


peoPle's
 FOOD CO-OP **Board Meeting Minutes**
Tuesday, November 15, 2016; 5:30-8:30p

Attended by:

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

CM: Shawn, Cristos

Member-Owners: Norm, Barbara

Guests:

Facilitation: Andrea **Minutes:** Gayle
Scribe: Amy

Vibes: Teresa, Dave **Clean-up:** Norm, Kathy

COMMITMENTS:

	COMMIT MADE	DIRECTOR (S)	DUE DATE	COMMITMENT
1	11/24/15	Jacob	12/2016	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	7/26/16	Isaac	12/16	Isaac and Jacob, joined by Amy, will form a board discussion about including our current owners in our Long Term Planning processes within the next 3 months.
5	8/23/16	Jacob	12/16	Jacob will select emails to include in legal request and draft the official notice for legal review.
6	9/27/16	Jacob	12/16	Jacob will put together an agenda item about opportunities for developing skills for next time.
7	9/27/16	Isaac	1/17	Isaac and Mallory will draft bylaws change on how to handle filling board seats vacated mid-term.
8	9/27/16	Teresa	1/17	Teresa will shadow and help Isaac with bylaws change on how to handle filling board seats vacated mid-term.
9	9/27/16	Dave	1/17	Dave will bring study & engagement on ethics of development.
10	10/25/16	Jacob	12/16	Jacob will scan parts of Co-op Cafe packet to distribute before next board meeting.
11	10/25/16	Lisa	6/17	Lisa will spearhead thinking about a Board/CM pie walk event for next year by June.

12	11/15/16	Jacob	12/17	Jacob will follow up with MO Barbara on request she made at open forum.
13	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.)
14	11/15/16	Amy, Heidi	TBD	Amy and Heidi will join the elections committee.
15	11/15/16	Amy	12/16	Amy will work with Sofie to create a plan for elections committee.
16	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.
17	11/15/16	Isaac, Teresa	12/16	Isaac and Teresa will work on rewording the two bylaws sentences about voting options (as well as 4.3; also search for other bylaws that mention mail-in ballots) and submit for December agenda.
18	11/15/16	Isaac	12/16	Isaac will send Board updated budget with new numbers.
19	11/15/16	Isaac, Lisa	12/17	Isaac & Lisa will work on proposed times, setup needs, etc, for tea ceremony and massage event(s).

DECISIONS:

October 2016 meeting minutes approved.

Board accepts 2.1 Policy report.

Board accepts 2.3 Policy report.

Board supports starting the elections committee up again.

Board approves these changes to the budget: Increase food budget \$200; reduce conferences/trainings by \$300; reduce study/engagements by \$800; increase board discounts by \$500.

Board will pay to provide tea ceremony and massage for CM, not to exceed \$1000.

NEW COMMITMENTS:

Jacob will follow up with MO Barbara on request she made at open forum.

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.)

Amy and Heidi will join the elections committee.

Amy will work with Sofie to create a plan for elections committee.

Heidi will review Policy 2.1 in light of recent learnings and bring back findings or proposal by February.

Isaac and Teresa will work on rewording the two bylaws sentences about voting options (as well as 4.3; also search for other bylaws that mention mail-in ballots) and submit for December agenda.

Isaac will send Board updated budget with new numbers.

Isaac & Lisa will work on proposed times, setup needs, etc, for tea ceremony and massage event(s).

OPEN FORUM:

- Barbara: If there is a class going on upstairs and management does not want people to use the upstairs bathroom, could this be communicated more compassionately? Would appreciate clearer communication and accommodation.

Jacob will follow up with MO Barbara on request she made at open forum.

AGENDA REVISIONS:

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MINUTES APPROVAL:

Decision: October 2016 meeting minutes approved.

ANNOUNCEMENTS:

- Mallory has resigned from the board.
- Andrea is board chair of a theater organization: Come to Jam Space at 82nd & Division Saturday night to see staging about houselessness. Pay your wage entry, no one turned away. New performance will be premiered on Sunday, too. Community building through theater!

AGENDA ITEMS:

1. 2.1 Report: Treatment of Co-op Patrons

Sponsor: Shawn

Purpose: decide

- Did board come prepared to act? Yes.
- Are there any questions about the report?
- Bulk containers: They were moved as a result of things that happened. Will they be back? No. What should we tell MOs? Decided to stop offering them because of Health Department risks.
- Will there be a followup since the assertion of compliance was No? Not specifically, but it is CM's responsibility throughout the year to let Board know if we're out of compliance. But if Board feels it's warranted, can request followup in an FYI.
- Re: training all the HOOs: Do we have any sense of how much this will cost? Link will check I with Dusty to see if it's a major undertaking or just sending out an email.
- Produce piece not done: Do we get fined if not done? Issue is aisle width for ADA compliance; not an immediate thing we can address, but it's being thought about, and we will not be fined.

Decision: Board accepts 2.1 Policy report.

- Policy reflections:
- Due to interaction with former MO and some other incidents, some policies may want to open for discussion at a later date.
- Biannual MO survey would be a great way to get questions the Board wants answered out there. We can do that! Timeline: Survey will go out toward end of 2017.
- Some discussion around trainings Board and/or CM are getting related to member treatment. Wondering if might be opportunity to address concerns about MOs with challenges operating in same reality, mental health challenges (whether temporary or long-term) in order to create safer space for everyone.

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.) Heidi will review Policy 2.1 in light of recent learnings and bring back findings or proposal by February.

2. 2.3 Report: Financial Conditions & Activities

Sponsor: Shawn

Purpose: decide

- Did board come prepared to act? Yes.
- Are there any questions about the report? Any concerns?
- None.

Decision: Board accepts 2.3 Policy report.

3. Sales Growth Conversation (safe space)

Sponsor: Shawn

Purpose: discuss

- During this item, Shawn (Development Manager) and Miles (Finance Manager) will explain their thinking about the negative sales growth the co-op has been experiencing, and will describe the measures being taken now and in 2017 to help increase sales. Then the board will have some time to ask questions. No decisions will be made in this space. Free and open to discuss without worrying about line between governance and operations.
- Our sales growth is not so hot. What CM has been doing and plans to do in response: Currently at -0.7% sales growth for the year. Food inflation is -1%, so we are a tiny bit ahead of inflation. Cash flow is okay (1.7% net). Watching, making long term plan. Right now meeting with Produce, Grocery, and Marketing departments on a monthly basis; probably will start with Non-Foods department also. Teaching how to do good reporting, micro-adjustments all the time, etc (pricing strategy). Lots of support for doing this kind of work with NCG. If we're going to expand, need to expand with good practices. Also switching POS system to Catapult, which will help buyers do several things more easily. Redoing naming conventions. Lots of helpful features in Catapult that will help POS once we're used to it. Multiple teams are working together. Co-op Basics expanded their products. Will continue quarterly coupons for MOs plus 2 other offers, plus 10% off some months and other specials in other months. All of this is easy with Catapult.
- Can we identify when we're having a bad month? Would like to find out what the issues are so we can address them.
- What's up with Mirador's People's sign? It's beautiful but hard to read, probably not visible to people in cars. What is our relationship with them? Does MO number get you a discount (supporting business program)? Not sure if they are still offering this. Would be neat if we were visible near our non-co-op competitor.
- Teams are doing great work!
- Idea of hiring a project manager is exciting. CM approved budget hike that will include this, more for consultants, etc. PM will not be working on sales growth but will help committee work more smoothly. CM would like to spend less time but still be involved. LTP committee is creating a more specific proposal; might split PM position into two.
- Are there any silver lining areas where we've seen a bunch of growth? In October or November, lots of great feedback about our specials. Feels like it's a trend toward patrons recognizing that we're working hard to get them lowest prices.

4. Elections Committee 2.0

Sponsor: Amy

Purpose: decide

- If we go forward this, we will need to work with Sofie to create a plan for it. Will create a bit more work for both Board and Marketing. Have to decide if we're going to do this or pull it out of our bylaws.
- We talked about using electronic voting to make this easier. Maybe do this in quarters without meetings.
- Are the 2 MOs on committee ineligible to run for Board? Are previous Board members ineligible? Previous Board members are not ineligible, but the 2 MOs should not be on Board during their time on this committee. Nothing seems to preclude them from being on other committees, though.
- Last time there were a lot of committees, there were several MOs who were on multiple committees.
- Since we are considering expansion, this committee would be a great tool to get more people in different neighborhoods involved.
- What is the term of membership on elections committee? Doesn't seem to be in the policy as written.
- Importance of Board screening: What does this mean to us? What values are we looking for?
- Should add whether or not these MOs are eligible to be on Board in future.
- Concerns with implementing?
- Don't see a clear path for finding this MOs. Start with people who were interested with Board candidacy but didn't end up running for whatever reason (like time commitment). Would advertise for people to join this committee at same time as advertising for people to run for Board.

Decision: Board supports starting the elections committee up again.

Amy and Heidi will join the elections committee.

Amy will work with Sofie to create a plan for elections committee.

5. Bylaws

Sponsor: Amy

Purpose: decide

- Lay groundwork for updating bylaws. What would Board like to do?
- Thought there should be more specific language like in CBLD template rather than just tacking on "board can do electronic voting," but noted that other group does it this way, so maybe this is simpler and fine.
- How would we do it? There is software that other co-ops use. Might be encroachment of privacy requirement. We'll figure it out and do it the simplest way possible.
- Do we know if a move in this direction tends to have the desired results (increased participation, etc)? Not sure, but MOs have asked for it, so impression is that people will respond positively.
- Credit unions that have done this are seeing broader participation and a change in the demographics of who votes (e.g., younger people). We would probably see increased participation, too.
- Preferences on the options? Would like to check in with CM on their preferences. Think about how it interacts with other related bylaws (like nomination timelines). Think this will help.
- Not everyone has access to a printer. Should allow submission electronically, but need to find way to authenticate it with name & member owner number. Clarify language about mail-in ballots, difference between these and electronic, but state that all need to be authenticated.
- Fewer words in final recommendation is better than more words!

Isaac and Teresa will work on rewording the two sentences about voting options (as well as 4.3; also search for other bylaws that mention mail-in ballots) and submit for December agenda.

6. Board Budget

Sponsor: Jacob

Purpose: decide

- Board discounts: Averaging \$65 overage per quarter. (Budgeted \$4000/year, looking at \$4260.)
- Admin budget:
- Under on conferences/training (\$700)
- CM appreciation: Massage/tea--would be adequate. Need and volunteers for setup.
- Retreat--right on
- Facilitation--right on
- If we increase food, need to up budget. Nov meeting = \$20 extra.
- Chili cook-off numbers: \$700 budgeted, but came in about \$400, so ahead \$300.
- Increase food budget \$200.
- If can reduce costs, please do, since times are tight. Not too worried about board discounts since it means Board is shopping here. Consider reducing conferences/training (\$300?) and study/engagements (\$800?).
- Would like to make sure we do study & engagement; they're important. How about: Work hard on getting engaging speakers, and if we go over budget, make adjustment.
- Note that some study/engagements are joint expenditures with LTP, etc.

Decision: Increase food budget \$200.

Decision: Reduce conferences/trainings by \$300.

Decision: Reduce study/engagements by \$800.

Decision: Increase board discounts by \$500.

Isaac will send Board updated budget with new numbers.

7. Board Recognition of CM

Sponsor: Isaac & Lisa

Purpose: decide

- Talked to people who offer tea ceremonies. Varied in ways they do them; some have specific cultural or spiritual tint, some more agnostic/focused on quality tea and time. Leaning toward second option. Chair massage: Someone who has done this in the past is thrilled to do it again. Have agreement that they do massage and receive gift card from the co-op.
- Would like to offer both tea and massage in community room to CM. Need Board members to help with setup; maybe enter room from one direction for tea and another for massage? Do it on two days to make it more accessible? Can people sign up for both or just one?
- Will do some SurveyMonkey surveys to find out interest in one or both. Room usually available during day.
- What about tea ceremony one day, massage different day? Might make setup easier.
- Possibly let Board members sit in on tea ceremony?

Decision: Board will pay to provide tea ceremony and massage for CM, not to exceed \$1000.

Isaac & Lisa will work on proposed times, setup needs, etc, for tea ceremony and massage event(s).

8. Chili Cook-off Check-in

Sponsor: Jacob

Purpose: discuss

- Great turnout from Board--thank you!
- Had less chili entrants than before.
- People who came seemed to appreciate it. Great chance to interact with people. Gave people more space to be broad about what they wanted to express; seemed appropriate day after election. Didn't get into in-depth conversations with people.
- Didn't seem to be a huge burden on staff.
- Some feedback from staff on having payment ready for people making chili, etc.

9. Why I'm Thankful For My Co-op

Sponsor: Jacob

Purpose: discuss

- A small exercise about being thankful, because it's that time of year. Thanksgiving is a charged holiday, carries some baggage, but it's a time of thinking about what we're thankful for.
- Three questions: Answer them in order, then go downstairs and bring someone up and walk them through the questions, too.
- Here are the answers we collected:

1) I am thankful that my role at People's challenges me to do this hard thing: _____.

- Work on policy governance
- Be patient (x2)
- See the good intentions behind many styles of communication
- Build understanding
- Get involved at a deeper level
- Ask questions
- Listen and understand
- Learn about a democratic workplace
- Not spill the nutritional yeast
- Do my best to speak truth when I don't "know" what to say
- Listen more/talk less
- Focus on people 1st! (while being busy getting it all done)
- Hear and incorporate all people's parts of the truth
- Not stay (i.e., it is hard to leave!)
- Exercise my conscience
- Express challenges in a supportive way
- Stretch beyond my comfort zone in sharing myself

2) I am thankful of the impact People's makes in the community by _____.

- Offering a dream of what may be
- Keeping a light on for the community
- Practicing what we preach/living our values
- Walking our talk
- Being the community
- Offering a friendly place to gather and form community
- Bringing us the most awesome year-round farmers' market
- Free yoga
- Having an open space and minds to allow expansion

- Taking a stand
- Supporting the Burgerville Workers Union, BLM, and Standing Rock; free feast holiday baskets; food for all discount; people of color yoga
- Being who they are and how this space is nurtured
- Hot water on cold nights
- Providing good healthy food while supporting the community and protecting the environment
- Supply trouble-shooting products, often having the best choice, making it easy for us
- Providing food that is healthiest for people and the community/environment on all levels
- Offering delicious and affordable produce and supporting the families and farmers
- Willingness & ability to do personal things for members
- Helped regulate clean soil & air in PDX
- Striving to welcome and work for all

3) I am thankful for the Member-Owners of People's because _____.

- They bring spirit and commitment to our Ends
- They make me smile
- I am a genius and so are you!
- They financially vote with their minds and hearts
- They want to know the real answer when they ask how I'm doing; they have offered me such empathy
- They/we show up and actively create and support the community and economy we want to see
- Each other's perspectives
- They are learning to express care for the world in their daily choices and give support to others to do that as well
- We care enough to buy ethically
- They gave me a home away from home!
- They are awesome!
- Because without them there would be no co-op
- They are what make us a co-op!
- We are a great community!
- We keep it together
- We affect positive change in our community
- A healthy mindset for us all
- The co-op creates public space to meet new people
- Together we get to play with new ways of being humans
- Listen & speak with hearts

MEETING EVALUATION

Celebrate!

- Great thankfulness exercise at the end
- CM/MO participation
- Willingness to commit to projects
- Strong on discussion and progress during the meeting
- CM keeping us financially on track in hard times
- Plenty of food this time
- Really good food, too!

Opportunity for change:

- Mallory leaving us

NEXT MEETING: Tuesday, December 20, 2016, 5:30-8:30

Next meeting agenda brainstorm:

- Make decision on change to bylaws for electronic voting
- Recap/update on CM appreciation event(s)
- Calendar review
- Open board seat
- MO involvement in long-term planning

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)