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## FA Board of Directors Meeting May 20, 2008

6 **Board Members present:** Steve Albright, Dave Hockman-Wert, Toni Hoyman, Mark Reed, and Liz Kelly  
7 **Board Members absent:** Chris Bentley & Fred Heil  
8 **Staff present:** Michele Adams, Evelyn Hall, Mark Tarasawa, Donna Kaiser, Jacqueline Smith  
9 **Board Advisor:** Marcia Shaw  
10 **Owners present:** David Meade  
11 **Consultants present:** None  
12 **Scribe:** Claire Pate, Kevin Oder  
13 **Handouts:** None

15 Board Advisor, Marcia Shaw, opened the Board meeting at 6:30pm.

17 **I Owner Comment:**

- 18 • David Meade recently moved to Corvallis, has always been interested in the co-op movement, and is acutely  
19 aware of the many people who are homeless in this area. He wanted to know if the Co-op had pursued a means  
20 to help people out who can not afford to shop here, and he had some ideas on how that might work. Toni  
21 volunteered to talk with David after the meeting to explain our outreach programs and to hear his ideas in more  
22 detail.

24 **II Approval of Consent Agenda:**

- 25 • Removed the April minutes for discussion.  
26 • Added to the agenda an Executive Session for discussion of real property negotiations.

28 **Motion 5-2008 (#1) Motion to adopt the consent agenda items as written, including: approval of May Board  
29 agenda, as revised; approval of committee meeting minutes, approval of the Election Committee, approval of  
30 Board Advisor renewals, calendar and timeline, and approval of GM report. Mark, Liz 5-0-0 Motion passes.**

32 **III Approval of Minutes:**

- 33 • Line 33 of the minutes: Steve said that the word "grievance" should be "patronage."

36 **Motion 5-2008 (#2) Motion to adopt the April 15, 2008 minutes, as revised. Toni, Mark 5-0-0 Motion passes.**

38 **IV Announcements and Affirmations:**

- 39 • None

42 **V Board Calendar and Timeline:**

- 43 • No comments

46 **VI Committee/Meeting Reports**

47 *Questions or Comments*

48 **Executive Committee:** no comments

49 **Owner Relations Committee:** no comments

50 **Board Development Committee:** no comments

51 **Finance Committee:** no comments

52 **Policy Governance Committee:** no May meeting

54 **VII L5 External Financial Report Presented by Spectrum**

56 **Janice Van Cura, Spectrum CPA Group,** passed out copies of "FA Coop Financial Statements for the years ended  
57 December 31, 2007 and 2006." She walked the Board through the report, and said that the review had gone well, even  
58 though Jacqueline Smith had just come on board as Finance Manager. As noted in the cover letter, there were no

59 material modifications needed for FA's financial reports. Everything looked in order. The financial records were in  
60 good shape and, liquidity-wise, FA is in a better position with a larger amount of cash on hand.

61  
62 There were no additional questions. The Board officially noted receipt of the external financial report which is required  
63 on an annual basis.

#### 64 65 **VIII L5 Financial Condition – Internal and Policy Review**

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67 Toni reminded the Board that they were going to try out a new procedure for determining compliance/non-compliance of  
68 the GM's governance reports. She asked that each board member fill out a "FA Co-op Board of Directors Policy  
69 Governance Review" form prior to coming to a board meeting, and these comments would then be used as the basis for  
70 determining whether the GM had appropriately interpreted the policy, had demonstrated compliance, and whether the  
71 policy itself needed any changing.

72  
73 After discussing the merits of using such a form, the consensus was that it would be a good idea. The positives: it  
74 encourages active thinking, frames the discussion, and provides a written record. Responses to question #5 then  
75 determines whether changes are needed in the policy, and it can then go to PGC for review. Marcia reminded the board  
76 members to think in terms of whether the GM has demonstrated compliance or non-compliance with a policy – not  
77 whether they like or do not like a report.

78  
79 **Motion 5-2008 (#3) Motion to accept the L-5 Policy as submitted. Toni, Mark 5-0-0 Motion passes.**

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81 **BREAK (8:45-8:55)**

#### 82 83 **IX Executive Session For Consideration Of Property Opportunities At North Store Location.**

- 84  
85 • **Staff remained for the executive session, with Board approval**

86 **Executive Session Begins: 7:15pm**

87 **Executive Session Ends: 8:15pm**

#### 88 89 **X Property Opportunities at the North Store Location**

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91 The Board came out of executive session and made the following motions:

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93 **Motion 5-2008 (#4) Motion to authorize the GM to assist the beauty parlor located next to the North Store with**  
94 **finding a new space to lease, and to initiate a lease agreement with Dari Mart for the space the beauty parlor**  
95 **currently occupies. Dave, Toni 4-0-1. Motion passes, with Mark abstaining**

96  
97 **Motion 5-2008 (#5) Motion to authorize the GM to initiate a lease agreement with Terri Odell for the space**  
98 **occupied by Your Green Home located next to the North Store. Dave, Toni 4-0-1. Motion passes, with Mark**  
99 **abstaining**

100  
101 **Motion 5-2008 (#6) Motion to authorize the GM to put in a bid in the amount of \$236,000, with standard**  
102 **contingencies, to purchase the house and property located to the east of the North Store. Steve, Toni 4-0-1**  
103 **Motion passes, with Mark abstaining.**

#### 104 105 **XI Board Advisor Position Descriptions**

106  
107 The Board discussed the proposal from BDC for a new board advisor position that would help with board trainings and  
108 be a resource to the board and a liaison between BDC and the board. Kevin said she would be willing to take on such a  
109 role should the Board wish to have assistance in this way.

110  
111 **Motion 5-2008 (#7) Motion to approve a new board advisor position to assist for approximately two hours/month.**  
112 **Toni, Steve**

113  
114 There was discussion about the pros and cons of adding a third advisor position. Members commended Kevin on the  
115 help she has given them during her role as scribe, especially in interpreting the By-Laws and giving historical  
116 perspective. Dave commented that it might be more appropriate for the liaison between BDC and the Board to be the  
117 board member assigned to that committee. There was a discussion of whether there needed to be three board advisor

118 positions, and how responsibilities might overlap and provide some confusion as to authority and responsibility. Kevin  
119 said that even if a formal position did not get approved, she would continue to be a resource for the Board and the new  
120 scribe at meetings.

121

122 **Vote on Motion: 1-4-0 Motion failed.**

123

124

125 **XII Update Annual Planning Calendar**

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- 127 • Dave said that Finance Committee will likely be sending in some changes to in the next month.

128

129 **Motion 5-2008 (#8) Motion to approve the calendar in draft form, noting that some changes would be coming in**  
130 **from Finance Committee. Toni, Steve 5-0-0 Motion passes.**

131

132 **XIII M1-M5 Revisions**

133 Liz explained that the revisions to M1-M4 were editorial; primarily, all references to “Guiding Principles” were changed  
134 to “Ends.” M-5 will be left out during the balance of the meeting for Board members to read and initial their approval.

135

136 **Motion 5-2008 (#8) Motion to accept the revisions as submitted, with M5 to be reviewed and initialed by board**  
137 **members. Toni, Dave 5-0-0 Motion passes.**

138

139 **XIV Meeting Process Review**

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- 141 • Going through the various points on the agenda worked pretty well.
- 142 • When we get to discussing bigger, important issues they should be at the beginning of the agenda.
- 143 • Executive sessions should not be held at beginning of meetings as this is inconvenient for meeting guests and  
144 visitors to have to leave. Or they could be held before the general business, like during dinner.
- 145 • The messiest discussion(s) are those for which there are no written proposals. Things need to be submitted for  
146 consideration in written form.

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149 **Meeting Adjourned: 8:40pm**

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