


Board Meeting Minutes
Tuesday, July 26, 2016; 5:30-8:30p

Attended by:

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

Member-Owners: Joan

Guests: Kelsey-Jo, Nicole, Shannon, Shawn, Annie, Andrea

Facilitation: Andrea **Minutes:** Shawn and Annie **Vibes:** Lisa B, Heidi **Clean-up:** Dave, Lisa B **Scribe:** Amy

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, Josh, 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	5/24/16	Lisa	8/16	Compile results of exercise and distribute (including early copy to Gayle for inclusion in minutes). Due: June meeting.
9	6/28/16	Isaac/Mallory	10/16	<u>Look at 4.9 to address how to handle filling board seats vacated mid-term.</u>

DECISIONS:

- Board accepts policy 2.0 as written.

- **Straw poll says board agrees to hold MO event to discuss LTP projects in October**

NEW COMMITMENTS:

- Amy will join Isaac and Jacob to form a board discussion about including our current owners in our Long Term Planning processes: within the next 3 months
- Heidi will research school supplies for children of farm workers by August
- Jacob and Heidi will get together at least once before September meeting

OPEN FORUM:

MINUTES APPROVAL:

Decision: June 2016 meeting minutes approved as written.

ANNOUNCEMENTS:

- Heidi has found a school supply program for children of farm workers, and is speaking more with Kahadish about it

AGENDA REVISION:

AGENDA ITEMS:

1. WELCOME NEW BOARD MEMBERS

Sponsor: Jacob and Andrea

Purpose: inform

BRIEF BOARD TRAINING

- This is a transition training period, time for new board members to explore and get support
- As facilitator, Andrea:
 - Meets with board member to create agenda and format meeting
 - Takes feedback to improve agenda moving forward
 - Facilitator interjects in order to help all have chance to speak
 - You can put your hands in a triangle to signal to facilitator to say Where are we going with this discussion? Facilitator missed a question, Process not working.
 - Facilitator will check in and respond accordingly
 - Wiggling fingers means “I agree with what’s being said” without having to speak or repeat
 - Moving index fingers back and forth means I’d like to jump in and respond directly
 - Andrea tends not to respond to this, because it’s
- Consensus based decision making– best possible decision for the group in this moment.
 - Obligation in consensus based process means participating, so that group can make best possible decision for group
 - Obligation to voice disagreement and concern, as soon as possible so can form new alternate solutions based on all relevant feelings of the group
 - How Consensus works:
 - We have a question/proposal, long discussion over 1 or more meetings where we ask questions and share feedback and concerns

- Reshape proposal. Facilitator checks in to see if any more questions or concerns, if not consensus has been reached
- Help each other translate information
- This is something you'll learn over the course of months, great to start with questions now!

OUR FIRST CO OPs

- Greensborough NC, sought because getting stomach aches from other foods
 - Now called Deep Roots, formerly had 1 manager
 - A wonderful discovery: "This has all the answers for everything!"
- Twin Cities MN, "every time I see a co op I go in one"
- Alberta St. Co op
- Several blocks north of Alberta
- People's!
- Something in the NW, not Food Front
- Ivy Food Co op, CA
- Milk and Honey Co op
- Mother's and friends' co op, how they bought healthy food together
- Whole Foods Co op MN
- Tacoma WA during preschool, People's first came to join
- Corvallis
 - Where my parents fell in love
 - Worked a HOO shift as a little kid, felt so proud
- Linden Hills Co op Minneapolis
- People's Co op
- People's Co op
- Back room of anarchist record store, which moved into little house
 - Recently moved into larger space: Great Basin Food Co op

ROLE OF BOARD IN GREATER CO OP

- Only have power collectively, no individual has power to say how co op operates
 - When speaking to people, have clarity whether you're speaking as individual (member-owner) or relaying information from the board. Personal opinions belong to you as an individual member-owner
- The board works to make sure co op is run in the interest of all co op members
- We are not managers
- As a board we have authority to run the store with Collective Management through Policy Governance
 - Policy Governance says what the CM cannot do and cannot have happen, rather than must do or must have happen
 - These limits empower CM to be creative, flexible, to think outside the box, to try new things in the best interest of the organization, for anything not described by the board to be limits is okay!
- Policy Reports from the CM inform the board how well the CM is interpreting and meeting limits with their decision making
 - We are not concerned with the decision they reach so much as the process by which they have reached this decision
 - Is it reasonable? Well thought out?
 - As long as CM show this process and it adheres to boards limits, they are empowered to make those decisions
- Sometimes when get Policy Report back, may see board limits or requests may be too vague, inaccurate
 - At this point we reflect and change policy
- CM may respond that they are not in compliance, issue point of correction
 - We review and revise this limit

- The divide between operations and governance; may hear about a wall between these
 - Operational issues means it's been delegated to CM to make their call on
 - Where in an isle should the peanut butter be placed?
 - Safe Space conversation: When need to know some operational things, can ask questions so that we can make inform decisions
- We need to allow our diverse experience to inform, but not dictate, our actions on the board
 - The longevity and service to present and future members of the co op are taken care of
 - This can mean personal values may have to take back seat at times
 - New members: your first voting meeting will be in September, so consensus decision-making will not include your vote until then.
 - Board buddy will be someone to ask questions, available to review packets, etc
 - Ask that you meet with board buddy 1 time

2. SHARING ECONOMY STUDY & ENGAGEMENT

Sponsor: Jacob & Kelsey-Jo

Purpose: discuss

SISTERS OF THE ROAD

- Find new ways for individuals to find self sufficiency including alternatives to cash systems (barter program)
- Nicole and Kelsey-Jo are nursing students at PSU
 - Work in Old Town area downtown
 - This is a project to expand Barter Bucks system
- SOTR is a café T-S where people can get meal for \$1.50 cash, coupon, SNAP, or barter card
- Barter Bucks
- Can work for 6 barter bucks per hour at café or urban farm
- These can be used at any Portland farmers market
- Why expanding this bartering system?
 - Community members gave feedback that organizers don't know the experience of being homeless and the difficulty of finding amenities – a full time job for many community people without homes
 - 1 in 2 individuals in Multnomah County feel they don't have enough income to meet their needs
 - Need more programs to help meet these needs, especially options that do not feel ostracizing (ex. Waiting in food lines)
 - Individuals cannot use SNAP to buy hot foods, and buying fresh food at farmers markets remains challenging: where to store? How to prepare? Need options that make nutrition available in a way that works
- This bartering program expands individuals choice by providing more options, including the option to utilize skills to participate in work in community in exchange
- Challenge is that expanding current system is not sustainable for SOTR, so seeking other options of currency
- SOTR pays dollar for dollar for members received, and reimburses farmers markets for the Barter Bucks used there
 - This is a lot of cost to cover, and challenging for staff, thus seeking a more sustainable loop
- Potential trajectories for barter system expansion:
 - 1. Create wider acceptance of barter cards (ex. Laundry site)
 - Possible in the next few years
 - 2. Find more opportunities to work for barter cards (so interesting to more people)
 - A more sustainable loop would be created by more barter cards paid out by different places
 - Incentives for business – could offer discount for those using barter bucks, which would be tax deductible
 - Still learning about labor laws and are working on these
 - 3. Developing a local currency system

- A currency used by people in certain community
 - This would help SOTR not to pay out of pocket, and could evolve larger
 - Still learning about tax laws
 - This may take 5 years
- Next steps
 - Apply to PSU capstone program
 - Hold meetings at SOTR every 4th Saturday 12pm in cafe
 - Work to achieve trajectory 1 and 2 to eventually achieve 3
- More info about SOTR
 - Blue cards are available for purchase to encourage cross class communication. These are available at People's but run out fast.
 - SOTR lobbied for SNAP to cover hot food
 - Sisters serve 200/230 meals per day, majority paying with
- Hopes of this project
 - Raising awareness
 - Ask for participation in monthly meetings
 - Connect with businesses like People's, where community members could be paid in barter cards for work at Farmers Market, or we could accept barter cards for payment
 - If receiving barter cards for payment, would then bill Sisters of the Road
 - Ideally a loop is formed so SOTR does not have to pay out
 - Some businesses are willing to adjust how much are charging in order to make this more accessible
 - Ideally, eventually, businesses will buy into local currency system
- Lewis and Clark has clinics that can offer legal help

WHY THIS PRESENTATION?

- A potential way to provide food affordably at a business like People's
- This is a creative idea. To support ideas like this as an organization, we have to take care of ourselves as a business. As we look forward to the future, keep these things in mind as part of our own solution
- Best time to be an ally is when everyone is benefiting from it. Especially when members of the community are driving these solutions.
- If we as individuals have connections that would help this project expand, let's connect to foster that.
 - This way, we as members of the board can live the values of the Co op

1. 2.0 REPORT

Sponsor: Shawn

Purpose: decide

- Did you read the report? Yes board members read report
- Policy Governance consists of boundaries and desired actions for CM, laws, value based, interest of member owners, etc.
 - Policy Report is where CM says this is what they think board told us, this is what we think, this is what we did
 - Boards job to understand own policy, and read CM and see if theirs is a reasonable interpretation of policy - is there sufficient data to determine if the CM is in compliance with the boards policy
 - If not, did they write a plan for how they're going to comply?
- The board now has opportunity to ask questions to the CM link (Shawn):
 - Is this policy where I would find information about hiring and volunteering processes?
 - This question would be addressed in a different monitoring report, such as "treatment of workers" Shawn is available to talk more about this at another time
- Any concerns with the report as presented? Opportunity to say if you think insufficient data, etc
 - I sense a not wanting to support our older membership (white privileged membership) as CM turns

attention and lens to other communities. How will we be inclusive of everyone, including our current member base?

- Annual meeting, seeing many older white people, honoring that these members have chosen to give a lot to the co op as we also vision who else we can attract
 - Class differences and background can feel really strong on the CM
 - Part of this is accepting ourselves
 - Love this question coming up to work on, this is a great check in spot for this
 - Amy will join Isaac and Jacob to form this into a board discussion within the next 3 months
- Decision: Does the board accept policy as it is written? Yes all board members accept

2. ANNUAL MEETING RECAP & REVIEW

Sponsor: Isaac & Heidi

Purpose: discuss

- Questions were posed in relationship to peoples and long term planning, to see what Member Owners think might need to change, where do priorities lie?
 - Themes received:
 - Collaboration with other co ops, not stepping on their toes
 - Expand what we do - cooking classes, prepared foods
 - Expand message of what we do here
 - “Pop up model” came up a lot, creative thinking
 - Meat free discussion - applying our high standards to selling meet - desire to remain animal product free
 - Increasing accessibility without abandoning values
 - Listening to other voices
- Interesting to be inside, enjoyed, kind of missed festival feel of outside, but appreciated trade off of amenities and reduced stress for staff
- Phyllis great speaker to how difficult things can be, and inspiring and interesting
- Staff presentations were great - Ryan and Ashley stood out. Everyone’s different styles came through
- Leadership brought groups to positive thought and discussion
- Next time, keep record of what member owners present verbally from their groups!
- Great to see what CM and buyers do, understanding ramifications of where our food comes from
- Felt down that may not have got response looking to evoke with question posed. Could the question have been better crafted? Perhaps these responses would have come out anyway. Not an official occasion seeking specific feedback so it was nice to hear member owner speak about what was important to them
- Surprised to hear CM’s focus towards increasing diversity and accessibility in Long Term Planning update. Great to hear alignment between CM’s values and member owner’s values and the direction they wish the co op to go
- Awesome annual meeting - seems like we’re getting somewhere!
- Heard people wanting more opportunities to participate in the LTP process, or have member owner representative/Board representative on the LTP committee
 - CM response: This was part of the original vision and desire for LTP committee. But being it requires 10 hours per week of each person, and to be constantly available, so ended up feeling like committee is most efficient when consisting of managers.
 - Not up to the committee to create content; they gather and organize content from MO’s, board, staff, communities
- Board response: maybe 1 meeting per month including a MO/board member? Some moderated plug in to bring consistency? This would be helpful especially when things really get going.
- Maybe reason for getting same feedback from MO is that we’re telling THEM the same stuff. We are a

couple months away from getting to tell them more information about LTP

- People's owns this land - what impact could we have with the money from the land if we sold?
- Where we've gone past 3 annual meetings: no growth, pet projects.... now people talking about fiscal health of co op. Lot of progress here.
- Tables self selected who sat together, this really drove the conversation had by tables.

3. LTP DISCUSSION

Sponsor: Shawn and Jacob

Purpose: discuss

- This portion of the meeting is closed. CM link and Minuter will remain in order to pass this information on to LTP, and to record minutes in a confidential document separate from public board minutes
- The board always has this option of closing a meeting / section of a meeting to guests
 - Ex. To confidentially discuss information protected by labor laws, financial or legal decisions co op may be in the process of making

MEETING EVALUATION

Celebrate!

- Study + engagement
- New board members! Prepared!
- MO participation
- LTP update
- More hope
- Baby
- Inspiration from Sisters of the Road

Opportunity for change:

- Pot of gold
- Too much Jacob

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

Next meeting agenda brainstorm:

- LTP update + boards role
- DFTA

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)