

**Minutes
Food Front Board Meeting**

**Thursday, December 8, 2011
Holiday Inn, Northwest**

Board Members Present: Brandon Rydell – *President*, Faye Yoshihara – *Vice-President*, David Richardson – *Treasurer*, Joy Orevik – *Nominations*, Linda Jauron-Mills.

Also Present: Holly Jarvis – *General Manager*, Gretchen Westlight – *Administrative Assistant*, Joe Bailey – *Assistant Secretary*, Cherie Thompson – *Resource Council (RC)*, Tom Mattox.

Board President Brandon Rydell called the Board meeting to order at 6:00pm. Four Board members are required for quorum; 5 are present at the start of the meeting. Require 3 votes for majority.

OWNER & GUEST COMMENTS

Tom expressed his interest in resuming participation with Food Front's Board.

GM REPORT

- Thanksgiving went smoothly in both stores, and we sold most of our turkeys.
- Hillsdale had a 10% off day the Saturday before Thanksgiving and did \$24,000 in sales. For the whole Thanksgiving week, we did 15% higher in sales than last year. Deli sales are up 10%, the whole store up 5.5%. We're still feeling the effects of Burlingame Fred Meyer re-opening. Advertising efforts before Thanksgiving include an OPB ad, a neighborhood insert in *The Oregonian*, and a direct mail effort, all of which yielded customers in the store.
- Northwest sales were up 8% the week before Thanksgiving, and 9% the whole month. Our customer count is up. Longer hours are also helping. We are considering some 10% off days for next year.
- Staff have begun visioning process and work with Art Sherwood on our strategic plan. We are trying to build a framework under the Ends statements. Response has been very positive in the 2 meetings so far (Management and Operations Teams). Next we are inviting more staff to flesh out the details.
- The Management Team (Holly, Joe, Jessica, Kyle, and Store Managers John and Christine) had a day-long retreat with former Board member Lianne Thompson, who is now a life coach.
- Conway is in negotiations with a grocery store who wants to put in a 40,000 square foot grocery store a block away from where Food Front had proposed opening one. The neighborhood association is opposing the plans.

David reminded Holly that Board members would like to attend any upcoming all-store or larger staff meetings.

Evan O'Neill – *Secretary*, arrived at 6:05pm. New quorum count: 6 are present. Require 4 votes for majority.

CONSENT AGENDA

All 6 Board members present affirmed they had read the Board packet.

Quorum count: Four members are required for quorum. 6 Board members are present. Require 4 votes for majority.

We will be following Robert's Rules of Order.

The following items were deleted from the Consent Agenda:

- Director Orientation Outline moved to Board Development Part I for discussion later in this meeting.
- L4.3 and G1 are moved to January's meeting.

The following items were added to the Consent Agenda:

- David emailed G3 to the Board after the packets were mailed. He also provided hard copies at the meeting.
- Policy Register Changes M2 and L7, which were included in the packets, were inadvertently omitted from the Consent Agenda.

Correction to the Minutes of the 10/24/11 Board Meeting: On page 6 under NEXT MEETING, the Motion to adjourn count has been corrected to read "7 for, 0 opposed, 0 abstain".

Correction to the 2012 Board Calendar: April forward locations now state "TBD" until we decide this next month. Monthly Board trainings are temporarily listed each month as "place holders" only. The Board will discuss board training at next month's meeting when Joy will be present to direct the conversation.

Correction to the Board Roster: Russ' home phone number has been updated to "360-694-5844".

Russ Nelson arrived at 6:14. New quorum count: 7 Board members are present. Require 4 votes for majority. Russ affirmed he had read the Consent Agenda

Evan Moved to approve the Consent Agenda as modified; Faye Seconded.

M/S/P unanimous (7 for, 0 opposed, 0 abstain)

BOARD DEVELOPMENT Part I

New Ends

Holly reported an observation from the staff visioning meetings that many of the brainstorming ideas weren't evenly distributed under the Ends, and mostly were filed under the Purpose.

Holly observed that historically the bulk of her annual L3 report ends up under its main statement, which may indicate that there is a subcategory missing.

Planning Retreat

Faye reported that she is considering looking farther afield for a retreat location so that we are out in our food shed. This would require some extra time for travel. Keep in mind time of year (February) and the potential for weather-related travel constrictions.

We are also ready to give Art some additional feedback regarding content for the retreat. We're taking a 3-3-3 year approach, which dovetails with the work the Management Team is doing with Art. A brief segment of specific coaching, comparing Food Front with other co-ops, could be very helpful.

We are planning a social dinner for the Friday night before the retreat, spouses/partners included, out at a restaurant. Location to be determined after budget review. Good acoustics important, as is proximity to our stores.

Please get Faye any specific suggestions about possible retreat locations, input for Art, and Friday night dinner.

Director Orientation Outline

Faye handed out new copies of the New Director Orientation Package outline, with some minor corrections to what had been included in the packet. Faye and Gretchen will create several packets to have on hand.

This outline and approach was affirmed by the Board.

Resource Council Guidelines

Faye reported that the Linkage Committee (herself, Linda, Jessica) is responsible for coordinating RC members. Jessica has been updating the website to use for the main interface. Once this is ready, Directors will be encouraged to use the website to list their tasks, and Faye will coordinate with RC members. Board Mentors are responsible for initial contact and introductions, but not necessarily for on-going interfacing. Until the website is ready, Directors can use the Roster to contact RC members directly, as their interests are listed.

BREAK

Quorum reminder: Four Board members are required for quorum; 7 are present after the break. Require 4 votes for majority.

BOARD DEVELOPMENT Part II

Board Meeting Format

Brandon reported that Art suggested that we reorganize our agenda. Some ideas:

- Guest speakers
- More time for discussions, if merited by the topic (not always necessary)
- Learning topics: maybe a speaker, maybe a well-framed discussion topic (45 minutes seems a good length)
- Include Board Training in regular meetings, rather than requiring a second session
- Fine-tuning strategic planning topics for training
- Internal presentations to make use of expertise of Directors, Management Team, Resource Council members, and former Board members
- Create a list of subjects that we need training on

Joy will be presenting the training schedule and subjects next month. Some ideas:

- Bring in 2-3 of our buyers to share information about local suppliers
- Emotional intelligence
- Decision-making
- Addressing conflict and “fierce conversation” (CCMA)
- Regional food systems

Policy Register

Evan asked for discussion on having a Board member monitor and annually report on how we as a Board are doing in terms of compliance with the Bylaws, and also with the Policy Register. We should build a schedule for review into the Bylaws themselves. We also need to be more disciplined in following up on monitoring changes that are made to the Policy Register, and new ideas need to not slip through the cracks. Evan will be the repository for suggested Policy Register and Bylaws changes, and be responsible for bringing them to the Board quarterly or semi-annually.

Joy left the meeting at 7:26pm. 6 members are present. Require 4 votes for majority.

Co-op Strategic Planning

Faye reported that we have not gotten a capstone team from PSU yet, although she is still trying. She has gotten some good reports from Meyer Memorial Trust and PSU regarding regional food systems. If we are unable to get a PSU team, there are 2 RC members who have already expressed interest in reading the reports, and she may pull together a group of RC, Directors and owners to read the reports and make recommendations to the Board.

Native American Grocery

Faye reported that this is a very long range project, and still not sure whether/when things will move forward. Would Food Front be interested in advising other similar projects, or in researching opening partnership stores? It depends on the project and location.

OLD BUSINESS

None.

NEW BUSINESS

Linkage Charter

Faye and Linda included the Owner Linkage Committee charter in the packets. Faye sent around a sign-up sheet and asked Directors to sign up for 2 events. Linda will be developing a survey to give to owners, and Customer Comment Cards will be available at each event. Linda will coordinate all events at Northwest, and Faye will do the same for Hillsdale, so contact either of them with questions about either.

Russ Moved to approve the Owner Linkage Committee charter as written; Evan Seconded.
M/S/P unanimous (6 for, 0 opposed, 0 abstain)

Policy Register Changes, Specifically G8

Evan reviewed the proposed changes that were included in the packet. She wanted to make sure Directors had an opportunity to review the “termination of ownership clause.” There were no questions or concerns raised.

Evan will email everyone with specific questions, and G8 will come back for approval in January.

CCMA

Brandon reported that Joy, Russ and Linda have expressed interest in attending. It seems like something that should rotate, and 2 members attending seem fine for the size of our Board.

NEXT MEETING

January 26, 2012, 5:30pm Holiday Inn Express

- Please see Other Open Action Items on the current Consent Agenda (All)
- Board Monitoring Reports
 - L4.3 (David)
 - G1 (Russ)
 - M & M1 GM Linkage & Unity of Control (Evan)
- GM Monitoring Reports
 - Ends Report E1-E4 Community, Natural, Social & Economic
 - L8 Executive Succession
- Retreat Planning
- Other Reminders
 - Final Board LEADer Training 1/18/2012 @ 6PM NW Library
 - Board Article for Frontlines due on 2/10/12 (Faye)
 - See Board Calendar for sub-committee meeting times & dates

Deadline for next month’s packets: 1/12/12.

Lots of appreciations expressed for all the work that went into the materials included in the packets.

Faye Moved to adjourn; David Seconded.

M/S/P unanimous (6 for, 0 opposed, 0 abstain)

Meeting adjourned at 7:57pm.

Minutes submitted by Gretchen Westlight.