



Board Meeting Minutes

March 9, 2016

APPROVED

Present: Gwyneth Bowman, Joanie Kintscher, Stephen Sendar, Ian Crosby, Gary Einhorn, Jeff Golden. **Absent:** Julie O'Dwyer.
Others present: Emile Amarotico, General Manager; Laurel Miller, Professional Facilitator; Abby Lazerow, Board Administrator.

The meeting was called to order at 6:02 p.m.

	ITEM DESCRIPTION	DISCUSSION	ACTION	FOLLOW-UP
1.	Positive Affirmation	<ul style="list-style-type: none"> Joanie Kintscher led the positive affirmation. 		
2.	Announcements, Calendar of Opportunities & Expectations: Board Candidate Information Night, March 16	<ul style="list-style-type: none"> The Board Director election process will begin in March. Applications must be submitted by March 25 at 9 p.m. The Prospective Board Candidate Information Night will be held on Wednesday, March 16 from 7 to 8 p.m. The CCMA conference will be held this year in Amherst, MA. The conference will include an excellent program for Board directors. Board Directors who wish to apply to attend the conference should send an application to the BDC. However, there may not be funds available for this purpose in the Board budget. ScienceWorks is holding an appreciation party on March 14 at 6 p.m. 		
3.	Owner Forum	<ul style="list-style-type: none"> Owners Diane Taudvin and Al Karger attended the meeting. Al Karger suggested posting guidelines about parking for shoppers entering the store. He also thought shoppers should be aware employees can help them shuttle their groceries. 		
4.	Agenda Review	<ul style="list-style-type: none"> Done 		
5.	Consent Agenda	<ul style="list-style-type: none"> February 10, 2016 Board Meeting Minutes February 10, 2016 Executive Session Minutes Names of 2016 Nominating Committee Board Finance Report, January 2016 Code of Ethics for Board Volunteers, Revised 3-16 New Outreach Committee Volunteer 	The Consent Agenda was unanimously approved.	



6.	Board Retreat Update	<ul style="list-style-type: none"> Plans are moving forward for the April 2 retreat. Rose Marie Klee will be interviewing Directors to help plan the focus of the retreat. 		
7.	New Owners Dinner Report	<ul style="list-style-type: none"> The New Owners Dinner was very lively and went well. Participants are enjoying being Co-op owners and had questions that led to interesting discussions. Brunch with the Board will be held on Saturday, May 14, from 11 a.m. to 1 p.m. The event is for new owners. Emile, Gary, Ian and Gwyneth will attend the May Brunch with the Board. Stephen may also attend. 		
8.	Update on Employee Director Bylaw Change	<ul style="list-style-type: none"> Ian, Jeff and Emile scheduled meetings for employees to discuss the proposed Bylaw change eliminating the Staff Director position. Because of unionization, there could be potential conflict of interest and challenges with continuing the Staff Director position. No employees attended the meeting. The EA has already educated employees about the issue. Their statement was very supportive and helpful. 		
9.	Finalizing Proposed Bylaw Changes	<ul style="list-style-type: none"> Gwyneth shared an overview of the Bylaw timeline. Attorney Jack Davis will review the proposed Bylaw changes at the end of March and submit his suggestions to the Board for approval. The Bylaw changes will be reviewed and approved by the Board at the April meeting. Peter Buckley has provided language about notice and voting to be used in proposed Bylaw changes. Directors proposed adding clarifying language to Vacancies, 4.10, explaining that if a director is appointed to receive a vacant seat, that director will serve until the next election. At any such election, the highest vote getter will be elected to the three-year term and the next highest will receive the shorter terms, depending on the number of open seats. If the Bylaw revisions pass in June, the termination of the Staff Director position will be the only vacancy that will happen directly after an election. The Board will develop a process for appointing a Director for that seat at the April meeting. The Board agreed the Ad Hoc Bylaw Committee will review the 		Abby will compile the revisions and send them to the Ad Hoc Bylaw Revision Committee.



		language for Vacancies and send it to the Board attorney for review.		
10.	BREAK	A ten-minute break was taken.		
11.	Electronic Voting Update	<ul style="list-style-type: none">• Jeff gave an update about proposed changes made by the Oregon Legislature to allow cooperatives to conduct electronic voting. The measure passed unanimously in the Oregon House and Senate. The measure will go into effect in 60 days. Electronic elections can be conducted by the Co-op in 2017.• Meeting notices may be sent out electronically.• Owners will receive a one-time notice to inform the Co-op if they would prefer to receive a mail ballot. This information will also be prominently posted in the store.• Peter Buckley's work was greatly appreciated.		
12.	GM Report	<ul style="list-style-type: none">• There is a task force about stocking in the store. Stocking can take up space in the aisles. However, deliveries arrive at 4:30 a.m. and it does not make sense to hold items on palettes until the evening.• Dale Shostrom will leave the Pioneer Street space sometime this summer. When he vacates the buildings, the barn storage will expand from 1200 to 1900 square feet. Changes can be made to the building, preserving the historic facade. Short and mid-term opportunities are being considered.• Overhead lights are being replaced with LED lights to conserve energy usage.• The store level restrooms are being upgraded to eliminate lines at the back door. The project will take 15 business days. There will be two stalls in the ladies room and one stall and one urinal in the men's room. During construction there will portapotties and hand washing stations in the parking lot.• Employees have agreed to transfer hours for Oregon sick time out of existing vacation days.• Emile recently met with Rogue Co-op peers. There is interest in promoting the co-op movement at the board level. Phil Johnson will start to develop a resource website for Rogue Co-ops.• Safeway is re-opening in August as a lifestyle store.		
13.	Employee	<ul style="list-style-type: none">• Last month Ian reported increased absences for sickness have been		



	Director Report	<p>challenging larger departments such as the Deli and the Front End. These absences have been managed more effectively this month. Employees have used almost 50% of their Oregon sick bank time (protected time off) in less than 3 months.</p> <ul style="list-style-type: none"> • Marty has been more present on the floor at the Deli. He has been very responsive to comments posted on the bulletin board. Business in the Deli is growing. • The Board appreciated hearing the employee perspective. 		
14.	Strategic Planning Initiatives Update	<ul style="list-style-type: none"> • The Strategic Planning teams have coalesced. Emile plans to meet twice with each team during the year. Emile recently met with the Space and Expansion team and will meet with the Education team next month • The SP Steering Committee will develop an update for the Board. • Emile is testing meal-solutions-in-a-box options at home. He was curious about the effectiveness of these delivery services. • Gwyneth said it was important for Directors to receive more specifics from the teams and asked for ongoing monthly reports. Directors agreed with this request. • Team members are: Space/Expansion - Leader/Administrator - Stephen Sendar / Zack Burrows; Alan Harper, Amanda McCracken, Ian Crosby, Megan Danforth Food Production Facility - Leader/ Administrator - Ed Claassen / Barry Haynes Co-op Movement- Leader/ Administrator - Jeff Golden; Phil Johnson; Anne Carter, Dennis Slattery, Jack , Maud Powell, Ron Fox Education - Leader/Administrator - Donna Benjamin; Laura Pfister 		
15.	Meeting Evaluation	<ul style="list-style-type: none"> • This was a good meeting. Directors worked together agreeably. • Laurel's work as a facilitator was appreciated. • Emile appreciated the process and compared the Board to a human brain, having different points of view, with one voice coming out after the dialogue. 		
		<i>The meeting was adjourned at 7:59 p.m</i>		