

Fare Share BOD Meeting

AGENDA, March 28, 2017, 3:30 The Commons

OUR VISION is a cooperative, welcoming, sustainable, and resilient food hub that educates, *inspires*, and serves a diverse local community.

5m Approve Agenda and Minutes. Appoint Time Keeper: Zizi Present: Lisa Moore, Emmy Andersson, Peter Kreiner, Andre Asken-Dunn, Zizi Vlaun, Becky Cheston, Rachel McGarry, Rick Jackson, Corey Dilts
Absent: Ashley Roberts

25m Monitoring the General Manager

MP 3: Treatment of Staff **Compliant**

MP 5: Monthly Financial Condition and Activities (monthly) **Compliant**

Payroll is over this month because of bonuses

Typical manager's salary is \$78k, we're just under \$40k

MP 9: Communication and Support to the Board (monthly) **Compliant**

15m Monitoring the Board

BP 2: Governing Style (Zizi) **Compliant**

Long term affects also happen outside of the Co-op. Events happening all the time outside of Fare Share that we can/should be a part of and representing ourselves. We're getting to a point where we can look outwardly and be part of the community more. Community Food Matters, a member of the statewide Community Food Council would be a good place to start. Emmy will be attending the Principle Six Cooperative Conference on April 29th. **(BOD to consider attending meetings/events on behalf of FSC)**

BP 3: Board Job Description (Rick) **Compliant**

Distribute sheets of members for phone calls and explain IGS/NGS. **(DONE)**

Can improve link between organization and owners. Some people don't understand the associated price of the product on the shelf. Associated cost of running a food co-op, too. Actual cost vs. subsidized cost. Reach out with transparency about why things cost what they cost. Explain why we charge what we charge.

(Marketing Committee)

ENDS: Refer to Ends in every report. How does it relate? What can be improved? How do Ends needs to be changed. Step back, relate each PG Report to the Ends in some way. Continually thinking about how policies relate to Ends. Our job as Board is to manage the GM and make sure in compliance. Our job is also to vision and lead the Co-op long term. Could we be spending more time each meeting to discuss and vision Ends?

(Lisa to lead?)

10m **Spring Membership Meeting. Sat April 8, 2-4 in the Commons.** All BOD members should attend.

Agenda here for review. Annual Reports will be published and distributed both in hard copies (50) and digital. Voting opened on March 18 (three weeks prior to meeting). We need 10% of households for the vote to be valid. Cyndy Tinsley will count votes and check against lists. **(DONE)**

Patronage Dividends: Concern is for prices going up. Need to be able to explain how patronage dividends work. "If we weren't getting dividends because the roof needed to be fixed, we as members would make sure the roof gets fixed internally." **1. Inform 2. Debate 3. Decide** This is an option, could be beneficial in this way to state the pros and cons.

TO DO: Lisa will send Patronage Dividend document to board. (DONE)

Zizi posted Primer on Website. (DONE)

5m To consider for April: Zizi's proposal that we change our bylaws so that each adult member (not each household) has his or her own vote. Refer to bylaws section on voting.

TO DO: Table for next meeting. (Zizi)

20m Proposed Incentive Bonus for GM. (3% over budgeted sales = \$494K). Last year, we offered \$1500 in a six-month agreement; I propose we offer \$2K in 2017. Vote in Exec Session.

EXEC. SESSION: All in favor.

TO DO: Lisa will draw up incentive agreement. \$2k if hits \$494k, \$3k if hits \$500k.

Some consideration of how profits and sales work. Don't want to push sales at the expense of the bottom line.

(DONE – has this been agreed/signed by GM)

Other business (These will remain on our agendas until completed, shared, or resolved.)

• Mary Ann continues to post articles and information (serving BP 7.4). This is great to have Maryann have her eye and is sending. Thank you and encourage her to continue. Make sure everyone is getting her emails.

TO DO: Board to read one article a month that either MA or Lisa sends, or someone in their stead.

(BOD)

• **CDS Consulting Report by Jeanie Wells (10.3.16) (Marketing Committee)**

• Bevedere Historic Preservation Grant (Peter will take lead: thank you!) **(Peter)**

Peter is taking lead on applying for this grant. \$5k-\$10k grants. *May be able to repair roof?*

• Perks from Solar Campaign: follow up **(Zizi)**

TO DO: Zizi to handle perks, necklace of Becky's, Lisa to follow-up (Zizi)

• Member Engagement Committee (Mary Ann) *Can we write a purpose or goal?* **(Lisa to ask Mary Ann?)**

Ann?)

• Basement/plumbing Task Force report

Corey reported on two battles: 1. Backup of sewer was cleaned up, but problem not fixed. If we fix it requires tearing up the street. 2. Everything is basement, Fare Share. What needs to be sold and gotten rid of. What do we want that space to be? Community center that community can use.

TO DO: Ask what member wants basement to be. Members may have resources to contribute. (Done, but can continue to explore)

TO DO: Zizi to get task force together. See minutes from 2/28 (Zizi)

TO DO: What are the liability issues? (Emmy?)

• Set date for Fall Retreat (September?) **(Lisa?)**

• Finance Committee is meeting quarterly (Ashley attend?) **(Ashley)**

• Begin to plan committee for Holiday Dinner and Auction on Dec 3. **(BOD)**

CHECK OUT: 7 good efficient everyone engaged • 8 we're actively doing stuff. Was dreading the whole process when signed up • 6-7 efficient but balanced with micro and macro • 7 – 3rd bod meeting, don't know what a 10 looks like yet, or a 1. Felt good, exciting, starting to feel like I'm getting the hang and know the flow. • 7 good discussion and points raised, like the interaction • 5 technology on skypping • 7 love the buzz of energy, growth, inspiring ideas, where we can continue to move from here.

April 8th Membership meeting, Dinner after at NBC? Yes! **(Done)**

TO DO: BOD Code of Ethics up for reviewing and signing by all. (Lisa)

TO DO: Emmy will be presenting quarterlies. (Emmy)

Next meeting APRIL 25: Everyone will review BP7 and will sign off on personal compliance. (See below. Copy and paste into a Word doc to report on.) **(BOD)**
Becky will report on **B-GM6. (Becky)**
Emmy on **MP 4, 5** (first quarter financials), and **9. (Emmy)**

TO DO: See below for Policies. Copy and paste into a Word doc to report on. (ALL)

Please use bod@faresharecoop.org for BOD email. Include emmy@faresharecoop.org if appropriate.

cdsconsulting.coop ~ ica.org ~ strongertogether.coop ~ ncg.coop ~

Fare Share Spring Member/Owner Meeting Agenda

APRIL 8, 2017, 2-4 in The Commons

OUR VISION is a cooperative, welcoming, sustainable, and resilient food hub that educates, inspires, and serves a diverse local community.

Welcome, Introductions, and Meeting Agreements

Presentation of 2016 Annual Report including 2016 Financials, GM Report, Solar Campaign Update, and 2017 Calendar

Brief report on ways that Fare Share is reaching out to more diverse parts of our community.

BOD Member Vote: 3 Way to Do It. Practice for Spring 2018 when the BOD hopes to put a shift to a Patronage Discount system out to the membership for a vote.

Continuance of Patronage Discount discussion; establish Committee with a goal of proposing Bylaw change at the Fall Membership Meeting on November 11.

Awards:

Golden Plunger
Volunteer Award

Staff Recognition
DOOR PRIZE

(For BOD)

POLICY TYPE: BOARD PROCESS

POLICY TITLE: BP 7: BOARD MEMBER'S CODE OF ETHICS & CONDUCT

ADOPTED: September 17, 2003

LAST REVISED: March 2015

Monitoring Report: Internal: Each Board Member to the President annually

BP 7: Board Member's Code of Ethics and Conduct

This code of ethics and conduct clarifies the role, conduct, and authority of the individual Directors in order to create unity and coordination between Directors, management, member/owners and staff. Ethics is defined as a moral philosophy or code of conduct practiced by a person or group of people.

BP 7.1: The Board's authority is to oversee the Co-op's affairs in a manner deemed beneficial to the cooperative as a whole. As representatives, the Directors shall conduct themselves so as to foster confidence in the Board and reflect positively on the Co-op, its members, managers and employees.

BP 7.2: The Board of Directors commits itself to honest, ethical, professional, and lawful conduct, including proper use of authority. Directors work to build a community of trust and respectful relationships within the Co-op. Directors shall keep member/owners informed of the Co-op's status and plans, and of the Board's work, as appropriate.

BP 7.3: Directors will refrain from interfering authority of the General Manager who, under the direction of the Board, has the authority for the overall and day-to-day operation of the business. The General Manager employs, supervises, and discharges all employees, agents and laborers, and engages in all negotiations and discussions on behalf of the cooperative as necessary.

BP 7.4: Directors shall actively participate in training opportunities and utilize resources available to improve Board leadership skills.

BP 7.5: Directors shall work to ensure that the Co-op is controlled in a democratic fashion by its members, that all elections are open and fair, and that participation of all members is encouraged.

BP 7.6: Each Director's authority is equal only to the rights and authority of any individual member of the Co-op, except when the Board is in formal meeting. No individual Director may take action on behalf of the Co-op alone, unless explicitly delegated by Board policy or action of the Board. Directors will refrain from asking for special privileges.

BP 7.7: Directors shall contribute to and encourage open, respectful, and thorough discussions by the Board. Directors shall act supportively, work cooperatively, participate fully, and abide by the consensual action of the Board, even if it is not a Board member's personal opinion.

BP 7.8: No individual Director has an exclusive right to information that has not been made available to all Directors. Board members will give no voice to individual judgments by others regarding General Manager or staff performance without Board authority.

BP 7.9: Any individual Director shall have the right to present further evidence to the Board for consideration in a manner consistent with the Board's practices. The Board shall have the duty to reconsider its action appropriately.

BP 7.10: All Directors will maintain confidentiality with regards to actions, policies, or issues related to personnel, real estate, market strategy and goals, pending litigation, and details of the Co-op's financial status unless all Directors agree that such information is no longer confidential.

BP 7.11: Directors will represent loyalty to the interests of the Co-op's member/owners. This supersedes any conflicting loyalty, such as advocacy or interest groups and membership on other Boards or staffs.

BP 7.12: Directors will present the agreed-upon view of the Board of Directors, not their own, when speaking for the Co-op to employees, members, shoppers, and the general public, press or other entities.

BP 7.13: Directors shall disclose all conflicts of interest and refrain from discussing or voting on related issues. When the Board is to decide upon an issue that a member has an unavoidable conflict of interest, that member shall leave without comment and not participate in deliberations or voting. Members will annually disclose involvements with organizations, vendors, or associations that may produce a conflict.

BP 7.14: To assure openness, competitive opportunity, and equal access to information, there shall be no conducting of private business between any Board member and the organization.

BP 7.15: Board members must not use their positions to obtain employment for themselves, family, or close associates. Should a Board member desire employment, they must first resign from the Board.

BP 7.16: Board members pledge to do their best for Fare Share Co-op. They shall prepare for, promptly attend, and attentively participate in all regular and special Board meetings.

BP 7.17: The Board is responsible for carrying out other duties as provided by the By-laws or by general or specific corporate laws devoting the time needed to fulfill the responsibilities of the position.

BP 7.18: If, by consensus of the Co-op Directors, a Board member has violated this Code, he or she shall resign their position and shall not seek to cause any disruption to the Co-op and Board, for that action.

Each Board member shall review this policy annually and acknowledge compliance with a signature, collected by the Secretary. If a member's situation changes during the year, this should be made known immediately to the Board President in writing for inclusion in the Agenda at the next Board meeting.

Monitoring may include and is not limited to:

7.1 What evidence shows that that board has functioned in ways that benefit and reflect positively on the Co-op as a whole?

7.2 Is there evidence that shows a lack of professional or lawful conduct?

7.3 Has there been an instance that the Board has interfered with the authority of the General Manager?

7.4 How has the Board participated in training opportunities and resources? (Hours spent?)

7.10 Has confidentiality been maintained?

7.13 Have conflicts of interest been identified and avoided?

(For Becky)

POLICY TYPE: BOARD-GENERAL MANAGER LINKAGE

POLICY TITLE: B-GM 6: RESOLVING A GRIEVANCE

ADOPTED: April 27, 2009

LAST REVISED: March 2015

Monitoring Report: *Internal: Board Member, Annually*

B-GM 6: Resolving a Grievance

Fare Share strives to listen to and resolve issues and concerns raised by staff members, Board members or Co-op member/owners. To this end, every effort will be made to resolve issues by direct communication between the people directly involved. If direct communication is unsuccessful, the Grievance Process described below shall guide the resolution of the issue in a responsible, professional, and timely fashion.

B-GM 6.1: Direct Communication

- 1) The person who has an issue or concern must first attempt to resolve the problem directly with the person with whom the conflict exists.
- 2) If the situation cannot be remedied through direct communication, the person shall seek the General Manager's assistance to resolve the issue.
- 3) If the person is not satisfied with the response, he or she may complete a Grievance Filing Form and submit it to the Fare Share Board President.

B-GM 6.2: Filing a Grievance

When a grievance is filed, a Grievance Committee, consisting of three (3) members shall be assembled by the Board President. Two members of the committee shall represent diverse points of view, such as a staff member, a member/owner, or a member of the Board. They shall be selected by and mutually agreeable to both parties. The third member shall be an outside third-party professional with education and/or experience in mediation, labor relations, human resources, or some other qualification that makes them skilled in dispute resolution. This person shall serve as the Grievance Committee Chair.

B-GM 6.3: Grievance Committee Responsibilities

The responsibilities of the Grievance Committee shall be to:

- 1) Hear the grievance, where direct attempts to solve the problem have been unsuccessful.
- 2) Solicit additional information as needed.
- 3) Evaluate the grievance and arrive at a binding decision on resolving it.
- 4) Provide written records of resolutions reached and actions taken.
- 5) Monitor use of labor hours in each grievance procedure, and keep within the established budget and timeline.

B-MP 6.4: Dispute Categories

Most cases of disputes fall into one of four categories:

- 1) Violation of existing policies.
- 2) Inconsistent application of policy to different employees in similar situations;

- 3) An unfair situation for which no policy exists.
- 4) An unfair situation caused by an inherently unfair or discriminatory policy.

If the situation doesn't fall into one of these four categories, the Grievance Committee may refuse to hear the dispute. In such cases, if the dispute involves a staff member, the committee might send it back to the General Manager to settle.

B-GM 6.5: Confidentiality

The Grievance Procedure shall be conducted as confidentially as possible. The person filing the grievance may discuss it with others if they choose to do so, but they must avoid disrupting operations at Fare Share. Anyone serving on the Grievance Committee must agree to maintain complete confidentiality.

B-GM 6.6: A Grievance Committee shall follow these procedures:

- 1) The Board President shall choose the outside third party member for the Grievance Committee and will name that person as Chair of the committee. The Board President informs both dispute parties about all members of the Grievance Committee.
- 2) The Board President provides copies of the Grievance to the Grievance Committee.
- 3) Standing Grievance Committees shall follow these procedures:
 - a) Review the dispute to make sure it falls under the Dispute Categories for a grievance.
 - b) Ensure that valid prior attempts to resolve the dispute have been made.
 - c) Meet with both parties, and others who may have relevant information, (e.g., those who observed an incident). Confidentiality will be required of each person contacted.
 - d) The Committee will work with both parties to resolve the dispute.
 - e) If the dispute is not resolved, the Grievance Committee may then meet privately, and its decision will be binding.
 - f) Ideally, the Grievance Committee will reach a unanimous decision within the required time frame. If consensus cannot be reached, the decision will be made by a simple majority.
 - g) The Grievance Committee meets with both parties and decides what information, if any, will be made public to the staff and Board of Directors.

B-GM 6.7: Payment

The third party member of Grievance Committee may be paid by the hour, any staff member on a Grievance Committee will be paid, and any employees called to testify will be paid for his or her time. An employee filing a grievance will not be paid for the time spent submitting the form or for time spent testifying to the Grievance Committee. Other participants in the process will not be paid.

A total of six hours is the maximum amount that Fare Share Co-op shall pay without approval for more from the Board of Directors.

B-GM 6.8: Time Frame

Grievances shall be resolved as promptly as possible. Two weeks is desirable, and four weeks shall be considered maximum.

The following provide examples of appropriate resolutions for the typical Dispute Categories:

- 1) In cases of complaints of violations of existing policy, the Grievance Committee determines whether management has in fact violated the policy. If so, it sends the case back to the General Manager for a new decision that is in line with the policy.

- 2) In cases of complaint of inconsistent application of policy, the Grievance Committee will consider previous decisions and determine if in fact the policies have been applied inconsistently to different people in similar situations. If so, the Grievance Committee will delineate a course of action to management.
- 3) In cases of a complaint of an unfair situation for which there is no applicable policy, the Grievance Committee determines if the situation is in fact covered by existing policy, and if not, determines how this case can be handled and recommends a policy to management.
- 4) In cases where the fairness of an existing policy is questioned, the Grievance Committee researches the intent of the policy when adopted, determines whether or not it is unfair, and if so on what grounds, then determines how this case can be handled and recommends a change in policy to management.

This policy will be monitored annually by internal report of a Board Member to the Board.

Monitoring may include and is not limited to:

1. Did Board members take the necessary steps to resolve grievances by direct communication? In any cases of noncompliance, how did the Board take steps to correct the problem and monitor again?
2. Were any formal grievances filed in the last year? If so, what was the nature of each grievance and how was it resolved?
3. In the case(s) of formal grievances, did the Board follow the process described above to ensure adequate resolution?

Note: This monitoring report should protect the confidentiality of all parties, according to 6.5.