


peOple's
 FOOD CO-OP **Board Meeting Minutes**
Tuesday, December 20, 2016; 5:30-8:30p

Attended by:

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

CM: Shawn, Cristos, Miles

Member-Owners: Barbara

Guests:

Facilitation: Andrea **Minutes:** Gayle

Vibes: Kathy, Teresa **Clean-up:** Heidi, Isaac

Scribe: Heidi

COMMITMENTS:

	COMMIT MADE	DIRECTOR (S)	DUE DATE	COMMITMENT
1	11/24/15	Jacob, Isaac	2/17	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	1/17	Revise the 4.5 policy and bring back to board.
4	9/27/16	Isaac, Teresa	1/17	Isaac and Mallory -Teresa will draft bylaws change on how to handle filling board seats vacated mid-term.
5	9/27/16	Dave	1/17	Dave will bring study & engagement on ethics of development.
6	10/25/16	Jacob	1/17	Jacob will scan parts of Co-op Cafe packet to distribute before next board meeting.
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, Isaac	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	11/15/16	Amy	12/16	Amy will work with Sofie to create a plan for elections committee.
10	11/15/16	Heidi	2/17	Heidi will review Policy 2.1 in light of recent learnings and bring back findings or proposal by February.
11	12/20/16	Jacob	12/23/16	Jacob will follow up with Barbara on Friday to identify

				and discuss her needs.
12	12/20/16	Jacob	1/17	Jacob will put together a doodle poll to schedule the board/CM meeting.
13	12/20/16	Shawn	1/17	<u>Shawn will submit electronic voting bylaws language to the lawyer on behalf of the board.</u>
14	12/20/16	Isaac, Teresa	12/16	<u>Isaac and Teresa will review electronic voting bylaws language before Shawn sends it off.</u>
15	12/20/16	Kathy, Teresa	1/17	Kathy and Teresa will poll board members (and Mark G) for available retreat times and possible locations.

DECISIONS:

November 2016 meeting minutes approved.

Bylaws language changes:

- **Use the following CBLD template language to replace Bylaw "Section 3.6 Quorum and Voting" and Bylaw "Section 3.7: Voting by mail ballots":**

Voting. Voting on all matters that member-owners are entitled to vote upon will be accomplished through paper or electronic ballots, or both, as authorized by the Board. Unless otherwise specified in these bylaws, notice of the vote shall be posted in a conspicuous place at the Cooperative and communicated by written notice delivered to member-owners' postal or electronic address not less than 15 days prior to the end of the election period. Unless otherwise stated in the articles of incorporation, or these bylaws, or required by law, all questions shall be decided by a vote of a majority of the member-owners voting thereon. Proxy voting is not allowed.

Quorum. At any meeting of the member-owners, or for any vote of the members, a quorum necessary for decision-making shall be 10% of the total number of member-owners or 100 member-owners, whichever is less.

- **4.3: Scratch last sentence about mail ballot within a month of annual meeting;**
- **3.4: Scratch "not less...more..." and just say not less than 15;**
- **3.1: Scratch "during the months of July and August;"**
- **No change to definition of quorum for now.**

NEW COMMITMENTS:

Jacob will follow up with Barbara on Friday to identify and discuss her needs.

Jacob will put together a doodle poll to schedule the board/CM meeting.

Shawn will submit electronic voting bylaws language to the lawyer on behalf of the board.

Isaac and Teresa will review electronic voting bylaws language before Shawn sends it off.

Kathy and Teresa will poll board members (and Mark G) for available retreat times and possible locations.

OPEN FORUM:

- Barbara: Is there a secure place to put belongings during yoga classes?

Jacob will follow up with Barbara on Friday to identify and discuss her needs.

AGENDA REVISIONS:

-

MINUTES APPROVAL:

Decision: November 2016 meeting minutes approved.

ANNOUNCEMENTS:

- We arranged for massages on Wednesday, Dec 28, for CM and arranging another date for those who can't make it.
- Shawn is in the middle of talking with Ends reporters to make it easier for everyone to get through the reports. Can we cut all the extra--if we're just maintaining, perhaps talk about trends? Temperature check: One maybe--I like to look at metrics but am in favor of making things simpler. Shawn will send a list of measures she's thinking of keeping and measures she's thinking of retiring.

AGENDA ITEMS:

1. 2017 Budgeted Net Profit

Sponsor: Shawn

Purpose: discuss

- We are in a place that we knew we were approaching, but that doesn't make it feel any better. Projecting under 0.5% income for 2017.
- Sounds prudent. Thank you for all the data. What would you recommend with regard to Policy 2.3.1? We're out of compliance, but note that the Board's policy doesn't actually specify a number; we said 0.5% because it's an NCG standard. We think we should keep using that standard.
- If we are coming in at 0.25% for prolonged periods, does this negatively throw off long term planning? No, it will continue as planned.
- Item about not budgeting additional labor hours: that is just about operational hours. LTP budget actually did increase.
- How attainable is this budget with zero additional labor hours? It should be doable. We have pared down some basic plans. Some items came in under budget last year.
- Plans this year were the most realistic I've ever seen. Scaled back and achievable.
- Is long term plan on track to deliver something within next 18 months that will eventually turn things around? Yes. If we're not breaking ground within 2 years, we should be close to it.
- Long term plan will help with this issue in the long term but not in the short term.
- In previous development, there was a benefit of the development itself, mini-spike in sales due to excitement.
- It sounds like everyone is pretty comfortable with the reporting we're getting back on policy, etc, but a lot of that comfort is hinged on LTP being an ongoing project. So question is: How soon till we see concrete progress going forward? When do we need to start looking for red flags? Shawn will send a longer report on what's happening. Committee has spent some time reorganizing and adding more hours. Figuring it out. Have also started thinking about sites again and doing some narrowing. Hope to bring some results of that back, along with an updated timeline.
- Appreciation for Shawn, Miles, and committee: Vibes check noticed stress and exhaustion. Please take

care of yourselves and know that we appreciate what you're doing.

2. Board/CM Meeting Planning

Sponsor: Shawn/Jacob

Purpose: discuss

- We are getting much closer to the next phase of the long term plan. We have had several non-compliant reports, and there has been a lot going on. 2017 has the potential to be an incredibly exciting and an incredibly taxing year. Board and CM need to working in partnership as a functional team. Jacob, Shawn, and other CM are trying to frame up a meeting (not between but) OF the board and CM to develop a strong sense of collegiality. We need to be direct: This is around the stuff that happened with the BLM fundraiser. Some big issues were brought up around social justice and how to deal with that, and who we are as an organization, and how to move forward. Let's get through this together so we can do our work more effectively as a whole co-op.
- Trying to figure out best time to do this; probably second half of January. Jacob will send out some doodle polls. Consider doing it in place of the Jan 24 board meeting??
- A different day/time might feel more neutral.
- One reason some CM don't come to board meeting is that it's hard to come after a long day of work. Maybe get people's shifts covered?
- Temperature check: Who on board could come during the day? 2 down, 2 iffy.
- What about a Saturday or Sunday? Might be hard to find one people can all make.
- Not great enthusiasm about doing it during board meeting time.
- Process Work Institute has some good ideas. So does Compassionate Listening Project.

Jacob will put together a doodle poll to schedule the board/CM meeting.

3. Electronic Voting Language

Sponsor: Isaac/Teresa

Purpose: decide

- Isaac & Teresa used met and did some function testing of one of the products.
- They put together some options in the packet and thought we might be able to come to some agreement on wording.
- One other change regarding timing: Section 3.1, Annual Meeting: Take out "months."
- Also change 4.3 wording about written ballot.
- How much do MOs care about bylaws changes, and how should we present them? Make it clear and simple but not over-simplified. Make sure there are no concerns about it being rigged. Make it clear that all these changes are about electronic voting.
- Timing of annual meeting? Quorum?
- Change Option 3's 3.6 to Voting, move current 3.7 to 3.8, and add new 3.7 called Quorum? (Or combine 3.6 and 3.7 into just Voting, write new 3.7 Quorum?)
- Use 3.7 from Option 2 in place of struck verbiage in Option 3?
- CBLD version: issue with specifying 15 days?
- Any reason we might not choose the simple CBLD version?
- Speaking from history: One concern of bylaws group last time was putting current People's version and CBLD version next to each other could be off-putting to some MOs.
- Multiple choices and choose one with highest number of votes versus yes/no vote.
- Option 3 language 3.7 not clear about "in such event."

- Temperature check: excited about CBLD template? One sideways. Massaging existing language? Three sideways. Results “less tepid” for CBLD template.
- Have there been issues with voting in the past that more detailed version would address better or CBLD version would be sufficient for? Not a simple question. This has been on the books almost unchanged for 20-some years. Most of this was written for a co-op with less than 100 members, and now we are well over 1000.
- Persuasive argument for CBLD template: In all the work we did in the bylaws working group trying to take existing Peoples language and trying to alter it to what we want, there were frequently cascading repercussions into other sections. CBLD is slim and clean and easy to add to.
- Blocking concern regarding CBLD template: 15 days stipulation.
- Note: if there is no accurate email address, we would use postal address. Note: we have no obligation to have current email or postal addresses of members.
- I like the 15 days; it protects organization by being specific.
- Current bylaws state 45 days notice of meeting.
- Proposed Changes: Option 2 (CBLD template language) plus: 4.3 (scratch last sentence about mail ballot within a month of annual meeting); 3.4 (scratch not less...more... and just say not less than 15); 3.1 (scratch during the months of July and August).
- Any other pieces of that proposed language we want to talk about now? I wonder about the 100 MOs. Is that enough? Average turnout is 250 (out of about 4500). Propose change to at least 200 or 250; want to make sure we have good buy-in on discussion about becoming a multi-location organization. 5% membership would be 225.
- But there is nothing limiting those folks from participating now. Would hate to shoot ourselves in the foot due to an aspirational goal.
- What about votes that are location-specific when we have more than one location?
- We might get better turnout with electronic option, and could reach out repeatedly.
- What if we changed it to 200 and were way under? What would we do? If you were a MO not on board, how would you feel about this?
- I’m okay with leaving it at 100.
- I won’t block 200, either.
- This was one of the areas that template suggests altering for your organization. Suggestion is 10%, but that would be 450--way more than we tend to get.
- Using 100 is still more protection and current language, which has no minimum.
- I think 100 is fine. What runs through my head a bunch is the fear of a small group ousting the board as has happened at another co-op. Could also state that board needs to be present at any vote. How to address concern that too few members could make a drastic change. But okay with setting this issue aside for now and just going with 100.
- If this gets reviewed by a lawyer before the January meeting, we could talk about it again then.
- Maybe change to 5% or 150 MOs, whichever is less?
- Leave quorum at 100 MOs for now.
- Do we want to add something about how members are elected to board? No directors feel concern.

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4. Retreat Planning (when, who, what, where, CM?)

Sponsor: Jacob

Purpose: discuss

- We are at a point where we need to put together location and some thoughts as to when. Be sure to make sure Mark Goehring can be there, too. Generally speaking, it makes sense to have retreat conversations earlier rather than waiting till June. Is there anybody who will take that on? Kathy & Teresa. Enthusiasm for last year’s location. Would like to have it earlier, perhaps by March.

Kathy and Teresa will poll board members (and Mark G) for available retreat times and possible locations.

5. Review Board Self-Evaluations

Sponsor: Jacob

Purpose: discuss

- <skipped due to time constraints>

6. Board Year-In-Review

Sponsor: Jacob

Purpose: discuss

- Three go-rounds: Each person will share highlight in board work in last year, then biggest missed opportunity for board, then personal commitment for the year (your People’s resolution).
- **Highlights:**
- I got to watch the transition of this board finally from the way it had been for probably 6 years to all of the people in the room now. Not that before was bad and now is good, but at this point, no one on current board remembers what it was like prior to policy governance focus. In many ways, this board is more novice in its tenure but is amongst the most dedicated and passionate ever.
- Campaigning and getting to talk to members.
- Joining the board. Fun to be here and get to know you. And working at Chili Cookoff.
- Working on policy and bylaws changes, getting to a place where I feel more comfortable with what these things mean.
- Board development. I remember the annual meeting this year, and this difficult time with moving towards

self-development and LTP. Something is beginning to gel here. I feel much more confident in all the different groups' capacity to work together.

- Seeing the CM and board at outreach engagement together. Saw so many board and CM talk about what matters to them.
- The engagements, having facilitated groups. And fun things like Chili Cookoff bringing diverse people together.
- Having trouble picking one highlight, but that's a great problem to have. Enjoyed doing engagement about thriving culture.
- Two people back to back giving \$100 at cash register.
- **Missed opportunities:**
- More opportunities for engagements.
- Didn't do more than one book club.
- Missed opportunity to do less.
- Interacting with community members at large, understanding our weaknesses and strengths, how to deal with difficult people.
- My life is currently scheduled in a way that I am busy every Wednesday evening, and that seems a prime time for outreach with farmer's market. Haven't been able to restructure my life to make Wednesdays available.
- How we deal with conflict.
- Would like to know more about staff and MOs, have more engagement. Would like easier flow of conversation.
- Missed opportunity related to last year's board retreat: Walked out of retreat with 2 or 3 significant issues that did not end up getting addressed with the time they deserved. Part of that was that we were trying to get a new rhythm, have conversations we've never had before. We missed the opportunity to strengthen the board with them.
- **Goals: (written down and passed to Gayle to put in minutes)**
- Heidi: Stay committed. Stay positive. Get working on patronage and election/recruitment early!
- Jacob: I commit to attempting to communicate with each Board member individually every month.
- Teresa: Engage with Shawn on the year-end measures.
- Kathy: Increase engagement with board work and improve communication structure.
- Dave: Complete "Ethics of Development" and dedicate more time to engagement with CM/owners.
- Lisa: Bring more Board agenda items.
- Isaac: I'll commit to finding at least 2 Wednesdays, that are significant in some way to the member-owners and/or coop, to reschedule/cancel my Wednesday community meeting and join at the People's Coop Farmer's Market to do outreach and/or a commitment.

MEETING EVALUATION

Celebrate!

- Bylaws change!
- Facilitation that kept us moving
- Cookies!
- Annual reflection
- Notes on board

Opportunity for change:

- A bit more efficiency in bylaws change process.

NEXT MEETING: Tuesday, January 24, 2017, 5:30-8:30

Next meeting agenda brainstorm:

- CM elected seat
- CM/Board link
- Policy 4.5
- Introduce new commitment & engagement tracking system
- Update on retreat
- Board seat vacancy

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)