people's FOOD CO-OP Board Meeting Minutes
Tuesday, June 28, 2016; 5:30-8:30p

Attended by:

Board Members: Jacob, Heidi, Isaac, Dave, Mallory (and Colbie Violet), Lisa, Amy

Member-Owners: Kathy (board candidate), Melissa (board candidate), Teresa (board candidate), Brittany, Naoki

CM: Miles, Kris, Jenna, Padrice, Shawn, Dusty, Sofie

Guests:

Facilitation: Andrea   **Minutes:** Gayle   **Vibes**: Amy, Jenna   **Clean-up**: Heidi, Shawn

Scribe: Amy

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE		COMMITMENT
1	11/24/15	Jacob	7/2016		Jacob will create a process for board members to keep track of the engagement commitments they have made
2	3/22/16	Amy	7/2016		Amy will bring audit report & recommendation for review to BoD
3	3/22/16	Amy, Isaac, Mallory, Josh, Jacob	Ongoing		Amy, Isaac, Mallory, Josh, and Jacob committed to attending MAC engagements at the farmers market.
4	3/22/16	BOD Agenda Planners	6/14/16		The BOD Agenda Planning Committee will schedule 45 minutes to 1 hour on the June agenda for Mallory to present her thesis.
5	3/22/16	Mallory	6/28/16		Mallory will present for 45 minutes to 1 hour on her thesis at the June 28th Board meeting.
6	5/24/16	Heidi, Miles	7/26/16		Update 2.5.1 and 2.5.2 (in policy 2.5) and bring back to board.
7	5/24/16	Dave	6/14/16		Send Amy the final language for policy 2.1 so she can update policy register.
8	5/24/16	Amy	Fall		Set up opportunity to share drinks with Josh.
9	5/24/16	Heidi, Jacob, Isaac	8/23/16		Revise the 4.5 policy and bring back to board.
10	5/24/16	Heidi	Annual meeting		Help Jacob with spoken part.
11	5/24/16	Isaac, Heidi	6/28/16		Help Shawn with planning engagement exercise; Heidi will start email with Sofie.
12	5/24/16	Lisa	6/28/16		Compile results of exercise and distribute (including early

					copy to Gayle for inclusion in minutes). Due: June meeting.
13	6/28/16	Isaac/Mallory	10/16		Look at 4.9 to address how to handle filling board seats vacated mid-term.
14	6/28/16	Heidi/Isaac	7/16		Move forward on annual meeting activity and send next draft to board. Dave will work on draft with them.

DECISIONS:
- Decision: May 2016 meeting minutes approved as revised.
- Decision: Board accepts 2.2 report as submitted.
- Decision: Board appoints Amy as treasurer (while continuing as secretary) until after September elections.

NEW COMMITMENTS:
- Isaac/Mallory: Look at 4.9 to address how to handle filling board seats vacated mid-term. Due in 4 months.
- Heidi/Isaac: Move forward on annual meeting activity and send next draft to board. Dave will work on draft with them.

OPEN FORUM:
Request from guest to post minutes and agenda. Minutes will be posted to website. Agenda is posted outside door.

MINUTES APPROVAL:
Revision: Strike "based on bylaws change" from commitment #14.

Decision: May 2016 meeting minutes approved as revised.

Announcements:
Tomorrow at farmer's market will be a fun time with sundaes, festival stuff. Another one on July 10.

Agenda revision:
Remove #4; discussion that needed to take place before this has not happened yet.

AGENDA ITEMS:

1. 2.2 REPORT
Sponsor: Shawn
Purpose: decide

- Was hoping to hear more about new evaluation procedure. Should it be made easier, shorter?
- Yes, would like to streamline it, make it feel more relevant and easier to do. All CMs are invited to fill it out. Would like to make it feel more engaging, help people feel more invested.
- Mention of a committee/working group to be formed: Would it make sense to have an existing group do it? Don't want to make more work for people.

- Right now there is a personnel team committee (PTC) body that keeps an eye on things. Plan for compliance is to make it even more efficient and reduce PTC body down to maybe 2 or 3 people dedicated to supporting PM in the work. Smaller group would be better. Think it will not make more work, will help things move faster.
- Is it realistic to expect that handbook will ever be in a "final" version?
- Yes, there can be an approved version. It might be a little out of date. Anything that needs to be updated would move through the collective and be updated every 2 or 3 years. In terms of compliance, made it a survey so collective can say how it works. And it will be shorter, some parts separated out. New handbook will be less procedural, not spell everything out--that will be moved to policy wiki. So wiki can be updated all the time and handbook will refer to it. Job descriptions will not be in the handbook. As long as staff feels handbook is useful, we will be in compliance even if we don't update it every year.
- Some things do need to be revised and streamlined, procedural things separated out.

Decision: Board accepts 2.2 report as submitted.

2. POLICY REFLECTION
Sponsor: Shawn/Jacob
Purpose: decide

- Adding working definitions to personnel report would make it clearer. (Informal request.)
- What is CM feedback on how effective this policy is? Do any of the policies impede ability to meet global policy?
- Seems okay, nothing gets in the way or particularly makes it easier. If we're talking about 2.2.1, that seems fine to me.
- Big ask is: Board is committed to doing whatever we can to help keep CM/sub morale up. If there are any requests for changes to make this more supportive, door is open.
- 2.2.1: Appreciate the way this is done and the survey to gather data. Is there a third thing missing: fact-check that handbook is actually in line with expectations of staff?
- It is in there under item A. Personnel policy will be up to date with procedure.

3. BOARD DEVELOPMENT/OPENINGS
Sponsor: Jacob
Purpose: decide

- We have more open seats due to Josh's departure.
- Is Josh's seat replacement for a full term or just remainder of Josh's term? Not clear.
- Need more clear appointment process. What do policy and bylaws say about this? Publicizing 4 seats open. Need to address what term is on 4th seat.
Note: Board cannot change bylaws (must be done as part of election/voting) but can interpret them

Isaac/Mallory: Look at 4.9 to address how to handle filling board seats vacated mid-term. Due in 4 months.

- Vacant position of treasurer: There are only 2 positions that can be held concurrently: secretary and treasurer. Jacob asks that Amy fill in as treasurer until after election. Primarily procedural to fulfill board requirement.
- Does Amy have any concerns? No.

Decision: Board appoints Amy as treasurer (while continuing as secretary) until after September elections.

4. LEAVE OF ABSENCE FOR MALLORY
Sponsor: Jacob
Purpose: decide

<Removed from revised agenda.>

5. ANNUAL MEETING ACTIVITY
Sponsor: Heidi/Isaac
Purpose: discuss

- Isaac & Heidi distributed document with work so far.
- Comments back from Sofie, Justin, and Amy, including: Focus on long term planning, do an exercise about how to position or bring the vision statements forward. Also do something about patronage.
- Any ideas about fun ways to present these things?
- Heidi will keep working on final phrasing. We do want to discuss LTP visions but not open it all up for revision. We have 45 minutes to talk about things and report back to larger group--would rather focus on one or the other.
- I got stuck on qhat are the questions, what is the outcome. LTP discussion makes the most sense, but don't want it to be philosophical visioning. What are we going to do with the information that will help the long term plan?
- One issue that complicates this currently is that vision statements themselves are very much a work in progress, haven't decided what they will be, not sure if they will be done before the meeting. We talked about potential projects, might want to let people add more project ideas. Might not want to focus on vision statements themselves.
- While we may or may not have projects or vision statements done, we will have enough done in draft form to talk about them. Members will want to feel that they have some input, not just have final thing presented to them.
- One comment was that we could take this opportunity to capture input on how we would present vision and plans to larger member ownership. So even if we don't know exactly what it is, we can still plan how to present it when we're ready.
- Had been thinking there was a deadline to have it done by meeting, but this will still work if we approach it that way.
- Warm-up could include: where are the potential sticking points?
- I find that idea exciting, asking people how they want to be communicated with.
- Fear: during last development process, we put some projects on the table and realized afterwards that they weren't working out from a business perspective and had to modify them. Maybe instead of "tell us what you want us to do," we could ask "how do you want us to communicate with you," which would let us fulfill natural business process without conflict or problem.
- I am open to that idea, but need to make it really clear what is happening. A little concerned this might be too abstract and confusing. Might not be able to decide today but can make progress talking about it. Whatever we do needs to be really clear and straightforward.
- I like the idea of presenting specific projects, but we're not at that point. Could ask what people think about them. Maybe we could break it down into themes--ideas that have percolated, getting conversations going about projects without making them rigid.
- Would want to check in with CM on if they actually want input and feedback on communication.
- No matter what we do, we will get feedback about what we're doing and how to do it better. This is always useful, even though we don't always do those things.
- How do MOs want to be kept in the loop with LTP?
- What would we tell them if what they are suggesting is not something we can or want to implement?
- Encourage away from using time to ask how to communicate--kind of vague and not inspired. Most of people who come to these meetings, we are communicating well with already. Would be missed opportunity not to use the time to gather more feedback.

Andrea summarizes so far: Board seems to be leaning more toward talking about LTP, not patronage. Board nods agreement. Also build excitement about possible projects, how to communicate, how to reach more people with that information. Also: how are we going to use this information?

- I was following the thread about the talking points, and it seems to me that they need further development.

People are still asking why we are doing this.
- Other things listed: Do you have any other points of clarifications? And then tie in vision statements with anti-oppression, equal exchange, etc. Tie in growth conversation and how to shape the financial reality and necessity of growth.
- Helpful to talk about this. Rather talk about direction than projects. Talk about how this is linked into our anti-oppression goals. Want to bring member ownership along with us. This is key and wonderful. Growth is a big question for a lot of MO and it would be great to have this conversation.
- CM FYI has great information that goes along with this. Great to bring in the growth theme and start priming people for some of the themes that may be challenging.
- How to make it clear and understandable, what will be challenging for people to understand? We will figure out a clean way to do that simply, then address growth. Will that already be addressed in topics leading up to that? Best if it's not brought up completely cold.
- We will have touched on it in board presentation.
- This sounds good, plan is great, like linking growth and financial side with social goals. Almost getting to education for MO on what we're thinking...missing feedback piece. Want to make sure structure of conversation has room for real feedback.

Heidi/Isaac: Move forward on annual meeting activity and send next draft to board. Dave will work on draft with them.

6. ELECT NEW TREASURER
Sponsor: Jacob
Purpose: decide

<Already done under #3.>

7. AUDIT REPORT
Sponsor: Miles
Purpose: discuss

- Last audit was 5 years ago. Will do it every 4 years going forward.
- Definition of Safe Space Conversation: Sometimes line between governance and operations is blurring. This will be conversational only, no governance decisions. That will be done separately. We have letter from audit, paid for as part of governance duties. We will have conversation now and make space for decisions later.
- There are no material (significant) weaknesses. There are a few deficiencies and other recommendations.
- What does ring statistics mean?
- It means how many times voids, resets, refunds, etc are done at register. Typical way to detect small fraud that happens over and over.
- Were there any things you didn't agree with?
- There are some that are repeats from 5 years ago. They tend to be based on hierarchical structure rather than collective. Might come to same conclusions.
- Anything you found concerning?
- Nothing surprising.
- Anything not currently using that will start using?
- Yes, lots of POS ideas can be used. We are looking at upgrading POS processes. We have a checklist that the two of us put manually into Excel; we could do this more easily and automatically, with third person reviewing, more checks and balances (someone not on finance team, with limited access).
- Are there any outstanding tasks needed from someone on the board, since Josh had been assisting with this?
- No, this was for board to audit finance team.
- Have we used this CPA firm before?
- No, but they do our taxes.

- Opportunity to give them feedback/lessons learned to help them understand us better?
- They tend to learn and do a good job. They understand co-ops in general. But bank reconciliation item could be made more clear to them. They did struggle a little with collective management.
- One of the things they like about us is that we've codified so many of our policies. This is one of the benefits of collective management!
- Difference between audit and review: Review is less thorough; they don't come on site; not verifying as much, asking as many questions. Testing is less thorough.
- Financial review every year? We will have to pay CPAs each year? Yes. Costs $6000 total including the $2000 for taxes.
- Sometimes recommended that review is done even more often, with audit every couple years. We'll do every 4 years, or sooner if significant change in staff, etc.
- Might be worthwhile to add audits/reviews to board calendar to make sure it stays on radar.
- Does board need to officially accept letter? Not at this point. Still have some things to discuss in safe space conversation before making decisions.
- Need to make plan for the safe space conversation? When can finance team report back to board? July or August update.
- In August there will be lots of new people, good time to have this conversation to get them educated.
- Only if make sure they understand it's very operational, not governance. This is before orientation. Might be confusing.
- There is more and more consensus that an early thing to teach is how to have a safe space conversation, then look at governance vs operational. Creates atmosphere of open communication and respect. At the same time, need to preface with good ground work, what a safe space conversation is, small instruction on governance vs operational. It' how we format the conversation.

MEETING EVALUATION

Celebrate!
- Lots of people
- Lots of board candidates
- Baby
- Smooth agenda
- Great audit

Opportunity for change:
- Audit doesn't need so much space

NEXT MEETING: Tuesday, July 26th, 2016, 5:30-8:30

Next meeting agenda brainstorm:
Annual meeting recap/review
What do you want to know about LTP? Send ideas to Shawn.
New board (overview of decision making, policy governance, overview of co-op, overview of process)
National coordinator of DFTA will be here in August
Somebody may be coming from Sisters, other groups, farmers' markets on how to create a barter economy

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)