


**peoPle's**  
 FOOD CO-OP **Board Meeting Minutes**  
**Tuesday, June 27, 2017; 5:30-8:30 pm**

**Attended by:**

Board Members: Dave, Kathy, Lisa, Jacob, Amy, Teresa, Isaac (7 pm)

CM: Kahadish, Rachel, Miles

Member-Owners: Christopher, Lindy

Guests:

**Facilitation:** Jenny    **Minutes:** Gayle    **Vibes:** Teresa, Lisa    **Clean-up:** Lisa, Lindy    **Scribe:** Amy

**COMMITMENTS:**

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	11/24/15	Jacob, Isaac	9/17	Jacob will create a process for board members to keep track of the engagement commitments they have made.
2	3/22/16	Amy, Isaac, Jacob	Ongoing	Amy, Isaac, <del>Mallory, Josh</del> , and Jacob committed to attending MAC engagements at the farmers market.
3	5/24/16	Heidi, Jacob, Isaac	7/17	Revise the 4.5 policy and bring back to board.
4	9/27/16	Isaac, Teresa	TBD	Isaac and Teresa will draft bylaws change on how to handle filling board seats vacated mid-term.
5	9/27/16	Dave	7/17	Dave will bring study & engagement on ethics of development.
6	10/25/16	Lisa	7/17	Lisa will spearhead thinking about a Board/CM pie walk event for next year by June.
7	11/15/16	Dave, Lisa	7/17	Dave and <del>Isaac</del> -Lisa will discuss and present something about possible trainings for Board and CM on how to triage/de-escalate difficult interactions by March 2017. (Include what is most critical and what is more aspirational.)
8	2/28/17	Jacob, Teresa	8/17	Bring back further reflections on 2.1 (action response plan and restorative justice model) by June.
9	3/28/17	Jacob, Shawn, Rachel	7/17	Jacob, Shawn, and Rachel will create an agenda item regarding global policy 2.8.
10	4/25/17	Teresa	TBD	Teresa will attend next patriarchy & oppression followup meeting and will include any input from board. (If anyone has any input on accessibility to board, please let her know.)

11	4/25/17	Teresa	9/17	Teresa will read through policy & bylaws to find out if process of board only talking to CM through CM Link is specified and if any changes need to be made there.
12	5/23/17	Isaac	8/17	Isaac will submit agenda request for June to review 2.5.10 in a safe space session.
13	5/23/17	Heidi	7/17	Heidi will make a toolbox for engagement events by July. Lisa & Kathy will be backups.
14	5/23/17	Jacob, Kathy	7/17	Jacob and Kathy will get the work plan uploaded to bodacio.us.
15	6/27/17	Kathy	ongoing	Kathy will be Shawn's point of contact for consultations with lawyer on drafting change to articles of incorporation.
16	6/27/17	Lisa, Kathy	8/17	Lisa and Kathy will bring Urgent Response Policy agenda item in August.
17	6/27/17	Jacob, Rachel	7/17	Jacob and Rachel will take orientation pluses/deltas and sketch out how next board orientation will work, ask people to take sections on.
18	6/27/17	Isaac	7/17	Isaac will talk to Gayle about setting up Google doc to automatically send reminders.
19	6/27/17	Teresa	7/17	Teresa will pursue setting up outside meeting times.
20	6/27/17	Gayle	ongoing	Gayle will send out agenda request reminders a week after meeting and a day before planning meeting.

### **DECISIONS:**

- **May 2017 meeting minutes approved.**
- **Board accepts 2.2 Report.**
- **Board accepts proposal to spend \$2000 to engage lawyer to draft change to articles of incorporation.**

### **NEW COMMITMENTS:**

Kathy will be Shawn's point of contact for consultations with lawyer on drafting change to articles of incorporation.

Lisa and Kathy will bring Urgent Response Policy agenda item in August.

Jacob and Rachel will take orientation pluses/deltas and sketch out how next board orientation will work, ask people to take sections on.

Isaac will talk to Gayle about setting up Google doc to automatically send reminders.

Teresa will pursue setting up outside meeting times.

Gayle will send out agenda request reminders a week after meeting and a day before planning meeting.

### **OPEN FORUM:**

- No members requested to address the board.

## **AGENDA REVISIONS:**

- None.

## **MINUTES APPROVAL:**

**Decision: May 2017 meeting minutes approved (one abstention).**

## **ANNOUNCEMENTS:**

- Shawn is here as CM Link to board--please ask her about anything you may need!
- Look for a feedback form on Shawn, Rachel, and Ryan as CM Link team.
- Kathy & Gayle missing July meeting.
- Really need to set board orientation date!

## **AGENDA ITEMS:**

### **1. 2.2 Report: Treatment of Workers**

Sponsor: Rachel

Purpose: decide

- Board came prepared to act.
- Any unreasonable interpretations? No
- Inadequate data? No.
- Does data demonstrate compliance as asserted? Yes.
- Is plan to get into compliance acceptable? Yes.
- Policy reflection: Regarding questionnaire for staff: is it anonymous? How is it done?
  - Anonymous.
  - It's common for this policy to be out of compliance but have plans for compliance. This is because of issues of business cycle timing and how CM chooses to interpret board policy and governance calendar. Encourage bringing forth ideas about how to improve the policy to make sure there aren't triggers for non-compliance--bring it up so it can be reworked to avoid stress.

**Board accepts 2.2 Report.**

### **2. Non-Voting Shares**

Sponsor: Shawn/Miles

Purpose: decide

- Main issue is nonvoting shares vs member loans.
- Questions about document?
- We will need a lot of money for LTP (whether leasing or purchasing)--about \$10M. (Last expansion cost \$900,000.)
- Uses:
  - Building (if we buy) \$2-4M
  - Improvements \$2-3M
  - Equipment \$2-3M

- Other \$2M
- Sources
  - Internal sources ~30%
    - Cash reserves \$500K
    - PeopleShares
    - Member loans (debt/equity) }
      - ...OR... } \$2M
      - Nonvoting shares (equity) }
  - External sources ~70%
    - Landlord/developer
    - Community loans, etc
    - Vendors
    - Bank loans (biggest)
- Nonvoting Shares (NVS) vs Member Loans (ML)
  - Admin cost for setup: NVS probably \$12K; ML not sure how much legal would cost
  - Principal repayment: NVS flexible, ML not flexible--set
  - Interest/dividends: NVS can be deferred, ML can't be deferred
  - Relation to regular patronage: NVS dividends don't affect net (no patronage unless dividends are paid); ML reduces net
  - Tax liability: NVS does not affect tax liability; ML interest paid reduces tax liability
  - Balance sheet: NVS equity; ML debt or equity
  - Oregon residency: NVS M/O or Oregon resident; ML same
- Is there a table from investors' perspective? Not yet, but will.
- Is there SEC filing? No.
- What are the questions, concerns, barriers, that other coops with NVS have dealt with? Main issue seems to be that NVS are harder for people to understand. (It's called a share, but it is like a loan.)
- They function a lot the same on many levels. Dividends get paid before MO share patronage.
- MO vote would go out in October.
- Does member equity impact regular shares? No.
- Are CM reservations resolved? In general. One person has ongoing concerns, but really neither of these options address it (feels like it creates a different class of owner since these get paid before patronage).
- General popularity: Is one typically better received by MOs in other organizations? ML easier to understand; NVS has benefit of greater control over when money is repaid.
- Will this be part of general election or a special election? Prefer to include it.
- Are there any other options? Not really.
- When this goes out for a vote (premise and promise): Would be great to have a statement that says we will be efficient. (Talk about this later after decision.)
- Are MLs currently covered in articles of incorporation? Yes.
- Note that for now we are looking for \$2000 to begin process (draft updated articles of incorporation with lawyer) and find out more before making final decision on go/no-go.
- This is to support the long-term plan that is still being worked on.
- Legal fees:
  - \$2K to begin to pursue, \$12K more to complete.
  - Would need someone on board to be contact while working on legal stuff.

**Board accepts proposal to spend \$2000 to engage lawyer to draft change to articles of incorporation.**

Kathy will be Shawn's point of contact for consultations with lawyer on drafting change to articles of incorporation.

### **3. Annual Meeting**

Sponsor: Jacob

Purpose: discuss

- Any clarifications or requests for annual meeting from Sofie's email? No.
- Thank you to Kathy for agreeing to be co-presenter with Jacob about board. If you have anything you think they should include in their script, email Jacob & Kathy.
- Isaac will be at meeting but not at July 5 pre-meeting.

### **4. Elections Update**

Sponsor: Amy

Purpose: decide

- Meet the Candidates event went well; all the candidates were there.
- Planning to have Elections Committee as well as board attend orientation.
- Lindy did not get involved in time to be in election but is interested for next time.
- Trying to work around Ellen's scheduling issues. She will be in the election after all.
- Meet the Candidates event was great; hard to decide!
- Sofie and Amy will count the ballots on July 17. Anyone else want to help? Contact Amy.

### **5. Bylaws Committee Followup**

Sponsor: Jacob/Kathy

Purpose: discuss

- Technical problem getting work plan up on bodacio.us. Hoping to have next step by end of July.
- Would like to get new board members involved in this committee. Jacob and Kathy are hoping to pull back from it after the election.
- An MO has strong concerns about one of the proposed bylaws changes--be ready to talk about it at annual meeting.

### **6. Urgent Response Committee Followup**

Sponsor: Kathy/Lisa/Amy

Purpose: discuss

- Lisa passed out a printout of a policy. Please read through it and send suggestions to Lisa. Will come back later with longer agenda item.
- Teresa and Jacob have an outstanding commitment about this, so should join forces since there has been some reflection on this already.
- Might have trouble with the 24-hour response time.
- May need CM to also create an urgent response policy so board & CM can respond in harmony.
- Is there good understanding behind this with CM? Need to consult with CM before bringing the full item back and invite CM who want to weigh in on it to the meeting.
- Process: I like this and I like process...would help to have clear definition of what makes something Urgent.

Lisa and Kathy will bring Urgent Response Policy agenda item in August.

## **7. Officer Elections**

Sponsor: Jacob

Purpose: discuss

- Temp check on who's considering certain roles. Remember that Amy (Secretary) & Heidi (Vice President) will be gone after August, Jacob will not be running for President, and Isaac has not yet decided if he wants to continue as Treasurer.
- At this point, is anyone interested in any of the board officer positions? (Note that CM elected seat cannot be an officer.) Any questions about board officer roles? Anybody tentatively interested?
- Kathy is seriously considering President.
- Teresa is willing to be VP and support Kathy.
- Dave is willing to be Treasurer. (Thumbs up from Isaac.)

## **8. Board Orientation Process Evaluation**

Sponsor: Jacob

Purpose: discuss

- Cast your minds back to all the board orientations you've attended, especially last year's. We will look at pluses and deltas.
- Pluses:
  - Framing overview
  - All-board event
  - Intro to CM
  - Agenda request protocol
  - What board does--distinction between policies & bylawshelpful links sent in advance
  -
- Deltas:
  - Need plain translation of policies/bylaws
  - Move anti-oppression training
  - (Need sound logistics for technical issues)
  - Lunch logistics
  - (Strengthen board buddy system)
  - Finance when fresh
  - Would like informal breaker/meet 'n' greet (2 truths and a lie?)
  - Agenda request protocol
  - Bodacio.us intro
  - All sitting board members take a role
  - Date seection earlier (current options are 9/10 or 10/8)
  - More homework on policy governance
  - Think about what really needs to be there and what could be covered ina meeting or as homework so as not to overwhelm new members
  - Could be shorter

Jacob and Rachel will take orientation pluses/deltas and sketch out how next board orientation will work, ask people to take sections on.

## **9. Commitment Followthrough Check-in**

Sponsor: Jacob

Purpose: discuss

- Take a look at commitment chart. Focus on two things: the Commit Made column and the Due Date column.
- Reality: We are all volunteers. We give of our own time to support and guide the coop that we all love and value. I have often been called upon to aggressively defend that reality; life happens, and we understand that.
- The other reality is that we are responsible to the Member-Owners. We are making a commitment to the entire membership.
- Some people don't even look at the packet until the day of the meeting.
- Need to talk about commitments, especially those that affect the board meetings and the agenda planning.
- What in our process that needs to support board members in following through with commitments? What is currently working?
- So we'll do another pluses and deltas exercise:
- Pluses:
  - Work on commitments in the week after the commitment
  - Monthly: copy key items from coop calendar to personal.
- Deltas:
  - Technical issues
  - Ways to get together to discuss things outside board meeting times (quarterly? monthly?), perhaps 1 week after board meeting
  - 2-week advance notice for agenda request
  - Facilitator or admin (probably admin) send reminder of agenda requests (send reminder 1 week after board meeting and also 1 day before agenda planning meeting) or at least request for placeholder; get in touch with
  - How often board members check emails
  - ACTION language
  - Google chart with active email names to automatically send reminders
  - Coop calendar/share calendars
  - Essential check on current list
- One of the things that will be in orientation will be our commitment to each other. A lot of the things on the Delta list will be part of that.

Isaac will talk to Gayle about setting up Google doc to automatically send reminders.

Teresa will pursue setting up outside meeting times.

Gayle will send out agenda request reminders a week after meeting and a day before planning meeting.

## MEETING EVALUATION

### Celebrate!

- Great backup facilitation--thanks, Jenny!
- NV Share vote
- MO participation
- Vibes were supportive and cooperative
- CM participation
- Finance presentation

**Opportunity for change:**

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**NEXT MEETING: Tuesday, July 25, 2017, 5:30-8:30 pm**

**Next meeting agenda brainstorm:**

- De-escalation item from commitment chart
- Next step on nonvoting shares
- Annual meeting debrief
- (Note to facilitation: Make sure newly elected board members know they are not required to read the minutes and will not be voting on anything yet.)

**BIKE RACK/FUTURE MEETING TOPICS:**

- Revisit policy 2.7.1 Compensation and Benefits
- Accountability loop between CM and BOD– how is it actualized? – Refer to policy 3.4 Monitoring CM Performance
- Revisit whether or not to change Patronage Refund to Patronage Dividend in the bylaws
- Creating a policy for when new directors can vote
- 5-10 year planning on patronage trends and opportunities
- Discussion of how to communicate the Meeting Guidelines other than just having them
- The “staggering” clause of Article 4.3
- Further developing the “CM nominates/Ownership elects” proposal
- Look into 80% insurance issue within 3 months (2.5.1.1)
- Submit a more developed Share Cost policy to the agenda committee (4/23/13)