


Board Meeting Minutes
Tuesday, May 23, 2017; 5:30-8:30 pm

Attended by:

Board Members: Isaac, Heidi, Dave, Kathy, Lisa, Jacob, Amy

CM: Sofie, Rachel, Miles

Member-Owners: Peter, Christopher, Naoki

Guests:

Facilitation: Jacob **Minutes:** Gayle **Vibes:** Kathy, Lisa **Clean-up:** Rachel, Christopher **Scribe:** Heidi

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	11/24/15	Jacob, Isaac	6/17	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, Mallory, Josh, 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	6/17	Lisa will spearhead thinking about a Board/CM pie walk event for next year by June.
7	11/15/16	Dave, Lisa	6/17	Dave and Isaac -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	6/17	Bring back further reflections on 2.1 (action response plan and restorative justice model) by June.
9	3/28/17	Jacob, Shawn, Rachel	6/17	Jacob, Shawn, and Rachel will create an agenda item regarding global policy 2.8.
10	4/25/17	Lisa, Dave	6/17	Lisa and Dave will plan a communication about patronage for annual meeting.

11	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.)
12	4/25/17	Teresa	6/17	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.
13	5/23/17	Isaac	6/17	Isaac will submit agenda request for June to review 2.5.10 in a safe space session.
14	5/23/17	Heidi	7/17	Heidi will make a toolbox for engagement events by July. Lisa & Kathy will be backups.
15	5/23/17	Lisa	6/17	Lisa will send out an email about “fun” engagements.
16	5/23/17	Jacob, Kathy	6/17	Jacob and Kathy will get the work plan uploaded to bodacio.us.
17	5/23/17	Kathy	6/17	Kathy will go through the work plan and pull out specific commitments and action plans.
18	5/23/17	Lisa, Jacob	6/17	Lisa and Jacob will coordinate and organize the bylaws engagement. Christopher will participate, too.
19	5/23/17	Heidi, Jacob	6/17	Heidi and Jacob will figure out the bylaws language and get it into the agenda for June.
20	5/23/17	Jacob, Heidi, TBD	6/17	Jacob and Heidi and probably a third person will start the LTP Policy & Bylaws ad hoc committee.
21	5/23/17	Kathy, Lisa, Amy	6/17	Kathy, Lisa, and Amy will start the Urgent Response Policy ad hoc committee.

DECISIONS:

- **April 2017 meeting minutes approved.**
- **Board accepts 2.5 Report pending amendment of #9 to state that it is out of compliance, with the plan for compliance embedded in the report above, and there is evidence that it is under way..**
- **Board accepts 2.3 Report as written.**
- **Board approves establishing the LTP Policy & Bylaws ad hoc committee.**
- **Board approves establishing the LTP Policy & Bylaws ad hoc committee.**

NEW COMMITMENTS:

Isaac will submit agenda request for June to review 2.5.10 in a safe space session.

Heidi will make a toolbox for engagement events by July. Lisa & Kathy will be backups.

Lisa will send out an email about “fun” engagements.

Jacob and Kathy will get the work plan uploaded to bodacio.us.

Kathy will go through the work plan and pull out specific commitments and action plans.

Lisa and Jacob will coordinate and organize the bylaws engagement. Christopher will participate, too.

Heidi and Jacob will figure out the bylaws language and get it into the agenda for June.

Jacob and Heidi and probably a third person will start the LTP Policy & Bylaws ad hoc committee.
Kathy, Lisa, and Amy will start the Urgent Response Policy ad hoc committee.

OPEN FORUM:

- No members requested to address the board.

AGENDA REVISIONS:

- Agenda revised to put Sofie's items earlier but still keep Miles's items before break. New order of agenda items: 1, 2, 3, 6, 7, 8, 4, 5.

MINUTES APPROVAL:

Decision: April 2017 meeting minutes approved.

ANNOUNCEMENTS:

- Andrea is out sick tonight.
- Lisa was going to try to do a pie event by June, but now thinking something else would be better/more affordable. Puddings? Still thinking about it. Send ideas to Lisa.
- This heat wave hit before most low-income buildings in old town and downtown had their planned reconditioning. If you have a spare box fan, please call or email Jacob and he will arrange a pickup.

AGENDA ITEMS:

1. 2.5 Report: Assets Protection

Sponsor: Rachel

Purpose: decide

- Board came prepared to act.
- More out of compliance items than usual, but plans are good.
- Part of item #9 reads like a "plan for compliance" but is reported as in compliance.
 - There were issues, but they were addressed to bring us back into compliance before the report was completed.
 - Generally speaking, being out of compliance should not be looked at as a bad thing. Being out of compliance without reporting it and/or without a plan to get back into compliance is a problem.
 - Is followup needed? We could amend it and then accept it pending amendment.
- Policy reflection: On #10, Should we reword policy to be more specific to it's easier for CM to define?
 - Maybe we can meet in "safe space" to clarify how CM makes these decisions.

Board accepts 2.5 Report pending amendment of #9 to state that it is out of compliance, with the plan for compliance embedded in the report above, and there is evidence that it is under way..

Isaac will submit agenda request for June to review 2.5.10 in a safe space session.

2. 2.3 Report: Financial Conditions

Sponsor: Rachel/Miles

Purpose: decide

- Board came prepared to act.
- Policy reflection: Report is good. Looks like we will maintain in compliance. Comment: In the next few years, we will have to start looking at things with a different metric.

Board accepts 2.3 Report as written.

3. Retreat Review

Sponsor: Kathy

Purpose: discuss

- Any comments on the big sheet notes that were passed around?
 - Thank you for doing this!
 - Note that EC stands for Elections Committee.
- Talked about CM “whole-ism” but may not be moving forward on that.
- Location was good.
- Retreat felt productive and fun.
- Having Miles there was crucial.
- Thank you for all CM who gave up both paid and personal time to attend. It is always great to have CM there.
- Food was great, too.
- Perhaps the most focused, productive retreat ever.
- Do we need to make specific commitments out of the things on the worksheet, especially the ones coming up in the next 6 months?

Heidi will make a toolbox for engagement events by July. Lisa & Kathy will be backups.

Lisa will send out an email about “fun” engagements.

Jacob and Kathy will get the work plan updated to bodacio.us.

Kathy will go through the work plan and pull out specific commitments and action plans.

4. LTP Policy & Bylaws Committee

Sponsor: Jacob

Purpose: decide

- Framing for this and next item: These are both takeaways on things that this board has spoken of as being important to get done. These are both ad hoc committees: small group of board members empowered by board to dive deeply into a specific project and produce a specific work product. Empowered to speak with CM, report to board, have well-defined goal.
- Heidi and Amy, even though leaving board soon, have experience that would help get these two committees going.
- This came about in relation to preferred stock issue, and there are other things this committee would look at regarding LTP.
- Work product: Bring forth policy language to meet CM-requested changes as identified by Shawn, interface with LTP, and hash out how bylaws need to change around what we need to do to get the preferred shares into the bylaws/articles of incorporation so we are ready for a special election at end of this year.
- Board members who take this on should make sure to get education on how current bylaws work. It’s like

the training-wheels version for later work on further bylaws changes.

Jacob and Heidi and probably a third person will start the LTP Policy & Bylaws ad hoc committee.

Board approves establishing the LTP Policy & Bylaws ad hoc committee.

5. Urgent Response Policy Committee

Sponsor: Jacob

Purpose: decide

- Work product: Develop appendix and suggested changes to policy for how to identify emergent/urgent issues, react to them, figure out any changes needed to policy and make recommendations, and note who on CM need to be involved.

Kathy, Lisa, and Amy will start the Urgent Response Policy ad hoc committee.

Board approves establishing the LTP Policy & Bylaws ad hoc committee.

6. Elections Update

Sponsor: Jacob

Purpose: discuss

- We have 6 board candidates; 3 of them are here tonight (though we were expecting 5), and the other was here last month.
- Ellen is rescinding her nomination for elections committee.
- Bylaws engagement will be July 5. Need any input by June 19.
- Need to figure out how to address the bylaws language.
- Ballot is a full page this year because of the bylaws changes. Just FYI.

Lisa and Jacob will coordinate and organize the bylaws engagement. Christopher will participate, too. Heidi and Jacob will figure out the bylaws language and get it into the agenda for June.

7. Annual Meeting Plan

Sponsor: Jacob/Sofie

Purpose: discuss

- Feeling some inner conflict about presenting this topic tonight. One comment from other co-ops was that board takes a back seat. Ideally would like to see it be a collaboration between board & CM.
- Would like to have a theme or coordinated flow that is generative and dynamic all the way through. Want to take advantage of having so many MOs present at same time.
- Theme: Thinking about long term plan, thinking about the future of the co-op.
- Annual meeting is happening at The Red, owned by Eco Trust, easy bus ride from People's. Lots of organizations with similar missions & values have offices there. Feels great that we are having it in a place with a lot of interesting things happening while we are talking about doing lots of interesting things ourselves.
- It will be 10-3 on Saturday, July 15.

- Candidate forum in one space, bylaws Q&A, make a page to create a book, collage--community creative arts projects, community mind map.
- Program items:
 - Conversation about People's history. What Mission & Values have changed, what have stayed the same? We have moved more towards social justice.
 - Finance. How do we know we're ready? Maybe a Legos activity.
 - Long Term Planning. Might not have a lot to present yet.
 - Probably no keynote speaker, but maybe someone from The Red can come in and talk.
 - Small group conversations about LTP.
 - Popsicles, free flowing activities at end. Lunch caterer is \$1000 under our budget!
- Board will need to help with history, candidate forum, and LTP parts.
- Nervous about talking about LTP yet again without much news to report. LTP committee is also struggling with this.
- Maybe talk about challenges we face because of various Ends? What are the implications? Need to figure out a way to make this "safe" and not give people the idea that we are going to do things that we aren't going to do.
- Maybe talk about what has come up in the past year (e.g., BLM).
- Good idea to tease out these issues, and maybe also a forum around patronage to make sure we understand how people are feeling about it.
- Request for agenda outline & times for each item--would help to look at what's on offer and how to give input from a board perspective and figure out who will be at each table.
- Real talk about ideas like one MO asked about (can we put patronage into making food more affordable?).
- Legos with projector would be great for making comparisons.
- Reiterate some of the cool things we do (classes, etc).
- As an MO, I wonder if we could talk about social justice with someone from outside food industry.
- Want to participate and also want to learn.
- If you have an idea of someone local who would be a good keynote speaker, let Sofie know.
- Usually it is a beautiful, hot day...worried about having a long meeting when people have shorter attention spans and want to be doing other things. Also, a lot of people come with the idea of celebrating; might not want it to be too heavy.
 - Doesn't feel like it's really heavy material that's being planned.
 - We are competing with sunny weather. In fact, one reason we're looking at changing bylaws is to move annual meeting to not during summer.
 - It's not too late to make annual meeting shorter. Had been planning to have activities at beginning & end, so the meeting substance won't be the whole time.
 - Do we just want to have a keynote and no member engagement, or just one member engagement?
 - We have been doing meetings in July for years and usually have good turnout.
 - I hope we don't think this is our only chance to have member engagement.
 - Do we want it to be shorter?
- Have heard back and forth about keynote vs no keynote. In the past, we've had people from farms involved with social justice.
 - Keynote often sets the tone and generates enthusiasm; sets up container for discussions.
 - History presentation could create that container.
- Temp check: Should we have a shorter meeting? Everyone had no preference.
- Temp check: Should we have a keynote speaker? No temp check needed; Sofie will make the decision.
- How can board most effectively support Sofie/LTP?
 - Not sure yet. Not too late to change the plan, flex around structured and unstructured time. Need board there at open times and at the tables. Don't need a specific report from the board. Might be good to be able to answer finance questions.
- Sometimes when we do engagement work, MOs get overwhelmed or confused. But that doesn't mean we

shouldn't talk about important things.

- It's the annual meeting. It's the big show for the year. It is a required event for board members.
- Thank you, Sofie! Please feel free to ask for help from the board on this at any point.
- Culture: We are at a point of culture change for the co-op as a whole and for this board in particular. This is a great time to look at how board interacts and shapes its culture.

8. Member Engagement

Sponsor: Jacob/Sofie

Purpose: discuss

- Engagements on calendar: bylaws, meet the candidates, farm tour.
- We could talk about how engagements line up with calendar...or we could talk about how we want to do engagements in general...or we could expand on annual meeting conversation.
- The general theme is what we need to talk about. What are CM's needs from board around engagement, and what are board's needs from CM around engagement?
- Great opportunity to talk about culture, too.
- We are in a crucial time right now, so member engagements have very functional purpose.
- Hoping to have a capital campaign next year, so it feels very soon. Would be very beneficial to hear how MOs are feeling about it.
- The quarterly Co-op 101 presentations have had low attendance. Would like to keep doing events like this but make them more attractive and engaging. What would this look like?
 - We are continually changing, so it's great to go to these multiple times.
- Celebrating the co-op difference in general. Celebrate the things CM is doing. Talk about how we are growing.
- How to get involved with the board, etc.
- Shopping on a budget events.
- How successful have collaboration events been? (Create engagement by collaborating with other entities-- other co-ops, farms, etc.)
- What is an engagement, and what is an event, and where is the overlap?
- I know I felt frustrated when I tried to do engagements and results/turnout was puny. Maybe we should engage at events and/or online instead in order to get more data.
 - How would we do online engagements? Surveys?
 - Should Secretary write a little blurb about what gets talked about at each meeting?
 - Learned a lot from chili cook-off--maybe events really are good ways to get input from MOs.
 - Maybe evolve what we think of as engagement. Not just MOs but also non-member shoppers, community, etc.
- I heard 4 themes come out of what we were talking about:
 - What are we trying to achieve my engagement?
 - How do we determine if engagements (or events) are productive for us?
 - Frustration about some of our tactics for engagement now.
 - Board does not necessarily grasp where it role is other than being physically present.
- Would like to suggest that we have some focused discussions about this in future meetings, especially the first two above.
- Slight concern: Will we need a longer engagement once LTP has more information?
 - This is part of that 6-month timeline. Probably will do about 3 of these this winter.
 - It would be great for continuing board members to have some focused study engagements on how did we get here, why this, etc, since these are questions that we will need to be able to address by January.
 - Remember there is no rule against getting MOs to assist at these things, and it helps identify

more people who might get more involved.

- Meta-comment/point of interest: In the business world, “board engagement” means getting board members more engaged.
- It would really help to talk (and document for future reference) about what went well, what could change, etc., after an engagement.
- Maybe add notes to that effect to the calendar?

MEETING EVALUATION

Celebrate!

- Jacob facilitating
- Food
- Formation of substantive committees
- Wonderful candidates
- Culture changes (including Link as team rather than individual; how board interacts with Marketing, etc)

Opportunity for change:

- Check on Sofie saying she felt defensive--vibes issue?
- Missing 2 board candidates
- Stripped-down version of packet for guests
- Culture changes (including Link as team rather than individual; how board interacts with Marketing, etc)

NEXT MEETING: Tuesday, June 27, 2017, 5:30-8:30 pm

Next meeting agenda brainstorm:

- Committee reports
- Annual meeting planning
- Deescalation training
- Board member presentations about other things they do in the world

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)