


peoPle's
 FOOD CO-OP **Board Meeting Minutes**
Tuesday, August 22, 2017; 5:30-8:30 pm

Attended by:

Board Members: Naoki, Teresa, Dave, Jenna, Lisa, Kathy, Jacob, Amy (outgoing)

CM: Rachel, Anthony, Annie, Sofie

Member-Owners: Susan, Lindy, Chris,

Guests:

Facilitation: Andrea **Minutes:** Gayle **Vibes:** Teresa, Dave **Clean-up:** Anthony, Naoki **Scribe:** Kathy

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	11/24/15	Jacob, Isaac	9/17	Jacob will create a process for board members to keep track of the engagement commitments they have made.
2	3/22/16	Amy, Isaac, Jacob	Ongoing	Amy, Isaac, Mallory, Josh , and Jacob committed to attending MAC engagements at the farmers market.
3	9/27/16	Dave	9/17	Dave will bring study & engagement on ethics of development.
4	11/15/16	Dave, Lisa	10/17	Dave and Isaac -Lisa will discuss and present something about possible trainings for Board and CM on how to triage/de-escalate difficult interactions by March 2017. (Include what is most critical and what is more aspirational.)
5	2/28/17	Teresa, Lisa, Kathy	9/17	Bring back further reflections on 2.1 (action response plan and restorative justice model) by June. Lisa and Kathy will bring Urgent Response Policy agenda item in August.
6	3/28/17	Jacob, Shawn, Rachel	9/17	Jacob, Shawn, and Rachel will create an agenda item regarding global policy 2.8.
7	4/25/17	Teresa	TBD	Teresa will attend next patriarchy & oppression followup meeting and will include any input from board. (If anyone has any input on accessibility to board, please let her know.)
8	4/25/17	Teresa	9/17	Teresa will read through policy & bylaws to find out if process of board only talking to CM through CM Link is specified and if any changes need to be made there.
9	6/27/17	Kathy	ongoing	Kathy will be Shawn's point of contact for

				consultations with lawyer on drafting change to articles of incorporation.
10	6/27/17	Jacob, Rachel	8/17	Jacob and Rachel will take orientation pluses/deltas and sketch out how next board orientation will work, ask people to take sections on.
11	6/27/17	Gayle	ongoing	Gayle will send out agenda request reminders a week after meeting and a day before planning meeting.
12	7/25/17	Isaac, Teresa	9/17	Isaac will bring a discussion of Global Policy to the August Board meeting with Teresa's assistance.
13	8/22/17	Lisa	9/17	Lisa will follow up with Chris about making a new process that is democratic, inclusive, and open.
14	8/22/17	Lisa	8/23/17	Lisa will come to the meeting tomorrow night with NCG DC and LTTPC.
15	8/22/17	Shawn	9/17	Shawn will email board to respond to the question of the financial indicator for considering using NCG DC.
16	8/22/17	Amy	9/17	Amy will amend the bylaws policy register with the Option 1 language approved by the board tonight and update the bylaws as approved by the member-owners.

DECISIONS:

- **July 2017 meeting minutes approved (2 abstentions).**
- **Board accepts Policy 2.3 as written.**
- **Board approves the Elections Committee policy language as in Option 1.**

NEW COMMITMENTS:

Lisa will follow up with Chris about making a new process that is democratic, inclusive, and open.

Lisa will come to the meeting tomorrow night with NCG DC and LTTPC.

Shawn will email board to respond to the question of the financial indicator for considering using NCG DC.

Amy will amend the bylaws policy register with the Option 1 language approved by the board tonight and update the bylaws as approved by the member-owners.

OPEN FORUM:

- What I would like to see come out of this meeting is a new process that is democratic, inclusive, and open.

Lisa will follow up with Chris about making a new process that is democratic, inclusive, and open.

AGENDA REVISIONS:

- NCG Development Cooperative (DC) is not coming tonight, so a revised agenda was distributed which included time for a discussion of question development for the NCG DC as well as an LTTPC update on member-owner engagement events and plans.

- During the meeting, review of Grass/Roots article was dropped from the agenda to make more time to discuss LTPC update.

MINUTES APPROVAL:

Decision: July 2017 meeting minutes approved, with 2 abstentions.

ANNOUNCEMENTS:

- Farm tour will be on bicycle! Please come! It will be fun! Please register!

REVISION NOTE: Information updated since the draft version of these minutes is highlighted.

AGENDA ITEMS:

1. Welcome

Sponsor: Jacob/Kathy

Purpose: discuss

- Thank you, new board members! As of this month, you have full rights as board members (block, stand aside, etc).
- Orientation is next month.
- Thank you especially for stepping in so fully in this past challenging month.

2. NCG Development Cooperative--Question Development

Sponsor: Shawn

Purpose: discuss

- We are considering using NCG DC to help with plans as we move forward. They are not here tonight but will be tomorrow. Lisa will come to the meeting with them and LTPC.
- Scope of meeting: They will introduce what their scope of work will be, meet the group, answer questions, talk about what would working together look like.
- Steering Team Coordinator Body (STCB) will decide on Thursday whether or not to go with NCG Development Group.
- Was this always part of the plan?
 - No, we didn't know about it 2 years ago, but advice from other coops was that it would be a wise thing to do.
- What is decision being made on Thursday?
 - Whether or not to engage in a contract with them.
- What would happen if/when we don't take their advice?
- What opinion does NCG have on the products we would carry?
 - They will not dictate this at all. They might have some recommendations, but they will have no say in our buying practices.
- What experience do they have with co-ops like People's, especially with things like cooperative management and compassionate community?
 - There are not many with cooperative management, but it might not matter. A lot of co-ops have the same compassionate concerns that we have, so they are familiar with that. They are familiar with a lot of co-op issues.
- What is STCB?

- One person from each of our 6 teams plus Shawn. They ensure the co-op has a vision and is moving forward on it.
- NCG says that we would need a project manager to work with them, and we do plan to have one. Not yet filled.
- What is the financial indicator?
 - We are veering off NCG DC questions topic; Shawn will email board to respond to the question of the financial indicator for considering using NCG DC.
- Can they refer us to another co-op or another organization if they are not able to answer our questions?
 - There's nothing about what we're talking about that would require that expertise. But we are looking into using a different organization to help us think through issues in possible structure change. (We will still be collectively managed!)
- What is the timeline? Right now we are doing MO engagements, and potentially might start contracting with NCG DC? Worried about message this sends to membership. Was this in the plan? Was it always planned that there would be member engagements in September but at the same time working with NCG DC?
 - No, the member engagements were added in response to MO feedback about expansion and was not part of the original plan.
- Does the contact with the DC that we are considering necessitate that we would be relocating?
 - NO! There are different price options in the contract based on what we decide in the member engagements.
- The contract would be \$165-180K.
- Contract would not lock us into deciding second store vs expansion.
- Board members, if you have any burning questions to ask them, get them to Lisa before 2 pm tomorrow!

Lisa will come to the meeting tomorrow night with NCG DC and LTPC.

Shawn will email board to respond to the question of the financial indicator for considering using NCG DC.

3. LTPC Update on Member-Owner Engagement Events & Plans

Sponsor: LTPC

Purpose: learn & discuss

- In light of the special board meeting earlier this month and the engagement that board and CM have had with MOs, and the input we've gotten around that, we are asking LTPC to talk to us tonight about how they are altering their decision-making process.
- LTPC distributed a process map detailed draft and Synthesis Committee Charter. (Not included here, since they are unapproved drafts so far.)
- The general idea is that we will have community forums and MO feedback sessions.
 - After all of those are complete, a Synthesis Committee (made up of 4 MOs, 2 board members, 2 CM, and 2 from LTPC) will synthesize the MO feedback to form the MO RECOMMENDATION regarding expansion (second store vs larger store).
 - Meanwhile, the LTPC will make a recommendation integrating MO feedback with FEASIBILITY (operational, financial, member support, and market).
 - Finally, the CM will take these two recommendations and decide on a recommendation on expansion direction or more process.
- First community forum is this Sunday, right here, 6-8 pm. Another in October. Also 4 feedback sessions.
- In the most recent CM meeting, CM asked for more opportunity to talk with MOs, so these events (2 community forums and 4 feedback sessions) are to do more of that and also to provide the collective with more information.
 - Community forums are to provide more information and framing: Where we are, how we got

here, long term plan story, respond to questions and feedback.

- Feedback sessions (or focus groups) are for MOs to give more feedback about decisions, more time to talk in-depth, what growth means for People's, etc.
- The last community forum will summarize what came up in the feedback sessions.
- From there, we will have Synthesis Committee.
- Note that the detailed process map is a DRAFT and has not been approved by CM yet; not final yet, and will likely undergo more changes.
- Original thought was that the whole LTPC would be on this Synthesis Committee, but then decided it would be better to have this committee be focused on **M/O RECOMMENDATIONS**, and let LTPC focus on **FEASIBILITY**. Then both committee's recommendations would go to CM, who would make decision on how to respond to the recommendations. Project and Process are both things that Synthesizing Committee and LTPC would be looking at.
- How do the Synthesis Committee and LTPC synthesize their recommendations?
 - They are separate. Want to be able to have separate groups focus on separate main perspectives (MO recommendations and feasibility).
- What is timeline for the outcome?
 - It's TBD. It depends on what the Synthesis Committee and LTPC recommend and how the CM decides to respond.
 - Synthesis Committee will meet until they have a recommendation. They will probably meet 1 to 4 times (once a week). Maybe November? Challenging since busy time with Thanksgiving.
 - So yes, it is probably at least 3 months out, but it seems about right to have that time to put the pieces together.
 - CM will be looking at both Process and Project.
 - If the decision is that we need further process with the community in order to create a plan, that would be the next step, with the intention of doing what's needed in order to select a long-term project.
 - If there is sufficient info, research, and community support for the CM to continue on a long-term project, there will be more engagements to discuss this information with the community. There should also be an idea session where Member-Owners and the community offer ideas for the chosen project.
- How will they go about the work of synthesizing?
 - Reading a lot of minutes, going through lot of notes. Meetings will be facilitated by an outside facilitator to help keep things moving smoothly.
- Is the idea for everyone on the committee to also attend as many forums/feedback sessions as possible?
 - Yes.
- Will it be clear that we are only talking about 2 options? Will there will be room to consider other options: Should we grow this current location? Should we not grow at all?
 - Community forum will provide info about this and provide space for questions and feedback about each part. Feedback sessions will be focused on these two options but will make space for people to raise other models.
- When will the Synthesis Committee be formed?
 - October, after feedback sessions and forums are over. David Osborne will help with nomination and facilitation process for the feedback sessions/focus groups.
- Board: can we organize ourselves so we spread out coverage of attending all the sessions?
 - Idea was for the same 2 board members to go to all of the feedback sessions. Everyone is welcome to the community forums.
- Is this timeline really feasible, to get that many people to be available to come to a meeting once a week as well as feedback sessions and forums?
 - Want to have robust member participation in this, and sense of responsibility to make sure that what comes out of the process is not disconnected to what we can feasibly achieve.
 - Open to feedback about this. It is a lot of time for a lot of people to commit to, but we want to

do our best to address it in a timely fashion.

- I share the concern that we will find it hard to get 10 people in a room together 4 times in November. We're hoping it would be October....
- Are there other ideas for how we can do this in a more reasonable way, and still get all the information we want?
- Facilitator says: We are running out of time on this agenda item. Does board want to adjust agenda? Yes, we will drop the grassroots discussion and add 20 minutes.
- I like this plan, just think it should be spread out over more time.
- Maybe should have 5 MOs to make sure there will be adequate MO voice at every single meeting and still have flexibility for someone to miss a meeting?
 - But where would that fifth person come from, since we are getting one from each of the 4 feedback groups? Maybe have a 2-person team from each group? Then there would be better assurance that each group would have at least one representative at each meeting.
 - We do need members who are willing to engage. And task is to synthesize all of the feedback from all of the groups.
- Reminder that we have already spent tens of thousands of dollars in staff hours working on this. Heartache, labor, capacity, etc. Fiscal reminder for the board that wrapping it up in less time is beneficial.
- I would think and hope that if we find that we need to alter the process or timeline for significant reasons, we could change course.
 - We will. There are allowances for that.
 - Part of the Synthesis Committee charter is if there is a need for shift in plans, they would raise that.
- Does NCG DC know that we are adding more member engagement than we originally anticipated?
 - We will be talking about it with them tomorrow. There will still be plenty to do.
- I applaud the process of developing a democratic process, but it still doesn't quite feel democratic enough...maybe the Synthesis Committee should be involved in final decision, not just CM. Also not quite comfortable with how Synthesis Committee is being chosen. But it's better than it was.
- So are the 2 options the only 2 options that will be decided amongst?
 - Depends on what comes out of feedback groups.
 - It's not so much that the power is with the CM (rather than board)--just that they are responsible to carry out the decisions.
- What I heard in there was borderline blocking concern. What would help make Synthesis Committee member selection feel more democratic?
 - Aiming for 20 people in each feedback group; in last 10 minutes of meeting, either randomly select people from that meeting or give people opportunity to nominate others to be representatives for that group in the Synthesis Committee. Please let us know if this doesn't sound good. Can't fix it if we don't know what's wrong with it.
 - I would still like to see more representation from MOs.
- If Synthesis Committee thinks process needs to be tweaked, they can raise the issue.
- Board still has to sign off on any leasing or buying property, getting loans, etc.
- The way board delegates a lot of decision power to CM is to provide checks and balances to make us ultimately stronger and more democratic.
- There will be a lot of detail about policy governance at board orientation. Approval of debt loans and property contracts are part of it.
- Policy 2.4, Planning and Budgeting, is where the board lets the CM know how the planning process should look.
- What if board wants to reject CM decision after they've put all this work into it?
 - There will not be that big a lag in communication!
 - Board always has ability to ask CM to provide additional information, reports, etc. If you feel like you're not getting the information you need, ask for it. If you've delegated a decision and you no longer feel comfortable with the delegation, talk about it.

- This is all being done within the current decision-making that the co-op has been using all along. This is not an attempt to put power into the CM's hands to control what they will. Right now (as of before we have those feedback sessions), it feels like this is a good democratic process map for the benefit of the co-op.
- Current schedule:
 - Community Forum
 - Sunday, 8/27, 6-8 pm
 - Feedback Sessions
 - Wednesday, 9/6, 6-9 pm
 - Tuesday, 9/12, 6-9 pm
 - Sunday, 9/24, 6-9 pm
 - Saturday, 10/7, 12-3 pm
 - Community Forum
 - Wednesday, 10/18, 6:30-8:30 pm

4. BOD Orientation Planning

Sponsor: Jacob/Rachel

Purpose: plan & discuss

- Orientation will be Sunday, Sept 10, 10:30-4:30 in this room.
- Have new board members been contacted about food restrictions?
 - Yes.
 - Good! There will be food.
- We originally planned on having an agenda 2 weeks ago, but this month has been atypical. We will do a deep dive into policy governance, **board goals**, and a bit of overview on how the CM is structured, who to contact for what, etc.
- Please read the bylaws and the policy register before that date (even though it might make your head hurt).
- Come prepared to engage in active dialogue!
- This is also where you sign your non-conflict of interest statement. Think about anything in your outside life that might be a conflict of interest. This gets published openly. If not sure if something is a conflict, give Jacob a jingle.
- More binder documentation will be distributed a week before the orientation.

5. 2.3 Policy Report: Financial Conditions & Activities

Sponsor: Rachel

Purpose: DECIDE

- Is board prepared to act? Yes!
- Any questions or concerns?
- Question: When reviewing policy, is there usually more context? Would like to see more data on some of the statements.
 - Board orientation should help make reading these things more sense.
 - If there are concerns with a report as written, board could theoretically choose not to approve it and send it back. Or more often just accept it but then follow up with more questions, etc.
 - Disagree: if you don't have the information you need to make a good decision, you do not have to accept the report.
 - Caveat on that: if you ever feel you don't have enough information, yes, we can decline to approve, but we first need to see if the report was answering the questions we were asking in the policy but the policy itself needs to change, in which case we should accept the report but rewrite

the policy so that next time it's right.

- So do you have the information you need to act on this report?
 - Yes, it looks like CM is in alignment with policy, but maybe policy should be more clear.
- Question re debt to equity ratio: for future decision, would like to request if we were to raise the debt/equity limit, what would a healthy ratio be?
 - Miles can give more information about this.
 - Low cap to equity is one of those places where CM would have to come to board to get approval.
- Does board accept policy as written?
 - YES.
- Do you need to consider revising policy to get better information?
- Policy reflection?
- If you have a pressing question, please write it down and bring it to orientation.

Board accepts Policy 2.3 as written.

6. Elections Committee Policy Review

Sponsor: Heidi/Teresa

Purpose: DECIDE

- Discussed terms and what to do if someone vacates position prior to term end. Proposed 2-year terms, and that we do appoint someone to any vacated position midterm.
- Any questions about the proposal of 2-year terms / appointing vacated position midterm?
- Any opinions on where this policy should live?
- Two options were submitted for discussion, with the difference being where in the EC Policy document the new language would live.
- Option 1 is written in "correct" policy format, but it is not necessarily better than the other.
- I like #1. That's what I lean towards,
- Any objections to #1?
 - No.
- Proposal is to add #1. Any discussion?
- New board has adopted its first new policy!
- Amy will amend the policy register with the language approved by the board tonight and update the bylaws as approved by the member-owners.

Board approves the Elections Committee policy language as in Option 1.

Amy will amend the bylaws policy register with the Option 1 language approved by the board tonight and update the bylaws as approved by the member-owners.

7. Review Grass/Roots Article on NV Shares

Sponsor: Lisa

Purpose: discuss

- This item was postponed. We will talk about Grass/Roots articles in general next time. There will be no article on NV shares in the next issue of Grass/Roots; the timing is not right.

8. Thanks and Farewells

Sponsor: Jacob/Kathy

Purpose: discuss

- Thank you to our three new board members: Jenna, Jenny, and Naoki!
- Jacob shared eloquent stories about our departing board members, Amy and Heidi. Thank you, Amy and Heidi, for your excellent service and leadership!

MEETING EVALUATION

Celebrate!

- New official board members!
- Eloquent appreciation of departing members!
- Development of Synthesis Committee!

Opportunity for change:

- It feels weird to be in a room with MOs and not be able to hear from them.

NEXT MEETING: Tuesday, September 26, 2017, 5:30-8:30 pm

Next meeting agenda brainstorm:

- Officer elections
- Grassroots articles
- Global policy potential language
- LTPC updates
- Board Urgent Response Policy

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)