


Board Meeting Minutes
Tuesday, September 27, 2016; 5:30-8:30p

Attended by:

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

CM: Miles, Padrice

Member-Owners:

Guests:

Facilitation: Andrea **Minutes:** Gayle **Vibes:** Lisa, Heidi **Clean-up:** Kathy, Mallory, Heidi **Scribe:** Amy

NOTE: Changes made since first draft of minutes were distributed are **highlighted**.

COMMITMENTS:

	COMMIT MADE	DIRECTOR (S)	DUE DATE	COMMITMENT
1	11/24/15	Jacob	10/2016	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	3/22/16	BOD Agenda Planners	10/16	The BOD Agenda Planning Committee will schedule 45 minutes to 1 hour on the June agenda for Mallory to present her thesis.
4	3/22/16	Mallory	10/16	Mallory will present for 45 minutes to 1 hour on her thesis at the June 28th Board meeting.
5	5/24/16	Heidi, Jacob, Isaac	10/16	Revise the 4.5 policy and bring back to board.
6	7/26/16	Isaac	10/16	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.
7	8/23/16	Jacob	10/16	Jacob will select emails to include in legal request and draft the official notice for legal review.
8	9/27/16	Jacob	10/16	Jacob will put together an agenda item about opportunities for developing skills for next time.
9	9/27/16	Isaac	11/16	Isaac will draft bylaws change on electronic voting by November.
10	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.

11	9/27/16	Amy	11/16	Amy will write up the agenda item for bylaws review by November.
12	9/27/16	Teresa	11/16	Teresa will shadow and help Isaac, Mallory, and Amy.
13	9/27/16	Jacob	10/16	Jacob will send a link to current bylaws review document.
14	9/27/16	CM Link	10/16	CM link will share an FYI about audit with the board next month.
15	9/27/16	Mallory, Heidi	11/16	Mallory and Heidi will coordinate chili cook-off this year.
16	9/27/16	Heidi	10/16	Heidi will email Sofie & Ashley to make sure Nov 9 is okay.
17	9/27/16	Mallory	10/16	Mallory will sign conflict of interest statement and put in Secretary's box.
18	9/27/16	Dave	1/17	Dave will bring study & engagement on ethics of development.
19	9/27/16	All	10/16	Drinks with Josh after October meeting.

DECISIONS:

- **August 2016 meeting minutes approved as written (one abstention).**
- **Board accepts 2.7 Policy report.**
- **Board accepts this slate of officer candidates: Jacob as President, Heidi as Vice President, Isaac as Treasurer, Amy as Secretary.**
- **Board officially acknowledges receipt of audit report.**

NEW COMMITMENTS:

Jacob will put together an agenda item about opportunities for developing skills for next time.

Isaac will draft bylaws change on electronic voting by November.

Isaac and Mallory will draft bylaws change on how to handle filling board seats vacated mid-term by November.

Amy will write up the agenda item for bylaws review by November.

Teresa will shadow and help Isaac, Mallory, and Amy.

Jacob will send a link to current bylaws review document.

CM link will share an FYI about audit with the board next month.

Mallory and Heidi will coordinate chili cook-off this year.

Heidi will email Sofie & Ashley to make sure Nov 9 is okay.

Mallory will sign conflict of interest statement and put in Secretary's box.

Dave will bring study & engagement on ethics of development.

All: Drinks with Josh after October meeting.

OPEN FORUM:

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AGENDA REVISIONS:

- Add Chili Cook-off at end of meeting if time.

MINUTES APPROVAL:

Decision: August 2016 meeting minutes approved as written.

ANNOUNCEMENTS:

- Amy went to Market Advisory Committee. Really great experience, great interaction with MOs. Great way to find MOs to get involved. Usually last Wednesday of month, couple hours, fun thing to do.
- Chili cook-off Wednesday, Nov 9 (if date approved by Sofie and Ashley). Ask Josh to be involved? Need someone to get the ball rolling. (See item added to agenda at end of minutes.)

AGENDA ITEMS:

1. BOARD OFFICER ELECTIONS

Sponsor: Jacob

Purpose: discuss

- Everyone but Mallory was there on Sunday. Time to elect board officers. Less discussion than usual in advance. Let's first clear up any questions anyone has about any of the positions, what's involved. Info is in policy register, but feel free to ask.
- Does any position other than treasurer require an additional Tuesday? President is there every time, VP if president can't make it.
- Jacob will run through each position; raise your hand if interested. Treasurer: Isaac. Amy: Secretary. VP: Heidi, possibly Isaac. President: Jacob. Dave would stand in for Treasurer if Isaac takes another position.
- Option: understudy a position you're interested in for future.
- Proposal: look at slate of candidates (Jacob, Heidi, Isaac, Amy), next time discuss how we can effectively push out experiential learning and skill building for everybody so that everyone gets the chance to start developing skills.
- Jacob will put together an agenda item about opportunities for developing skills for next time.
- **Decision: Board accepts this slate of candidates: Jacob as President, Heidi as Vice President, Isaac as Treasurer, Amy as Secretary.**
- Remember: Always okay to pick someone qualified, even if not "most" qualified, if it furthers agenda of social equity.

2. 2.7 REPORT: COMPENSATION & BENEFITS

Sponsor: Miles

Purpose: decide

- Did board come prepared to act? Yes.
- Are there any questions about the report?
- Does Finance team feel comfortable with this proposal in light of third quarter projections? Are any adjustments needed (layoff, dock wages)? No plan to do that, wouldn't do that until after taking other steps to improve sales. We talk about wages during budget cycle every year.
- Great that there are increases after none since 2012. And thank you for handling the insurance change so

smoothly and quickly.

- Had to change increments between years to do the COLA. Try to get people up from starting wage as quickly as possible in the early years.
- Any concerns with report as submitted? No.
- **Decision: Board accepts 2.7 Policy report.**

3. HARVEST FESTIVAL DEBRIEF

Sponsor: Amy/Heidi/Mallory

Purpose: discuss

- Had a great time! No electricity problem this year. Tons of people, great crowd. Jenna's last big event. Nice to see so many board members there. Great party for the coop, well attended.
- Smoothest year of Harvest Festival from performers' perspective; better sales from vendors' perspective.
- Special People's brew by Captured by Porches well received.
- One of the most fun, well-attended years that I remember. Minor security thing: automobile/pedestrian issue, impatience with parking. No emergency services came, no major issue.
- Came as a participant, regret not being able to join at table. First year I heard about it after the fact. "Didn't realize it was going to be such a big deal!" Good visibility.
- Crafts were awesome and did well.

4. ELECTIONS COMMITTEE/BOARD CANDIDATE SELECTION PROCESS

Sponsor: Amy

Purpose: discuss

- Some additional committees are defunct: election and audit committees. Also membership engagement and bylaws working group (less worried about those). Agenda committee is happening. Would like to get at least election committee back up and running, also audit committee if possible.
- Law in Oregon has changed: okay to do electronic voting now. (Bylaws specify paper ballots, though, so would need to change that.)
- Make sure there are MO candidates to be on the committees.
- Elections committee fell by the wayside many years ago and became a collective responsibility of the board.
- Audit committee started being tapered, only during audit year (review every 3 years, audit every 5).
- Membership engagement committee.
- History: Bylaws committee: Board closed it out several years ago and considered it finished.
- Worried that we might be limiting pool of potential board candidates if MOs are already committed to elections committee or other committee.
- Do we still need an audit committee? Need transparency that there is MO feedback in having elections committee and audit committee. Many issues from audit could be sent to audit committee to address.
- If paper ballot, lump committee elections in with other voting. If we switch to electronic, might be able to do sooner. (Could put bylaws change to allow electronic elections on next paper ballot.)
- Is it open to all MOs? Elections happen even if we don't have a specific committee; currently being done with Secretary and one or two CM.
- Like idea of preparing to enable electronic voting. Want to recommend that we have a working/planning session around ensuring that we write that in a way that there is time for board discussion and MO involvement--ensure we have same thoughtful process with electronic voting that we do with paper voting.
- Note that there is a 6-month timeline to change bylaws; needs to be run by coop attorney, etc.
- We have 3 choices: (1) attempt to restart elections committee with next cycle; (2) continue to let it lie fallow; (3) look at policy and rewrite how the committee is structured to better be what we want it to be.

- Going to a quarterly meeting of a standing committee is a good way for MOs who are interested in eventually being on board to start getting involved.
- Sometimes people on committee are helpful, not always, but yes, great way to get people involved and provides transparency.
- Brings up question of people running for board, finding qualified people.
- Often, when there are vacancies on board, committees are the first place we look to find people who are qualified and aware of the workings of the organization.
- Vetting candidates process: wonder if a candidate has ever been rejected. Might be good to take steps in that direction, whether it's through a committee or not.
- Should have an agenda item on any bylaws issues we want to address in time to run it by the lawyer.
- There is excellent documentation from bylaws committee before, including which items are in conflict with Oregon law. Make sure to take a look at that.
- Would be a good idea to revise vetting process and set up for transparency.
- Make sure complexity of committee commitments is clearly stated.
- How often is there an audit? Policy every 4 years. Does committee need to be active all the time? Should at least have a quick review every year to see if there's anything that needs to happen.
- Every 2 years there is a budget review, every 4 years full audit.
- Committees have specific charter and policies. Discussion groups are less formal, do not make decisions, just inform board so board can make decisions.

Isaac will draft bylaws change on electronic voting by November.

Isaac and Mallory will draft bylaws change on how to handle filling board seats vacated mid-term by November.

Amy will write up the agenda item for bylaws review by November.

Teresa will shadow and help Isaac, Mallory, and Amy.

Jacob will send a link to current bylaws review document.

5. AUDIT REPORT

Sponsor: Amy

Purpose: discuss

- Kris is cross-training with Miles.
- See minutes from June for audit report findings. The auditors noted 2 "significant deficiencies" and 5 "material weaknesses" which they recommended we address.
- Ability to change price of things: was this in audit report? Yes. Usually only buyers and people who sub for them do this.
- Having ability to audit who is making changes when, rather than restricting it, can be helpful.
- Audit went smoothly. Auditors seemed to "get" us more than previous auditors.
- People on audit committee should meet with Miles ahead of the audit to get basic questions answered, etc.
- Report should probably have gone to Board and cc Miles rather than just directly to Miles for Miles to forward to Board. ("Auditors should have caught that!")

CM link will share an FYI about audit with the board next month.

Decision: Board officially acknowledges receipt of audit report.

6. BOARD BUDGET

Sponsor: Jacob

Purpose: discuss

- Budget should be finalized by next meeting.
- Overall profit this year is on the slim side, so if we can hold down the board budget, this will help.
- Some items are hardwired, like CBLD training, consultants, etc. There will be a slight increase. Retreat costs include renting property, meals, etc. Meeting facilitation: Andrea. Meeting meals: dinner before board meetings, etc. Admin: Gayle. Board discounts: compensation for serving on board.
- Want any speakers? Let Jacob know so we can get them budgeted.
- Conferences and training: Provender, etc. Good conferences coming up. Recommend keeping this.
- Misc: under-spent this year.
- Board sign (“the Board board”) will be \$50-100.
- Balance between bringing budget down and making sure we go ahead and use funds to implement great ideas. E.g., staff appreciation event last year.
- Where does our board budget come from? Part of our operating budget. Listed in Policy 4.9 as part of governance.
- Do we have a book club going now? No, but there are instructions on how to do a book club on wiki, if anyone wants to do one.
- If you have any great ideas between now and next board agenda planning meeting, send to board president & treasurer.

7. ORIENTATION REVIEW

Sponsor: Jacob

Purpose: discuss

- Didn't have chance to close with pluses and deltas. How did people feel about orientation? What went well, what went bad?
- Enjoyed guest speaker.
- Appreciated input from staff and other board members.
- One of the best orientations that I have attended.
- Ended up with more lecture, less interactive. Was appropriate, but might want to change that up. No quizzes.
- Any lingering questions from new members? Great to learn where to find resources. Still coming up to speed. Wish had gotten some info a couple months ago.
- Amy is a rock star for making sure lunch happened!
- Most engaging and enjoyable orientation ever.
- Mallory was not present when signed conflict of interest statements. She will sign and put in Secretary's box.
- Quick closed session at end of next meeting to review and accept.

Mallory will sign conflict of interest statement and put in Secretary's box.

8. CHILI COOKOFF

Sponsor: Heidi

Purpose: discuss

- Date: Wednesday, Nov 9 (proposed change from Nov 16).
- Point person will: Reserve tables; make sure there are spots; fund grocery purchases with gift cards, publicity, responses, help with setup including electrical, tables, bowls, spoons, sheets for people to vote and comment, prizes for winners (150, 75, 50), coordinate distribution of gift cards; help with labeling, etc.
- Main idea is board helping hand out food, people winning prizes for their recipes. Could be pie or something that doesn't require electricity.

- Give Sofie plenty of warning that it's coming up.
- Major engagement between board & MOs.
- Mallory willing to help. David will help set up and serve. Kathy will help. Amy will help with some earlier stuff as well as day-of stuff. Lisa will help with coordination of gift cards. Heidi will help coordinate. Teresa will help on day-of.
- Make sure it's clear who is supposed to do what. And if board member says they're going to be there at a specific time, be there.
- Get better cups for chili (compostable).

Mallory and Heidi will coordinate chili cook-off this year.
Heidi will email Sofie & Ashley to make sure Nov 9 is okay.

MEETING EVALUATION

Celebrate!

- Audit evaluation
- Amy jumping into Secretary role
- Good meeting
- Miles as backup link
- Jacob as president
- New officers
- Mellow
- Pudding!

Opportunity for change:

- Jacob as president
- No break on agenda
- Mellow
- No cake

NEXT MEETING: Tuesday, October 25, 2016, 5:30-8:30

Next meeting agenda brainstorm:

- Policy 2.5
- CM elected board seat (Lisa was re-elected)
- Chili cook-off update
- Mallory's dissertation
- Plan a board/CM social (pie party?)

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)