


**peoPle's**  
 FOOD CO-OP **Board Meeting Minutes**  
**Tuesday, August 23, 2016; 5:30-8:30p**

**Attended by:**

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

CM: Melissa, Sofie, Shawn, Padrice, Miles

Member-Owners: Lisa Ann

Guests: Erica (DFTA), Grace (DFTA)

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

**COMMITMENTS:**

	COMMIT MADE	DIRECTOR (S)	DUE DATE	COMMITMENT
1	11/24/15	Jacob	9/2016	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, Miles	9/16	Update 2.5.1 and 2.5.2 (in policy 2.5) and bring back to board.
6	5/24/16	Amy	Fall	Set up opportunity to share drinks with Josh.
7	5/24/16	Heidi, Jacob, Isaac	10/16	Revise the 4.5 policy and bring back to board.
8	6/28/16	Isaac/Mallory	10/16	Look at 4.9 to address how to handle filling board seats vacated mid-term.
9	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.
10	7/26/16	Heidi	8/2016	Heidi will research school supplies for children of farmworkers by August.
11	7/26/16	Jacob/Heidi	9/16	Jacob and Heidi will get together at least once before September meeting.

12	8/23/16	Jacob	9/6/16	Jacob will select emails to include in legal request and draft the official notice for legal review within 2 weeks.
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## **DECISIONS:**

- July 2016 meeting minutes approved as written.
- Board accepts revised agenda for tonight's meeting.
- Board accepts Policy 2.3 report.
- Board agrees to return the co-op investment of Mr C for violation of store policy with official notification, language pending legal advice.
- Board agrees (Andrea and Jacob will revise) to submit the following questions to an attorney for review:
  - (1) What is co-op responsibility regarding an altercation between two non-staff on co-op property over co-op principles?
  - (2) Is bylaw 5.6 sufficient legal protection to return a share investment?
  - (3) Is Policy 2.1 sufficient delegation of board authority to exclude customers and member-owners to the Collective Management? Recommend changes to Policy 2.1 to strengthen authority and delegation of authority.

## **NEW COMMITMENTS:**

Jacob will select emails to include in legal request and draft the official notice for legal review within 2 weeks.

## **OPEN FORUM:**

- Lisa Ann: Here to support Board's support of BLM. Food is political. Feel moved and inspired and happy to be part of a coop that's willing to speak up. People's Co-op is one of the only places in my life that is speaking up right now about issues that are confronting black and brown Americans. Want to be here to support Board's work.

## **MINUTES APPROVAL:**

**Decision: July 2016 meeting minutes approved as written.**

## **ANNOUNCEMENTS:**

- Coop farm tour is on Saturday. There may be some tickets still available--we were sold out, but might have some extras from Alberta. If not, Amy can provide one ticket.
- Harvest Festival on Wednesday, Sept 14, 2-9 pm. Would love to have board people at booths, other roles available. Contact Sofie. Looking to fill spots on food demos, etc. If you have anyone to recommend that would like to demo anything from magic to ?, let Sofie know.
- Shawn leaving town on Sept 19 or 20, won't be at next meeting.

## **AGENDA REVISION:**

Agenda revised.

**Decision: Board approves amended agenda.**

## **AGENDA ITEMS:**

# 1. DFTA PRESENTATION

Sponsor: Amy

Purpose: discuss

- Domestic Fair Trade Association: United for Health, Justice, and Sustainability.
- Brief History: Started forming in 2005, working groups. Problems with certified organic. Parallels to small farmers and farmworkers in marginalized countries with those in Canada and the US. Incorporated in 2008.
- Principles: 16 principles that range from focusing on sustainable agriculture to labor to appropriate technology to indigenous rights to animal welfare to responsible certification and marketing. More details on website. [Note: Isaac sent some excellent links to the board to research further.]
- Mission: Promote and protect the integrity of domestic fair trade. Avoid greenwashing. Baseline of meeting principles.
- Members include farmers, farmworkers, manufacturers, processors, nonprofits, etc.
- Goals: Monitor fair trade marketplace, promote domestic fair trade, connect stakeholders across supply chain.
- International fair trade: In solidarity with many different fair trade certifications.
- Domestic programs: Wide variety of approaches and certifications with their own standards
- Fair Facts program: Providing info, facilitation collaboration, multi-stakeholder, seven evaluations, feedback on revised standards. Have members in many sectors, so being multi-stakeholders sets DFTA apart. Provide written public comment.
- Evaluations: Domestic fair trade principles, etc.
- Advocacy: HEAL Food Alliance (Health, Environment, Agriculture, Labor), policy statements. In early stages, have been helping since the beginning. Policy statements such as fair contracts for farmers, GMOs, etc.
- Movement Building: Like to connect sectors of agriculture to be more in communication with each other. Helps retailers to know what farmworkers care about. Bringing people together to have a discussion.
- Domestic Fair Trade National Conference will be here in Portland this year. There will be people from all the different sectors, from Canada and US.
- Impact: Immigration Policy Statement: Sectors have different stances, but came together to create policy together.
- Impact: Improving Standards. Helping communities all over. Working together domestically.
- Impact: Cross-Sector Education. Last annual meeting brought farmworkers to talk about current issues. Energizes people, gets them to think about their work more holistically.
- Becoming a member: Commitment to the concept of trade as a mechanism for social justice and sustainability; endorsement of domestic fair trade principles; membership application; membership dues.
- Member benefits: Very membership-driven, so opportunity to drive and shape the organization. Board has 2 members from each sector, so all have equal weight.
- Committees: Advocacy, Bylaw & Internal Policy, Conference Planning, Fundraising; Membership; Strategic Planning.
- Perspective from Olympia Food Co-op: National Cooperative Grocers Association (NCG) was approached and interested in joining but didn't have anyone who could go; offered to send Grace from Olympia Food Co-op to complete NCG application. Decided Olympia wanted to join, too, so both joined at same time. Olympia still has a 70's style mission, listing everything they care about, but this makes it hard to accomplish alone. So have to make alliances to enact and empower and live up to elements of mission statement. DFTA has great alignment with values. Have become more and more engaged over time. Very excited and engaged. Fundamentally, there is so much competition in the marketplace; hard to differentiate. Embracing concepts of food justice is a place where it's difficult for competitors to come in and co-opt those messages. Relationships are very rich, always learning from working with folks from other sectors. Immigration issue: Co-op can make a big statement but not really be subject to point-back at their own operational issues, but small farmers cannot always make that claim, so this gives them more exposure. Hard for them to sign name to advocate for radical immigration policy. Sectors have different needs. Amazing to sit at same table with

different sectors--very hopeful. Benefits: differentiation, meeting our mission statement. This is the kind of stuff that strengthens us all.

- Questions?
- Differentiation: Have you adopted any marketing or labeling? Not labeling. DFTA has no label, but there is Food Justice Certified program. Membership in DFTA allows avenue to talk with members about it. Referring people to Fair Facts program moves people from “I want food that’s less harmful” to fuller education about all the issues. Not a certification, but are able to use DFTA in marketing materials, have these principals, be in solidarity. Brochures, window clings, other marketing materials available. Olympia does use what they learn from DFTA in product selection and shelf placement.
- Immigration policies: What came out of this? Any alliances, other steps taken? Way for people to further understand each other. People have assumptions about others; able to break down assumptions and strengthen bonds. Helpful for later campaigns. Having earlier conversations where people had honest conversations builds more trust and forming bonds in later dealings. There are people who are more and less marginalized in food business--working together demonstrates concern to make voices equalized in conversations and not continue marginalization.
- Our current status with this: Community Engagement Team is in process of filling out extensive application. Person working on it left co-op; someone else is taking it over. Should be done soon. Seems like a wise direction for People’s.

## **2. 2.3 REPORT: FINANCIAL CONDITIONS**

Sponsor: Shawn

Purpose: decide

- Did board come prepared to act? Yes.
- Are there any questions about the report?
- What was the delay with the CPA getting patronage dividend data back? A lot going on in a short period of time.
- Any concerns with report as submitted? No.
- **Decision: Board accepts 2.3 Policy report.**

## **3. BOARD ORIENTATION PREP**

Sponsor: Jacob

Purpose: discuss

- Board orientation is Sept 25
- Details next week. Meeting will probably start no earlier than 9, wrap no later than 4. Sometimes move around co-op so as not to block business.
- This is a mandatory meeting for current and new board members. Board always changes a bit with new people coming on. Many CM come and provide important information. There will be some of the same info as before as well as some new info. If other board members want to present some of the information, that would be great.
- Frequently have a facilitator or presenter, might shift times to accommodate that.
- What would Jacob like help with? Leading conversation on consistent pieces, new idea on ways to improve an area or add something new. Have only been doing this about 4 times; it’s a work in progress. Suggestions and improvements are welcome. How to work with monitoring reports, going over policy register, talking about structure, etc. Governance, fiduciary responsibility.
- Plan for guest speaker or topic theme? Not at this time; time was eaten up by other issues this month. Miles will be there, but neither Shawn nor Sofie will. Maybe someone from Long Term Planning committee?

- Will there be a draft agenda? Jacob will take what we had last year, make adjustments based on feedback, send that out. Then can have conversation on who would like to take parts of that or make tweaks or add things. Did have a bit on LTP last year; will have more on that this year. Will be a cooperative effort. Anyone who has capacity to help would be great.

#### 4. CO-OP CAFE

Sponsor: Heidi

Purpose: discuss

- October 8 in Hood River. Great place to go meet other cooperators: staff, board members, folks from industries. Have conversations about state of co-ops and issues they're facing. How to chart way forward. Learn, share, network. Board covers cost. Lisa, Dave, Jacob, Shawn, Kathy, Isaac want to go. Gayle will sign them up. Same place as Provender Alliance Conference.

#### 5. EXECUTIVE SESSION

Sponsor: Jacob

Purpose: discuss

- This portion of the meeting is closed. The board always has this option of closing a meeting / section of a meeting to guests, such as to confidentially discuss information protected by labor laws, financial or legal decisions co op may be in the process of making
- Andrea invited to stay to facilitate. Shawn, Padrice, Melissa, Miles, Sofie invited to stay to provide relevant information to the conversation.

**Decision: The board agrees to return the co-op investment of Mr C for violation of store policy with official notification, language pending legal advice.**

**Decision: The board agrees (Andrea and Jacob will revise) to submit the following questions to an attorney for review:**

- (4) What is co-op responsibility regarding an altercation between two non-staff on co-op property over co-op principles?
- (5) Is bylaw 5.6 sufficient legal protection to return a share investment?
- (6) Is Policy 2.1 sufficient delegation of board authority to exclude customers and member-owners to the Collective Management? Recommend changes to Policy 2.1 to strengthen authority and delegation of authority.

Commitment: Jacob will select emails to include in legal request and draft the official notice for legal review within 2 weeks.

Possible future conversation topics:

- Board/CM relationship
- Time spent on this issue versus time protecting collective managers of color
- Role of CM vs board on 86ing member-owners
- Difference between 86ing and returning a share
- History of 86ing customers
- Board communication with collective managers, specifically as individuals
- Board responsiveness to the Marketing and Membership manager
- Board support of anti-racist work
- Board role in approving campaigns
- Process for clarifying CM expectations and understanding of board conversations and board work

## **MEETING EVALUATION**

### **Celebrate!**

- Facilitation
- Inspiring presentation
- Passionate conversation
- Forward-looking conversations
- Strong desire for cooperation and empowerment
- Appreciation for work and dedication
- CM courage to show up and share
- Stuck with it past usual meeting time
- Appreciation for new directors jumping in and getting involved

### **Opportunity for change:**

- Facilitation
- Expectations and understanding

## **NEXT MEETING: Tuesday, September 27, 2016, 5:30-8:30**

### **Next meeting agenda brainstorm:**

- Check-in on Heidi's action item about school supplies
- 2.7 compensation and benefits
- Audit safe space conversation (Shawn would like to have this before Sept 19 if possible)

## **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)