



Board Meeting Minutes

Tuesday, February 28, 2017; 5:30-8:30 pm

Attended by:

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

CM: Padrice, Shawn, Miles, Tyler, Gabi

Member-Owners: Norm

Guests:

Facilitation: Andrea **Minutes:** Gayle **Vibes:** Teresa, Dave **Clean-up:** Teresa, Amy **Scribe:** Shawn

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	11/24/15	Jacob, Isaac	4/17	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	4/17	Revise the 4.5 policy and bring back to board.
4	9/27/16	Isaac, Teresa	4/17	Isaac and Teresa will draft bylaws change on how to handle filling board seats vacated mid-term.
5	9/27/16	Dave	4/17	Dave will bring study & engagement on ethics of development.
6	10/25/16	Jacob	3/17	Jacob will scan parts of Co-op Cafe packet to distribute before next board meeting. (Email didn't go through; will put in Google drive.)
7	10/25/16	Lisa	6/17	Lisa will spearhead thinking about a Board/CM pie walk event for next year by June.
8	11/15/16	Dave, Lisa	3/17	Dave and Isaac 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.)
9	1/24/17	Jacob	3/17	Jacob will follow up with Tammy and Pablo about the ideas they shared.
10	1/24/17	Kathy, Teresa	3/17	Kathy and Teresa will work with Jacob and Mark Goering to develop the retreat agenda.

11	1/24/17	Lisa, Heidi, Kathy	3/17	Lisa, Heidi, and Kathy will take info from Shawn and come back with info on a possible bylaw change regarding non-voting stock.
12	2/28/17	Jacob, Teresa	6/17	Bring back further reflections on 2.1 (action response plan and restorative justice model) by June.

DECISIONS:

January 2017 meeting minutes approved.

Board accepts 2.3 Report as written.

Board accepts 2017 Ends Report as submitted.

Board will go into Executive Session at the end of the meeting.

NEW COMMITMENTS:

Jacob & Teresa will bring back further reflections on 2.1 (action response plan and restorative justice model) by June.

OPEN FORUM:

- No members requested to address the board.

AGENDA REVISIONS:

- Board will be going into executive session at end of meeting. This was unscheduled, so we will need to make some changes. Striking Vacant Board Seat and LTP Debate items. Ending meeting early after Reflection on Policy 2.1 & BLM item, then will have executive session. If time, will add LTP Debate item back on before executive session.

Decision: Board will go into Executive Session at the end of the meeting.

MINUTES APPROVAL:

Decision: January 2017 meeting minutes approved.

ANNOUNCEMENTS:

- None.

AGENDA ITEMS:

1. 2.3 Report

Sponsor: Miles

Purpose: decide

- Page 8 data clarified sufficient plans were being made. Helpful to have this confidence going forward.
- Any policy reflection?
 - No.

Decision: Board accepts 2.3 Report as written.

2. Ends Report

Sponsor: Shawn

Purpose: decide

- Are there questions about the report?
- Under MO participation, section about events and classes: Can you give clarity about numbers of members & community members who attended?
 - This was registration, not attendance. Not for regular classes like yoga. There may be some repeats of people who came to multiple events.

Decision: Board accepts 2017 Ends Report as submitted.

- What does the report tell us we're good at?
 - Keeping the right mix of foods in the co-op.
 - One thing that impressed me is that we're up to a third of the produce being locally produced.
 - Competitive pricing with other markets in town.
 - Access to healthful foods customers can trust, standards high, Food for All.
 - Efforts we're making to remain viable, including implementing Catapult; all that we're doing to keep our prices competitive and keep doing the good work we're doing.
 - CM has answer on how to keep moving forward on doing what we do and what we say our mission is better despite adversity. CM figures out how to share skills. All the FYIs and conversations over the last year--really reminded that we get through adversity by getting better rather and minimizing worse parts.
 - Core strengths are historical and continue to be our strengths in the basics, great skill of CM in keeping prices as low as possible.
 - Pricing is great, increasing basket size, community events grew this year; growth in food shed this year.
- What opportunities does this report present?
 - Farmer's market keeps bringing in new products. Financial health is big priority
 - We're all concerned about finance, especially right now. Work has been put into management to stabilize. Good launch point for future.
 - Fortunate that we have savings. While it's something we don't talk about a lot, it's a good reality check. I feel like the Ends Report reflects how we persevere and pay attention to challenges. Long term plan and sustainable future. I look forward to helping with that.
 - I really appreciated reflection on language around participation and democratic process. Will help with election process--harnessing MO interest/commitment into votes and attendance. Worker satisfaction still low on decision-making. Appreciate everything that's being done, openness to examining organizational processes.
 - Sales growth and hitting just the right place with the community to attract people to shop and become part of community. Transportation issues.
 - Where we're sitting as far as average pay. Gut response, thinking about Portland housing costs, strikes me as being a little low. CM communication score is lower than goal.
 - Employee satisfaction--glad to see we're working on that. Important to recognize workers. Surprised with percentage of farm-direct produce--so few farmers.
- Are we happy with where we're at with our Ends?

- As a MO, not sure if “keep doing what we’re doing” will be enough. I really like our Ends, but I feel nervous about keeping status quo.
 - Things feel a bit daunting at the moment, but not sure how much is about this and how much is just overwhelm with things happening in the world right now.
 - We’re a collection of communities, not one community. This creates some inherent conflict between goals. We’re on the verge of expanding communities. If there was ever a time to revisit the Ends and see if they’re the right ones and if we’re saying them the right way, whether we can somehow look at them and see if there’s a place to improve them, it’s now.
 - Long term plan has been structured, clarity to help us move along.
 - Enthusiastic about the process.
 - Are we looking at the right things? Yes, we’re covering the things we want to respond to.
 - Can we do a better job as a board to ask for what we need to understand things better? Maybe we could start thinking earlier about what we want to see on this report. Report is well done and has really good information.
- An excellent way to think about Ends is considering the community you serve, what you provide, and at what cost. One way to think about the cost: All the values that we haven’t assigned to our vision are the cost we’re willing to pay to get what we’ve captured. One of the tensions that the board talks about, and that the link feels, and the LTP process has come up with: The Ends are in tension with each other; how do we resolve the conflicts? The reason the board has to do this wrestling is so the staff doesn’t have to. It’s board-level wrestling. What are the costs we’re willing to pay? (This is a retreat-level question really.)
 - Our ends: Which one is a cost you are NOT willing to pay?
 - Passionate community: 1 non-board
 - Sustainability: 2 board
 - Progressive land & animal stewardship: 1 non-board
 - Human rights, social & economic justice: 2 board, 2 non-board
 - Safe, welcoming community: 1 board
 - Democratic workplace:
 - Access to healthful foods/trust: 2 board, 2 non-board
 - Thriving co-op & local economy: 1 board
 - Board reflections?
 - I don’t like this exercise. I want them all to co-exist.
 - Lots of interlinks.
 - Sustainability encapsulates all of them to me.
 - Human rights should include access to healthful foods.
 - Interesting point: Board chooses governing principles, but CM determines implementation. Are there implementations that would not be okay?

3. Reflection on Policy 2.1 & BLM Within Context of the Ends

Sponsor: Heidi

Purpose: discuss

- Keep topic alive. Share take-aways from the event and the references in packet.
 - I really thought the event was helpful. Needed to talk about racism and social justice. There wasn’t enough time to do some healing. Would like to talk a bit more about what we want to do, what we feel like we should do.

- Thank you for putting this together. Attended event, was really grateful to be in room. Good cross section of what people were thinking and feeling. Assumptions about what people are thinking, why people don't come to co-op--good to have that opportunity to debrief. Frustrating that board couldn't act faster. We may need to have a discussion at retreat about how we could have handled things differently.
- Finding out about organizations that are doing the work and know more about what's going on than we do. Could we collaborate with them? Lots of potential to do more collaboration. Individual piece about other resources and self-reflection: thought about personal and organizational resiliency.
- How unaware I am (and maybe we are as a board) of the experience of the people who are working the register and the feelings in the community. Would like to explore ways to improve communication and have better idea of folk's experiences.
- Not assuming we know why people of color don't shop here; conflating race with class. Can't assume we know the kind of help people need, or what kinds of folks need help.
- We would like to welcome all people of color, not be racist. There are also issues of class. Can we be welcoming to all classes of people of color? Great that we are looking at this.
- Juxtaposing this article and the CM/board meeting--charged and interesting. Maybe experience can inform us. People are expressing their own ideas. There is a lot of nuance; on the board level, we should be careful to be sensitive and not think that we have all the answers. Seek out policies that meet our Ends. There is a lot of anxiety around racial discrimination. Some people of color (POC) feel burdened by white guilt and would like white folks to get on with doing the next thing.
- Assess why we're doing what we're doing, not just what we're doing. Don't assume we know why more POC don't shop here. Consider revising co-op's foundational documents.
- Asking what people want before taking action. CM who attended meeting had different ideas of what they wanted from the meeting. Board should ask CM more.
- I was disappointed in meeting; felt very frustrated with how conversation went. Mired in specifics about the individual we had the conflict with rather than addressing the reality of culture of white supremacy. Spending so much time on the individual detracted from opportunity to delve into anti-racist approaches. Focus was on healing something that wasn't around the conversation I had been hoping to have.
- We're an organization mired in white guilt. It feels like a rat's nest; I don't know how to pull it apart, but I want to acknowledge it. We have to actually look at it and accept it and move through it. What's next for board? Can we get more specific? What are we going to talk about? Board only or board plus CM? Huge interest in us being one organization on the same page.
- I wasn't at the event, but I think it's something that the whole thing blew up around one person, but that wasn't really the root issue. Maybe board and CM could be more open and honest about what's real, what happened, what we can do about it. Also re LTP: Do we want to stay how we are or change? We're assuming that if we go somewhere different, we have to change, but maybe we're making assumptions.
- I appreciate all the comments so far. A lot of this was helpful. Good to do an ask, not assume. Consider foundational documents. Elements to refine. Deal with guilt. Inspired by really looking at racism and thinking about our own lens and what's going on downstairs. Maybe we can streamline process of how to react when things go wrong rather than making Shawn handle everything. Do we need to include more specific language around equality and social justice? Maybe it's already implied, but maybe we should call it out. We need to talk about racism and social justice. What came up over the summer was more about safe spaces--related but separate issues.
- Temperature check: Do you have the policy 2.1 you want? Mixed bag!
 - I need it to be more clear; break it down into what does staff need from the board, how can we respond in timely fashion. So many things to take into account; some things may have gotten lost. Don't know if it's that policy needs to change or communication just needs to improve.

- I found myself with growing sense of concern that we don't have any explicit call-out for how we expect members of our community to be treated post-problem, whether they are the person who experiences negative event or causes it. We are asking CM to operationalize not just what happens in immediate aftermath but how to work on it going forward. Both treatment of workers and treatment of patrons need to change.
- I would like to know more about what CM has in place. Not sure policy is the place to make changes. Not in a position to craft that language because it might be somewhere else.
- Would like to talk about crafting board plan, streamlined structure for handling things like this. More operational change than policy change (both board/CM and CM processes already in place). Emergency board protocol so board will know what to do and how to act.
- Policies are probably fine as they are but would be good to have a disaster response plan that policies can refer to.
- Generally supportive of existing policies. Procedural problem. Would like to make things more living--big event (cultural) to celebrate the good parts of all of our differences--have fun with it. Maybe part of Harvest Festival?
- Look at appendices in back of policies--disaster plan could go there as an appendix rather than changing policy.
- Having been involved with restorative justice institutions, it would help to have ongoing training and ownership.
- I've heard concerns from some staff that, in terms of labor hours, we likely do not have enough for restorative justice. It would be good to look into, but we should look into other options as well.

Jacob & Teresa will bring back further reflections on 2.1 (action response plan and restorative justice model) by June.

MEETING EVALUATION

Celebrate!

- Board making hard decisions
- CM guests!
- Excellent facilitation around last-minute changes
- Round-table reflections and going into more depth on Ends Report
- Everyone took part in various parts of meeting

Opportunity for change:

- Communication and preparation for -depth issue--CM/Board event
- Ends buddy system please!

NEXT MEETING: Tuesday, March 28, 2017, 5:30-8:30

Next meeting agenda brainstorm:

- Vacant board seat
- LTP debate
- Elections update
- Monitoring report--see survey monkey
- Retreat agenda (May 6 retreat)
- CM position on board

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)