


peoPle's
 FOOD CO-OP **Board Meeting Minutes**
Tuesday, October 25, 2016; 5:30-8:30p

Attended by:

Board Members: Amy, Mallory, Kathy, Jacob, Lisa, Dave, Heidi, Isaac, Teresa (after break)

CM: Miles, Shawn

Member-Owners: Alan, Norm, Barbara

Guests:

Facilitation: Andrea **Minutes:** Gayle **Vibes:** Dave, Amy **Clean-up:** Kathy, Heidi, Norm **Scribe:** Heidi

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, Mallory, 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	11/16	Jacob will put together an agenda item about opportunities for developing skills for next time.
7	9/27/16	Isaac	11/16	Isaac will draft bylaws change on electronic voting by November.
8	9/27/16	Isaac, Mallory	11/16	Isaac and Mallory will draft bylaws change on how to handle filling board seats vacated mid-term by November.
9	9/27/16	Amy	11/16	Amy will write up the agenda item for bylaws review by November.
10	9/27/16	Teresa	11/16	Teresa will shadow and help Isaac, Mallory, and Amy.
11	9/27/16	CM Link	11/16	CM link will share an FYI about audit with the board next month.

12	9/27/16	Mallory, Heidi	11/16	Mallory and Heidi will coordinate chili cook-off this year.
13	9/27/16	Dave	1/17	Dave will bring study & engagement on ethics of development.
14	10/25/16	Amy	12/16	Amy will make the 2.5 changes in the policy register by December meeting.
15	10/25/16	Amy/Teresa/Isaac	12/16	Amy will work on both electronic voting and elections committee bylaws language; only available through December. Teresa will shadow. Isaac will support.
16	10/25/16	Isaac	11/16	Isaac will send what he has worked on re electronic voting to Amy.
17	10/25/16	Jacob	11/16	Jacob will scan parts of Co-op Cafe packet to distribute before next board meeting.
18	10/25/16	Isaac/Lisa	11/16	Isaac and Lisa will come up with proposal by November for board funds to use in support of CM this year.
19	10/25/16	Lisa	6/17	Lisa will spearhead thinking about a Board/CM pie walk event for next year by June.

DECISIONS:

- September 2016 meeting minutes approved as revised.
- Board accepts 2.6 Policy report.
- Board accepts new proposed 2.5 Policy language.

NEW COMMITMENTS:

Amy will make the 2.5 changes in the policy register by December meeting.

Amy will work on both electronic voting and elections committee bylaws language; only available through December. Teresa will shadow. Isaac will support.

Isaac will send what he has worked on re electronic voting to Amy.

Jacob will scan parts of Co-op Cafe packet to distribute before next board meeting.

Isaac and Lisa will come up with proposal by November for board funds to use in support of CM this year.

Lisa will spearhead thinking about a Board/CM pie walk event for next year by June.

OPEN FORUM:

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AGENDA REVISIONS:

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MINUTES APPROVAL:

Decision: September 2016 meeting minutes approved as revised.

ANNOUNCEMENTS:

- Jacob points out President's FYI in packet.
- Andrea
- Shawn apologizes for not getting CM FYI before meeting. Will get it tomorrow.

AGENDA ITEMS:

1. 2.6 Report: Emergency Link Succession

Sponsor: Shawn

Purpose: decide

- Did board come prepared to act? Yes.
- Are there any questions about the report?
- Was there someone who was second backup and then left? Yes, Jenna.
- Any expressions of interest in the position? Yes, as of today! Two have stepped up. Shawn will train.
- Not in compliance this year, not in compliance a couple years ago--have we written something that is hard to achieve?
- **Decision: Board accepts 2.6 Policy report.**

2. 2.5 Asset Protection Policy Change Proposal

Sponsor: Miles/Heidi

Purpose: decide

- Following up on suggestion to work on 2.5.1 and 2.5.2, decided to see what else could be cleaned up while we were in there.
- Any idea why we (ask Isaac)? Is opinion that public image is same as identity? Not the same, but related. It is up to the board to change the name or identity? CM shall not endanger the organization's public image. Would require a lot of communication with Board, etc, to make such a change. Removed 2.5.11 as line item just because it was overly specific.
- Combine 12-13-14--all covered by 2.5.12 now.
- Any concerns with proposed new language? Does board accept the new proposed 2.5 policy language? Yes.
- **Decision: Board accepts new proposed 2.5 Policy language.**

Amy will make the 2.5 changes in the policy register by December meeting.

3. 2017 Election Policies Startup

Sponsor: Jacob

Purpose: discuss

- Looking at updating bylaws language changes to allow for electronic voting and to get a group of people to spearhead getting elections committee either revived or rewritten.
- Isaac has gotten a start on the voting changes.
- What is timeline? Need bylaws done by December so we have 6 months lead.
- Co-op cafe had some insights on this that could simplify things. Need to take a look at that and see if we want

to revamp current process.

- Trying to come into compliance with the addenda in the bylaws. (Two numbers are different in different spots; want to get them to match.) There are some easy fixes. Biggest issue is electronic voting.
- Also take a look at member ability to call a special meeting.
- Bylaws have not been touched for 7 years.
- Be sure to loop Shawn in. After that, it will go to board for approval, and then to the lawyers.

Amy will work on both electronic voting and elections committee; only available through December. Teresa will shadow.

Isaac will send what he has worked on re electronic voting to Amy.

4. Co-op Cafe Recap

Sponsor: Jacob

Purpose: discuss

- Lots of people made it! What were people's takeaways?
- I thought it was really challenging this year. It was the fourth one I've been to and thought it would be a breeze. The deeper I get into this, the more challenges I am aware of.
- Last year there was a theme about how co-ops can compete in the market. What was the, e this year? More about building alignment within the organization, building a culture of leadership.
- One of the things I found inspiring this year was input from the Seattle group, who talked about restructuring staff and becoming blend of worker-owned and member-owned. Interesting to see how that could function. Got to talk to people from both members and staff at the tables. Presentations were interesting, developing alliances.
- Dave Olson talked about Courageous Leadership. What were you inspired by, what did you agree or disagree with? Where were you in or not in alignment with the presentations?
- Most not in alignment with: Their idea of coming into alignment with market or members sounded like watering down purchasing decisions, and there was a good bit of discussion about getting people in the door and then lead them to the quality product. Also: What does it take to find the right general manager? Not really what we're about. In alignment: Deep listening, listening to all parts of organization and member owners; gathering info from everyone and finding what's actionable; taking actionable things and making procedural changes. Some people drew funnels in thinking about this. Where do co-ops go next? Listen to what people long to see more in the world and try to go there.
- One of the interesting things that came up was that there was a lot of conversation around the sides (not in core topics) about redefining what typical Pacific Northwest shopper looks like (specifically, looks like). Coming to terms with the inherent mystery of (ask Jacob) and how to address that without losing our co-op culture. Heard it from various people in different co-ops.
- There was some really great thinking about setting up board for success with better screening. Got a matrix screening tool.
- Were there any specifics that came out of those side conversations? Main thing was that people were not ignoring the issue. At first blush, looks like solutions are really local because each co-op has its own local environment and economic stresses. How conversation takes place has to be really tailored. Everything from looking at buying decisions to thinking about how we use our quality relationships with farmers to connect back to communities of color that are not represented in our shoppers.

Jacob will scan parts of Co-op Cafe packet to distribute before next board meeting.

5. Chili Cookoff

Sponsor: Mallory

Purpose: discuss

- Two weeks from tomorrow, 4-7. Sign ups are going well, but the more the merrier! Still taking submissions.
- Idea: Paper ballots to vote for favorite chili, and maybe add a central question on ballots to ask members about some topic? A strength of the event is its casual nature. Could even be a funny question. Great chance to chat with people.
- Will board wear t-shirts? Good idea. If need one, let Gabi know.
- Try to remember to grab sticky name tags--might be wearing coats over t-shirts!

6. Board/CM Social

Sponsor: Jacob

Purpose: discuss

- Would like to put together something for end of Dec or beginning of Jan. Anyone want to take this on--figuring out theme, location, potluck or catered, etc--wide open.
- Part of the objective is to use up board resources by the end of the year.
- Has this been done in the past? Had a small one last year, lightly attended. Year before tried, zero luck--no enough notice. So this is why we want to get the ball rolling now.
- CM last year said thank you, but we don't have time. Should we consider sponsoring and attending CM holiday party? Might not even be having one. Something CM does sometimes during times of stretch is set up 15-minute chair massages in community room. People power to help organize something like this would probably be appreciated. Padrice would know who to contact.
- Is goal just to express appreciation, or to build alignment, or ? Pie baking contest? Pie walk? Offer anti-oppression training that was at board orientation to CM. Pleasurable and relaxing or informative; either could be great. Intersectional activism piece might be good to explore.
- What are board's priorities? Attendance--good mix. Idea of combining might help.
- What about making an appreciation gesture donation to CM from this year's board funds, then do something next year when there's more time?
- My first priority is just to not overwhelm people with more parties to go to.
- I think it would be great to have more face time with CM and build relationship. Have fun together. Perception seems to be that board is some ominous powerful structure and not people.
- Appreciate goal of learning event but yes, prefer something healing and fun. Massage or pie walk sort of thing.
- Purpose is to try to build alignment and establish better relationship with CM. Happy with anything we do as long we clearly communicate it and give people time to respond to it.
- Let's do both--something fun/social and something for learning. CM wants board to do more with social activism.
- Massage and also tea ceremonies with small groups--healing and also social. Someone on CM is involved with tea.
- Idea is to use up some of funds by end of year, have joint events/training after start of new year.
- How much money is there to donate? Somewhere between 200 and 1000. Is there someone who will take these ideas and money specifics and come back to board with recommendation in November?

Isaac and Lisa will come up with proposal by November for board funds to use in support of CM this year.

Lisa will spearhead thinking about a Board/CM pie walk event for next year by June.

7. How Alternative Are the Alternatives?

Sponsor: Mallory

Purpose: discuss

- Thesis research on how dichotomy in food system: conventional/corporate versus global/sustainable.
- Conventional focused on profit maximization at cost of equity and sustainability.
- Alternatives redistribute value; goals of social, environmental, etc, not just profit.
- Examining where power lies in the supply chains, follow control and value, find patterns in equity and sustainability.
- By tracing methods and amounts of value exchange, can see how alternative the alternatives are.
- 4 frameworks: Diverse Economies, Extractive/Generative, Value Chain, Food Sovereignty.
- Alterity framework (Mallory's thesis): Links of supply chain, relationships between stakeholders, how value is distributed, distribution of risks, structure and mechanisms that govern supply chain.
- Used this to compare wholesale, farmers' markets, food hubs, CSAs, and multi-stakeholder cooperatives.
- Alterity of alternative food networks are not as black-and-white as we might assume. List above shows spectrum from least to most alterity.
- Several challenges within each one emerged: Barriers to scale, efficiency (economy of scale)
- Tensions arise between producer-consumer (CSA, farmers' markets), producer-buyer (wholesale), producer distributor (food hubs), member-member (multi-stakeholder cooperatives)
- Causes: distancing of social relationships along supply chain continuum, lack of coordinated efforts and strategic alliances.
- Next steps: Alterity Framework helps distinguish differences between extractive and generative practices; suggests ways to structure value chains that incorporate (ask Mallory for rest of slide)
- Questions?
- Food hubs--example? OGC. More similar to conventional distributor. Food hub is central organizing agent for multiple farmers bringing stuff to one place and distributing out to community.
- Where would buying clubs fall into this? Most similar to food hub and maybe CSA.
- Farmers' markets are high risk for farmers because same amount of work if many or few people show up. On consumer side, also a risk, because don't know what produce will show up. A lot of farm labor is people of color, and they're not represented at the market.
- How could issues be addressed? Hard to mitigate risk; has a lot to do with farmers and consumers showing up. Weather affects turnout, too.
- CSAs fare best in relationships between producers and consumers, but there is issue that consumers expect to get high value for money, but CSA model is about shared risk. Farmers often forget to account for their own labor when they price their food.
- Some farmers seem to use farmers' markets as farmers' marketing markets--making relationships and connections.
- How many of these different networks did you study? Used 5 structures as models using secondary sources more than direct connections with specific examples of each.
- Where do you see Alterity fitting into restaurant supply? Would rate restaurant supply lowest on spectrum--least different from conventional. Lacking commitment between chef and farmer--sometimes a chef will buy something from a farm once and list the farm on the menu forever.
- Idea about production innovation: Where does innovation in producers being driven from? Innovation can happen anywhere; greatest potential is in wholesale.
- Directors, what do you think this means for your roles as directors in a co-op?
- Reminds me of something at Provender last year, talking about risk distribution. Think about ways to help farmers minimize risk.
- Inspired by our history, creating a market for farmers, continuing that tradition.
- One of the things that I like about shopping here is knowing where the food comes from, being able to make a choice based on locality, knowing that the management here cares about that. Like hearing about where we fit in the changing buying habits that we have to navigate to stay competitive. (50% of meals

consumed in the US are not consumed at home!)

- Long term plans: Look at ways to partner more with farmers to create more equity.
- Feel great that co-ops were highest on Alternity spectrum. Maybe that's a story we should tell more, along with other stories, like Our Table co-op to-go foods--need some signage about them as a local business.
- Idea: punch cards to reward people for investing in us in specific periods of time (store + farmers' market).
- Co-ops inherently have more than just profit motives. When we're thinking about what next step is, don't be limited by what we know exists out there now. There are a diversity of ways of thinking and acting in food system that can be truly transformational.

8. Board Conflict of Interest (executive session)

Sponsor: Jacob

Purpose: discuss

- <This section of the meeting was held in executive session.>

MEETING EVALUATION

Celebrate!

- Mallory's presentation
- Shawn's back
- Pudding
- Member-owner participation
- Lively discussion

Opportunity for change:

- Not enough pudding
- Announcement of member-owner participation
- More food

NEXT MEETING: Tuesday, November 15, 2016, 5:30-8:30

Next meeting agenda brainstorm:

- Bylaws
- Chili cook-off recap
- Policies: Treatment of patrons, financial condition
- CM-elected board seat discussion

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)