


peOple's
 FOOD CO-OP Board Meeting Minutes
 Tuesday, May 24, 2016; 5:30-8:30p

Attended by:

Board Members: Isaac, Jacob, Amy, Heidi, Josh, Dave, Lisa B

Member-Owners:

CM: Sofie, Shawn, Lisa M, Miles

Guests: Kathy (board candidate), Melissa (board candidate)

Facilitation: Andrea **Minutes:** Gayle

Vibes: Josh, Heidi

Clean-up: Dave, Lisa, Melissa

Scribe: Shawn

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	3/24/15	Shawn, Jacob	6/2016	Shawn and Jacob will bring the conversation of the board's role in ensuring a happy, safe and well-protected collective management back to the agenda.
2	11/24/15	Jacob	6/2016	Jacob will create a process for board members to keep track of the engagement commitments they have made
3	3/22/16	Josh	6/2016	Josh will bring audit report & recommendation for review to BoD
4	3/22/16	Amy, Isaac, Mallory, Josh, Jacob	Ongoing	Amy, Isaac, Mallory, Josh, and Jacob committed to attending MAC engagements at the farmers market.
5	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.
6	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.
7	4/26/16	Jacob, Lisa	5/27/16	Work to craft talking points. Shawn has input, along with Miles.
8	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.
9	5/24/16	Amy	6/28/16	Update policy register with adopted changes to policy 2.1.
10	5/24/16	Dave	6/14/16	Send Amy the final language for policy 2.1 so she can update policy register.
11	5/24/16	Amy, Sofie	7/26/16	Update new board member packet to make it clear that board orientation is mandatory for all.

12	5/24/16	Amy	Fall	Set up opportunity to share drinks with Josh.
13	5/24/16	Heidi, Jacob, Isaac	8/23/16	Revise the 4.5 policy and bring back to board.
14	5/24/16	Amy	6/28/16	Stay in touch with board regarding how to handle additional openings on board.
15	5/24/16	Heidi	Annual meeting	Help Jacob with spoken part.
16	5/24/16	Isaac, Heidi	6/28/16	Help Shawn with planning engagement exercise; Heidi will start email with Sofie.
17	5/24/16	Jacob	5/25/16	Take on treasurer duties until new treasurer is elected at June meeting.
18	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.

DECISIONS:

April 2016 meeting minutes approved.

Board accepts 2.3 report as amended (changing language from “all” to “most”).

Board accepts 2.5 report as submitted.

Board approves policy 2.1 change option 3 (revision of option 2 to break line 1 into 3 separate lines as noted).

Board accepts Josh’s resignation, effective at the end of the May 2016 board meeting.

NEW COMMITMENTS:

Heidi and Miles will update 2.5.1 and 2.5.2 (in policy 2.5) and bring back to board. Due: July.

Amy will update the policy register with adopted changes to policy 2.1. Due: June meeting.

Dave will send Amy the final language in advance of June meeting so she can update policy register. Due: 6/14/16.

Amy and Sofie will update new board member packet to make it clear that board orientation is mandatory for all. Due: July.

Amy will set up opportunity to share drinks with Josh by the fall. Due: Fall.

Heidi/Jacob/Isaac will revise the 4.5 policy and bring back to board. Due: August meeting.

Amy will stay in touch with board regarding how to handle additional openings on board based on bylaws change. Due: June meeting.

Heidi will help Jacob with spoken part for annual meeting. Due: annual meeting.

Isaac and Heidi will help Shawn with planning engagement exercise; Heidi will start email with Sofie. Due: June meeting.

Jacob will take on treasurer duties until new treasurer is elected at June meeting. Due: 5/25/16.

Lisa will compile results of exercise and distribute (including early copy to Gayle for inclusion in minutes). Due: June meeting.

OPEN FORUM:

N/A

MINUTES APPROVAL:

Decision: April 2016 meeting minutes approved.

Announcements:

Amy might be taking bar exam in July and so might miss July meeting.

AGENDA ITEMS:

1. 2.3 REPORT

Sponsor: Shawn

Purpose: decide

- Clarification suggestion: Change language to say “most” instead of “all.”
- LTP budget: Are there details? Budget has been given to board in the past (labor & expense)--Shawn can resend if requested.

Decision: Board accepts 2.3 report as amended (changing language from “all” to “most”).

- What would process for changing debt-to-equity policy look like?
- We would find out how much money we need to borrow, find out information from other co-ops who have gone into debt for expansions, and make a recommendation to board.
- Policy reflection: Debt-to-equity ratio: Should there be a review of full policy in Long Term Planning?

2. 2.5 REPORT

Sponsor: Shawn

Purpose: decide

No concerns with report as submitted.

Decision: Board accepts 2.5 report as submitted.

- Policy reflection: p 12: Recommendation to change 2.5.1 and 2.5.2. Heidi will work on this with Miles, bring back to board in July.

Heidi and Miles will update 2.5.1 and 2.5.2 (in policy 2.5). Due: July.

- Increase in theft? CM is figuring out laws around stopping people so we can do it in a way that is legal and fair. Consideration of cameras in past but decided that we don't want that in the store. Shawn can find out more.
- This is a really long report; usually each point gets its own report. Would it make sense to split this?
- Report is mostly stable now; out of compliance stuff is mostly from new CM. Report writer does not feel it's too heavy, but willing to split it into 2 parts if this would make it easier to read.
- No need.

3. POLICY 2.1

Sponsor: Isaac & David

Purpose: decide

David and Isaac reviewed with 2 things in mind: 1) last year expressed concern that part of what policy typically covered was not covered and therefore not reported to board, and 2) wondered if policy could be simplified. Presented two options. Hope today to have discussion and decision around these two options to modify policy.

- Was short version based on CBLD template?
- Based on format of template but attempted to maintain the intention of the existing Peoples Policy 2.1.
- Would love to see CBLD template language.
- The CBLD template has the same concepts, spread through 3 different policies.
- Since this has come up for review several times, does anyone have historical memory of what came up before? Underlying factors compelling repeated review?
- From prior years.
- 2.3 treatment of workers, some crossover. Slightly different policy. Less vs more general debate.
- Another thought we had was that there has been a lot of work in revising policies in general; would like to open up discussion to both CM and board.
- As a report writer, with basis of reports that we have, don't mind going with either of these options. If option 2, suggest break apart #1 (new line after "adequate accessibility," another after "informed membership").
- Will make this option 3. Heidi: Like version 3 best--short and simple. Josh too. Lots of head nodding.

Proposal: Change policy 2.1 to version 3 (version 2 with additional breaks as noted).

Decision: Board approves policy 2.1 change option 3 (revision of option 2 to break line 1 into 3 separate lines as noted).

Amy will update the policy register with adopted changes to policy 2.1. Due: June meeting.

Dave will send Amy the final language in advance of June meeting so she can update policy register. Due: 6/14/16.

- Policy reflection: This policy is not to change limits so organization can't do something but in ways that organization can do something. Can we make it easier to report on practice?

4. BOARD COMMITMENT

Sponsor: Josh

Purpose: decide

Josh amended the first paragraph of the Background that was distributed in the meeting packet as follows: "I have reached my limit of missed required Board meetings (August, November, and April) and Board orientation..." Also highlighted #6 in the 4.5 policy.

- Policy says can't miss more than 3 in rolling 12-month period, not calendar year. Also bylaws say can't miss 3 consecutive meetings. We can't change bylaws tonight.
- Are you asking for an exception or a policy change?
- An exception, but also think we could clean this up to clarify what is an excused absence. Josh notes that with all of his absences, he notified president in advance, but chart still says they were not excused.
- Do you feel policy wasn't clear, and this might have affected absences?
- No, would have missed anyway.
- Same question re what makes an absence excused vs not excused. Need better working definition and understanding. Is there a process if someone thinks an absence should be excused?
- What were the past exceptions? Can remember Stasia notifying well in advance and willingness to have a plan. Don't know if we really can have excused absences for required meetings. Just informing president doesn't make it excused.
- The process for getting absence excused is not defined in policy or bylaws. By practice & custom, board has covered excused absence by exactly the process just suggested. Example of excused absence: December meeting needed to be rescheduled, but any date it was set for would mean some people would miss. Attendance has been better since it's in meeting packet and being tracked by board admin. Before that, tracking was not done as well as we would have liked. Tried a secondary commitment chart, but that wasn't ideal.
- I remember one exception: Family illness caused multiple absences for a board member.

- She had missed 3 and was going to miss a fourth. President proactively addressed this and excused it if she wanted to stay, although she ended up leaving. Another example: Someone requested a 3-month leave of absence 4 months in advance.
- Wonder if Josh was asking if extra events (engagements, etc) could be counted as required meetings; my opinion is no. Any additional engagements and events should be tracked, but should not substitute for required meetings.
- We agreed at retreat that we would make effort to have board members go to engagements, so should track them. Board orientation requirement: Went to initial one when first joined board, so didn't expect next one to be required. Did this change?
- 2015 was first year going to all of the orientations was mandatory.
- Makes sense to go to all orientations since things might have changed.
- Is there any way to make sure commitment to orientation is more clear? Didn't know it was mandatory first year; thought it was just for new board members; should be stated that intention is for all members to go each year if that's the case.
- Could say orientation is for all board members--new members joined by current members.

Amy and Sofie will update new board member packet to make it clear that board orientation is mandatory for all. Due: July.

- Maybe further flesh out #5 to make more clear about orientation, CBLD, etc, and remove ambiguity.
- Reason just "training" is used in #5 is foresight that training needs might change. The point that #5 and #6 are fuzzy is well taken. There needs to be work to refine these two items. The issue is: As it stands, Josh is out of compliance per policy. Can we agree that despite Josh being out of compliance, Josh shall remain as a board member? Are we putting any parameters around that?
- Is there a difference for compliance between excused and unexcused absences?
- Not clear. The whole process of "excused" probably predated policy governance; it has only been operating as basically a tradition.
- Would we want to add that one excused absence will not count toward the three absences? Need to figure out what excused means, who is arbiter, and what that means. Doesn't seem fair/clear that all of Josh's absences are unexcused.
- Maybe drop "excused" and just say 3 absences are max, and if exception needed, ask for exception. Recall that when Josh left board before, it was partly in regret around attendance issues; notes pattern, and so cannot support exception.
- I really appreciate Josh's energy and input--he put in a lot of time and energy--but share concern about problematic attendance; it's hard to get someone up to speed with all that's going on. Willing to make an exception for one of the absences with plan for future commitment.
- We meet relatively infrequently; it's important to attend because there is a lot to catch up on when absent. Need commitment. Agree that we need to clarify guidelines, emphasize importance of attendance, and also remember the values behind that. Josh has brought a lot, but if everyone missed a lot of meetings, it would be unworkable.
- I think the current policy of 25% (missing 3 out of 12) is especially lenient. Don't think we need to differentiate excused/unexcused except in case like needing to change regular meeting date.

Andrea, our facilitator, points out: It is okay for board to have conversation without guests (closed session). There was approval for this idea for remainder of discussion. Elected board members only.

<Board went into closed session to discuss Board conduct.>

Decision: Board accepts Josh's resignation, effective at the end of the May 2016 board meeting.

Amy will set up opportunity to share drinks with Josh by the fall. Due: Fall.

Heidi/Jacob/Isaac will revise the 4.5 policy and bring back to board. Due: August meeting.

5. ELECTION UPDATE

Sponsor: Jacob/Amy

Purpose: discuss

Amy sent email to board. Candidates are Jacob, Dave, Melissa, Kathy, and Teresa. Everything is on track; candidates have agreed to attend upcoming events. First meet-the-candidates event is in June, and a new one was added July 10 from 2-4, frozen treat social. (This one is optional for candidates since not originally required.) Great if seated board members can go, too. Other (original) one is June 29 from 2-4 at farmers' market.

- Very helpful to have a seated board member there to answer questions!
- What if we have more openings based on bylaws change?

Amy will stay in touch with board regarding how to handle additional openings on board based on bylaws change. Due: June meeting.

6. ANNUAL MEETING ENGAGEMENT

Sponsor: Jacob

Purpose: discuss

Jacob states: We have an annual meeting coming up. There has been a request that we come up with what our part of that is going to be, both in our presentation to membership and whether we are doing a larger engagement. What I am wondering is, can we get a small group of people who know they will be there who have the bandwidth to work with Shawn et al to come up with how any engagement we do fits in with speaker, how it fits with LTP, etc? Hard to know, since we are in transition phase with the LTP, what info needs to be gathered.

- We will have 10-year vision statements done by then.
- So we could ask, "What excites you the most about this?" in a co-op excitement-building exercise. Traditionally, board chair has had job of giving presentation about member engagement group activity; would be great to have someone help.

Heidi will help Jacob with spoken part for annual meeting. Due: annual meeting.

Isaac and Heidi will help Shawn with planning engagement exercise; Heidi will start email with Sofie. Due: June meeting.

Andrea suggests coming up with framework for engaging the board.

7. THRIVING CO-OP STUDY AND ENGAGEMENT

Sponsor: Lisa

Purpose: discuss

We finally get to talk about it! There was a request to have this visioning rooted in input gathered so far from engagements. So here are the vision statements:

People's is a business that...

- 1) *Uses creative means to provide food access*
- 2) *Collaborates with farmers, farm workers, animals, the land, and others involved in our food systems*
- 3) *Builds community*
- 4) *Is relevant and accessible to many cultures*

5) *Positively influences food quality standards*

Purpose of is that part of board's work is servant leadership. We will focus on 3 of the 10 principles: Foresight, Conceptualization, and Stewardship.

Exercise: On paper, write any words, thoughts, feeling, ideas, re "What could a thriving People's community and culture look like?" Root answers in vision statements. This is a wide-open exercise; can do images as well as ideas; single words; poetry; any way you want to express your reactions, with focus on the word THRIVING.

Lisa will gather papers, look for commonalities, report back.

NOTE: Final minutes will include Lisa's write-up.

Lisa will compile results of exercise and distribute (including early copy to Gayle for inclusion in minutes). Due: June meeting.

MEETING EVALUATION

Celebrate!

- Cool agenda, and went even more smoothly than expected, even though it was full.
- Open, honest BoD
- Pudding
- Policy change approved
- Uncovered weak policies
- Thriving co-op study & exercise was fun
- Andrea reminding re options for board deliberation processes
- Good to have guests

Opportunity for change:

- Saying goodbye to Josh
- Uncovered weak policies

NEXT MEETING: Tuesday, June 28th, 2016, 5:30-8:30

Next meeting agenda brainstorm:

Annual meeting exercise

Monitoring report: treatment of workers

Audit report

Followup on board's plan to act regarding number of openings

Elect new treasurer

Jacob will take on treasurer duties until new treasurer is elected at June meeting. Due: 5/25/16.

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)