Location will be announced.

Next item: **Regatta Parade.** Allie mentioned that Zetty is thinking of the Co-op’s role in the community and that representation in this year’s Regatta parade would be good promotion (August 10). Merianne suggested the Co-op’s banner on a car, and someone tossing out healthy snacks, vs trying to recruit and organize Co-op board/members walking with shopping carts. General thought was that it’s worth pursuing. Matthew will pass on the input to Zetty.

Next item: **Manager’s Report, June 2013.** Matthew discussed the Manager’s Report and there was general discussion of the effects of 1 coupon discount/month vs specific discount days. For many people, the 1 coupon discount/month is easier and less limiting, and can even be perceived as more fair (able to utilize a member benefit) than the specific days. The latter point has not been discussed before and provided yet another perspective on this issue. There was a discussion on whether changing from discount days to 1 coupon/month is a Board decision or gets into operations, which would be a GM/staff decision.

Matthew will bring it up with the Staff. He added that discount days are enticing but hard to manage the store and harder to do events during discount days. Also that after the first coupon, there was an expectation that there would be another coupon the following month. Matthew will run this by Zetty for her marketing perspective.

Matthew gave a POS update. It is now on hold. There is a POS that is \$10,000 less expensive and can do customer (ie the Co-op) support easier than Catapult (Auburn, WA vs North Carolina). It’s called SMS and Tacoma uses it and the Willie Street Coop in Wisconsin. Matthew had a long conversation with a Willie Street IT user. The story is that NCGA always thought that it’d be good if all NCGA co-ops used the same POS, and Catapult happened to be that system. But it’s not necessarily the best or only system out there. With SMS, if the server crashes in back, the front end can keep going and transfer data when the server is up again. Matthew will continue researching.

He added that we need a new internet firewall for \$900, according to Van (the IT guy). CenturyLink DSL has been failing and Matthew will be looking at signing on with Charter to receive internet through cable and be able to be in compliance with PCI issues.

Next item: **Off-site space needs.** The NCGI HR recommendation is to find space for private conversations, break room, etc. He is trying to find a way to be ok with renting a cash-consuming space. Could we find space that could make money or free up space by making space here at the Co-op. An off-site break room is fraught with logistical challenges (keys, time, increasing break-times, running back and forth in the rain, etc). In response to a suggestion of utilizing an off-site space for deli-prep and office space, Sam will be talking to other deli managers with off-site kitchens. Such a set-up may be very challenging with the health department regulations, as well as USDA if we were to get into fresh meats.

There are 3 goals or reasons for an off-site space: deli (focus on fresh), break-room, meeting/office (meeting space for management team. It's very difficult to find one space that meets all three needs at the same time. Matthew will continue the conversation with Brian/Paul re Norblad space (if we do the build-out, how much then, etc) and also look again at the white building on 12th and Exchange.

Meeting adjourned at 9:30.

Respectfully submitted,

Beth La Fleur