

**Minutes
Food Front Board Meeting**

**Monday, September 26, 2011
Holiday Inn, Northwest**

Board Members Present: Brandon Rydell – *President*, David Richardson – *Vice-President*, Evan O’Neill – *Secretary*, Nate Mason, Joy Orevik, Jan Wichert, Faye Yoshihara.

Absent: Linda Jauron-Mills (excused).

Also Present: Holly Jarvis – *General Manager*, Gretchen Westlight – *Administrative Assistant*, Joe Bailey – *Assistant Secretary*, Jessica Miller, Claire Steiner – staff.

Board President Brandon Rydell called the Board meeting to order at 6:00 pm. Five Board members are required for quorum; 7 were present at start of meeting. Require 4 votes for majority. He also acknowledged that this is Jan’s last meeting, and everyone thanked her for her years of service.

OWNER & GUEST COMMENTS

None.

GM REPORT

- Sales at Hillsdale are up 17%, and NW are up 9%.
- Expecting our 2nd Quarter financials to show a slip in our margins for several reasons, including Meat Manager turnover twice in this quarter. The new Meat Manager should have a better handle on margin and shrink, so we expect those numbers to improve for 3rd Quarter.
- We’re almost finished with the restructuring. One more new position at both stores will be a Person In Charge.
- Hillsdale promotional events: 3rd Birthday Celebration this month, and coming up in October a 10% Off Day, Harvest Festival, and Owner Discount Days.

Owners Leslie Dorobek and AJ Davis arrived at 6:04; they have been owners for about 1½ years, they participated in the farm tour, and really love the store.

Russ Nelson arrived at 6:07. New quorum count: 8 were present. Require 5 votes for majority.

CONSENT AGENDA

All 8 Board members present affirmed they had read the Board packet.

Bylaws-related Policy Changes deleted from the Consent Agenda until next month, and replaced with Executive Session Minutes discussion. In Board Development Part I, David will report on last week's meeting with staff about bylaws.

Faye Moved to accept the Consent Agenda as amended, David Seconded.
M/S/P unanimous (8 for, 0 opposed, 0 abstain)

ANNUAL MEETING PREPARATION

Jan handed out the Board Game questionnaire for tomorrow evening's annual meeting. Jessica distributed a timeline. Details were reviewed and discussed.

Jessica left the meeting at 6:26pm.

BOARD DEVELOPMENT, PART I

Board's Strategic Direction

David will send the materials the Strategic Planning Committee used at their meeting this last weekend. They reviewed the scope of the Strategic Planning, and the Ends. These documents will continue to evolve.

Holly will consider the Ends and make specific recommendations to the Board about how to monitor them. Also, she would like to have certain staff meet with Board members before the Board retreat to discuss the specific impact on operations. There is a lot of planning material available that we might examine and use if it seems helpful, in addition to the material we get from the consultant and that which we make up ourselves. Improvements are incremental, but we are definitely making progress. Milestones will help us keep on track.

Holly is meeting with consultant Art Sherwood separately, and the Board can do that as well through the end of the year.

3 Goals:

1. Holly will review and flush out Ends and come back to Board with her suggestions
2. Board approving Ends (upon considering Holly's recommendations)
3. Board education re strategy (CBLD site)

Bylaws Meeting with Staff

David and Faye met with staff last week to discuss changes to the Bylaws, specifically the change that prevents staff from serving on the Board, even if they are also owners. David sent an email summary about the meeting. While this decision was recommended to and well thought-out by the Board, and seemed the sensible thing to do, it was concerning to staff. This means staff owners are different from other owners.

One point that became clear is that staff feel disconnected from the Board. Possible ways to improve this connection include:

- Board members attending all-store meetings
- tabling with staff as we did before the Hillsdale store opened
- doing something for staff appreciation directly from the Board

Any Board members who would like to be part of finding ways to connect more with staff are welcome to join Faye and David.

Q: Was the staff concern because someone wanted to serve on the Board, or the principle behind it?

A: Definitely the principle. It is a challenge, no matter whether a Board uses a Policy Governance or a Collective model, to have a staff representative. Are they really representing all staff, and how can that be assured?

In response to the meeting with staff, Faye and David created a proposed Bylaws Explanation and FAQ that was included in the Board Packet. This is to help the Board speak with one voice, especially at the Annual Meeting tomorrow night. Detailed questions should be referred to Evan.

BOARD DEVELOPMENT, PART II

Autumn PSU Project Update

Faye sent an email with the PSU update. The main point is that, in order to ensure we have a more appropriate mix of students working with us, our project is postponed to Spring Term.

Native American Grocer

Faye reported that Brandon and Holly have been meeting with Sean Cruz, the representative of 1000 Nations. He will be at the Annual Meeting tomorrow evening, so please introduce yourselves. 1000 Nations is looking for a grocery expert business partner, and are becoming convinced that the cooperative model is right for the Native American coalition that is trying to create a grocery in a food desert in NE Portland. Holly has referred them to national cooperative consultants. How Food Front will be involved remains to be seen, but we will continue the conversation as 1000 Nations creates this exciting future. This will likely be part of our PSU Project.

If you have questions or input about the PSU proposal, please get that to Faye soon. Our response is due by mid-October.

BREAK

OLD BUSINESS

Executive Session Minutes

Evan reported that in looking into Executive Session minutes, there hasn't been much consistency in the past. After consulting with Art Sherwood, Evan recommends that decisions made during Executive Sessions be included with the same month's minutes. Essentially, this means that Executive Session discussions are off the record with no paper trail, but decisions will be recorded in the minutes by a reconvened Board.

The Board discussed this approach. By nature, Executive Sessions are about confidential or sensitive information, and may or may not include the General Manager and various other staff. Decisions can be worded broadly or specifically, depending on the nature of the topic and what the Board determines would best serve the purpose of future reference needs.

There was general affirmation for the Board Secretary to proceed with this plan.

Board Meeting Time and Place

Brandon presented the 2011-2012 Board roles proposal, which will be affirmed in a special Board Meeting after the Annual Meeting tomorrow evening. This roster is related to when we decide to meet, as the Board should have all officers present at each meeting.

Monday is still the "least bad" day for the most Board members and required staff, with Thursday a close second.

Further discussion is tabled until next month.

NEW BUSINESS

2012 Audit

Holly presented a 2012 audit proposal to Brandon and David over email today. She has found an auditor who has experience with large co-ops, Oregon co-ops, and multi-store co-ops. His quote is less than half of what we paid this year, and includes taxes. Joe will contact the Ashland Co-op for direct experience. This needs to be decided in December.

NEXT MEETING

Annual Meeting Tomorrow: Tuesday September 27, Ecotrust

- See handouts mentioned above.

October 21, Hillsdale

- Please see Action Register in this month's Consent Agenda

- Board Monitoring Reports
 - G7 Cost of Governance (Joy)
 - G8 Membership (David)
- GM Monitoring Reports
 - L6 Asset Protection
- Board LEADer Training 10/19 6pm at NW Library, with the second one happening 11/16.
- See Board Calendar for Sub-Committee Meeting Times and Dates
- Board Article for Front Lines due on 11/10 (Linda)
- Finalized Policy Register Handout (Faye and Evan)
- Retreat Planning (TBD)

Evan mentioned the Resource Council to our guests as a way for them to get further involved if they are interested in that.

Jan Moved to adjourn; Russ Seconded.
M/S/P unanimous (8 for, 0 opposed, 0 abstain)

Meeting adjourned at 7:46 pm.

Minutes submitted by Gretchen Westlight.