



## Board Meeting Minutes

### Tuesday, January 23rd, 2018; 5:30-8:30 pm

**Attended by:**

Board Members: Naoki, Jenna, Dave, Jacob, Isaac, Jenny, Kathy

CM: Rachel, Sofie, Kathryn

Member-Owners: Peter Siracusa, Christopher Kirschbaum, Daniel Amoni, Mark Leece, Chris Eykamp, Lisa Bogar

Guests: Missy (Facilitator Shadowing)

**Facilitation:** Andrea **Minutes:** Sofie **Vibes:** Jacob, Dave **Clean-up:** Isaac, Kathy **Scribe:** Jenny

**COMMITMENTS:**

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	11/15/16	Dave, Lisa	3/18	Dave and <del>Isaac</del> -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.)
2	2/28/17	<del>Teresa</del> , Lisa, Kathy	1/18	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.
3	4/25/17	<del>Teresa</del> -Lisa	1/18	<del>Teresa</del> -Lisa 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.
4	9/26/17	Jacob, <del>Teresa</del> , Kathy	2/18	Develop a proposal for Board Policy Change re. Report Calendar.
5	9/26/17	Naoki, Isaac, Kathy	3/18	Review current policies and develop a proposal for updates to guide board response to email communications.
6	10/24/17	Rachel	2/18	Rachel will ask Padrice to respond to Jacob's question re: how confident CM is of compensation and benefits metrics.
7	10/24/17	Lisa, Jenna	1/18	Lisa and Jenna will draft questions for the lawyer, circulate them to the board for feedback, then pass along to CM.

9	10/24/17	Lisa	1/18	Lisa will update MOs who had questions about the issue of sharing financial information with where we are with this issue.
10	11/28/17	Rachel	2/18	Rachel will add trends data to next 2.3 report.
11	11/28/17	Lisa	1/18	Lisa will send info about potential board candidates to the board in the next 3 weeks.
12	11/28/17	Isaac	2/18	Isaac will work on evaluating Policy 2.5 for board authority and suggest any needed changes.
13	11/28/17	Lisa, Dave	2/18	Lisa and Dave will work on evaluating Policy 2.3 and 2.4 for board authority and suggest any needed changes.
14	1/2/18	Sofie	1/18	Sofie will put agenda on website.
15	1/2/18	Naoki	3/18	Naoki will look more into 2.1.2 and suggest alternate wording.
16	1/2/18	Rachel	3/18	Rachel will resubmit 2.1 report by March.
17	1/2/18	Jacob	3/18	Jacob will bring back definition of “trade secret” at the March meeting.
18	1/23/18	Kathy	2/13/18	Kathy will look at Lisa’s Board commitments and will figure out how best to redistribute the work by the next Board agenda planning meeting February 13th.
19	1/23/18	Jenna	1/30/18	Jenna will send out a Doodle poll to schedule a few times when Board members will get together to go over the Ends report by January 30 <sup>th</sup> .
20	1/23/18	Jenny	2/18	Jenny will follow up with Mark.
21	1/23/18	Jenny	2/18	Jenny will follow up with Peter.
22	1/23/18	ALL	2/6/18	Board members will fill out the skills inventory by Tuesday, February 6 <sup>th</sup> before 5 pm.
23	1/23/18	Jacob, Rachel	2/18	Jacob and Rachel will support the new CM elected Board Member and provide appropriate orientation.
24	1/23/18	Jenny	2/18	Jenny O will write to the Board to come up with a set of guidelines about how to summarize monitoring reports in non-confidential executive summaries that can be shared with Member-Owners by the next Board meeting. These will be shared with the CM as part of a request that CM write executive summaries for monitoring reports that can be shared.

## **DECISIONS:**

- **The Board accepts the submitted calendar.**
- **Board accepts “December” minutes as submitted.**

## **NEW COMMITMENTS:**

- Kathy will look at Lisa’s Board commitments and will figure out how best to redistribute the work by the next Board agenda planning meeting February 13th.
- Jenna will send out a Doodle poll to schedule a few times when Board members will get together to go over the Ends report by January 30<sup>th</sup>.
- Jenny will follow up with Mark.
- Jenny will follow up with Peter.
- Board members will fill out the skills inventory by Tuesday, February 6<sup>th</sup> before 5 pm.
- Jacob and Rachel will support the new CM elected Board Member and provide appropriate orientation.
- Jenny O will write to the Board to come up with a set of guidelines about how to summarize monitoring reports in nonconfidential executive summaries that can be shared with Member-Owners by the next Board meeting. These will be shared with the CM as part of a request that CM write executive summaries for monitoring reports that can be shared.

## **OPEN FORUM:**

- Mark Leece: This is a partial packet? Appreciate people hearing the request for more transparency. The last few meetings haven’t been posted online. The agenda was not found on the website. It would be useful for the folks that spend time coming to meetings to have that available but I appreciate the response. Thank you. (Jenny will follow up with Mark)
- Chris Eykamp: I have been wrapped up in long-term planning issues. I would like to ask you to keep in mind what happened in the last six months in this process and what it is that... It wasn’t just a bad PR issue. The reason that people were unhappy had to do with lack of agency in decision making. And I would like to request that you be more inclusive of the entire community.
- Lisa Bogar: It was truly an honor and pleasure to serve on the Board. I didn’t know it would end this way.
- Peter Siracusa: The LTPC has no general membership elected representative. Board members haven’t been in attendance of the meetings, so my elected representation isn’t involved to a degree that I would like to see. It isn’t clear that the Board is reading the LTPC minutes. I would like to see at least one Board member take that on. I would like to be more engaged in what is happening and the Board is my conduit to do that. The LTPC has been expensive (emergency meetings, consultants, etc). We have an expensive process. Could we improve on it? If the Board anchored an open committee that coordinated between the LTPC. 1-2 Board members. Maybe we have to grow the Board so there is more Board to do the work. Coordinating with a few Board members and a few elder Member-Owners. We wouldn’t need that expensive process, and we would be in line with our Ends. (Jenny will follow up with Peter)

## **AGENDA REVISIONS:**

- Item 7 is Jacob
- Item 1’s purpose is to decide

## **MINUTES APPROVAL:**

- **Decision: Board accepts “December” minutes as submitted.**

## AGENDA ITEMS:

### 1. 2018 Monitoring Report Calendar

Sponsor: Rachel

Purpose: Decide

- There are no questions or concerns about the submitted calendar.
- **The Board accepts the submitted calendar.**
- The Board pulled this out of policy so that it is decided on every year to ensure that it is current.
- At about the same time this got pulled out of policy, it was in part because it was calling for some monitoring reports to be on a more frequent schedule.
- Policy reflection: The ability to adjust the calendar for policy reports is in the Board's hands. The Board should look at long-term trends to determine if reporting needs to happen more frequently. When another Board doubled their staff, they had reports about treatment of staff three times per year to ensure that they were keeping up with their policy.

### 2. Elections Committee Update

Sponsor: Naoki

Purpose: discuss

- The Elections Committee met for the first time on October 5<sup>th</sup>, and has met monthly since then. We've been working on selecting an online voting platform, which we have chosen for the next elections. We were doing some research about preferred shares, and we decided because where the LTP is that isn't a priority. Now we are focusing on the current election, which means that at the next meeting we are going to draft an article for the April Grassroots and start the whole process. At the next Board meeting I'll show you the timeline, but for now we have been asking ourselves what makes a good director. Today, I would love for us to discuss if the skills on the skills inventory reflect what a Board should have. The goal should not be to have everyone have very high strategic thinking, but is it important that the Board has those skills? And are there any skills missing?
- There are five keys, which intentionally aren't numbers so that it doesn't feel like a grade. The goal is that once we complete a skills inventory, the Elections Committee can identify which skills we are losing as directors leave the Board and can look for particular skills within our ownership as we look for new candidates.
- Good job, Committee, for putting this much thought into something like this and putting concrete thinking behind what the Board needs.
- If we were to use this as a matrix of self-evaluation or helping candidates evaluate, having real bullet point examples of what it looks like to be at each level (so that we have a common definition) would make it easier to assess skills.
  - A skill that could be supportive here specifically is the Collective-based operations. Not every member would need that, but it would be really powerful to have that on the Board going forward.
- It's hard to make a strong argument against any of these qualities. This chart is pretty strong.
- As a commitment, it would be useful to have Board members fill this out. We tried to address what the keys mean, but in the limited time it was impossible, and we probably won't have time to address that.
  - If the Board could commit to filling out the online form by next morning (or on paper) that can inform the next Elections Committee meeting so that we can start looking for new Board members.

Board members will fill out the skills inventory by Tuesday, February 6<sup>th</sup> before 5 pm.

### 3. Board Appointment

Sponsor: Kathy

Purpose: discuss

- We are sadly now down to 7 directors. We've talked at the last few meetings to appoint a director to fill in until the next elections. The possible sticking point is that Lisa thought that she would have the bandwidth to train that person. So, should we consider appointing someone?
- One of the Board Directors will be appointed by the Collective Management, hopefully by the February Board meeting.
- I think we should appoint someone and I would be willing to coordinate with Lisa to check in with the person that she has already been in touch with.
- A contingent yes, only if it is the person that is semi-qualified and interested.
- I do not think that we should appoint someone. Should the Board choose to appoint them, Jacob could do some orientation.
  - Rachel Markley could help, too.
  - We are rolling into the election season, and one of the first things a new appointee will have to do is to dig into the Ends Report. The next few months and the pace of spring and summer can be fast and having a slightly smaller board could be more effective if we aren't trying to also get someone up to speed. We have done it before, though.
- It could also be an appointment through the following year, so it wouldn't have to be a very short term. That is something that I would want to check in with this person about, because putting energy into a lot of training would only be worth it if it was a longer term.
- As long as other Board members think they can onboard someone, great. But I doubt that we have the capacity to do that, especially when we are focusing on becoming a strong entity. I like the idea, but the timing seems challenging.
- I would probably only support an appointment if we were to go for the remainder of Teresa's term and if the person had such a skill set that we would want and need them!
- It sounds like there is interest in a longer appointment but Jenny will need to check in with the possible candidate to see if they are interested in finishing out Teresa's term.
- Would it then be a normal process for us to meet this person before we appoint them?
  - Yes. The Board would agree to an appointment, and then the Board would decide on a specific appointment.
  - You could make the decisions at the same meeting. But that's practice rather than policy.
- The way that the Board can elect someone, is that in the Bylaws?
  - Appointment authority is Oregon law. Section 62!
    - Is there anything that we should be aware of?
    - Bylaw 4.9 (which may not be in line with state law) says that the Board appointments will be filled until the next election.
    - We've asked people in the past to commit to running if they are appointed.
      - They would have to run in the next election.
    - Oregon law 62.280 Section 7 stipulates that a director elected by the Board to fulfill a vacancy will fulfill the term of the vacated director.
      - We will need to ask the lawyer about an opinion on that. The state law will likely win. We should include this on our next bylaws update, which has to go to a member vote.
- Knowing that changes my interest. To get them all on board and then have them possibly not continue seems like a lot of work.
  - A lot of general agreement and head nodding.

Jacob and Rachel will support the new CM elected Board Member and provide appropriate orientation.

#### **4. Non-Confidential Packets: Decision Process**

Sponsor: Kathy

Purpose: discuss

- We realized we don't have strong opinions about what is and isn't confidential in the board packets. We would like to make a general decision about what does and doesn't go into packets.
- We should ask Andrea, who says monitoring reports should not go in, but in the last meeting we suggested that they could.
- Andrea suggested that this came back to the Board. In the last agenda planning meeting, a small group was deciding what was and wasn't confidential, which did not feel transparent or in the spirit of the Board's decision at the last meeting. People supporting the Board's role (but that aren't elected by the Member-Owners) shouldn't be the ones making the decisions about the Board's transparency.
- If we run into something during the agenda planning meetings, that would come to the following the Board meeting.
- At the last meeting, I thought it was personnel issues, legal issues, trade secrets.
  - A lot of the monitoring reports don't seem confidential, but at any time one of them could have something that should be confidential. We don't want to have to scan each one every time but have some general rules.
- Are you saying that the Board should decide for each report whether there will be something that is confidential in each of them? Are there reports that will always be confidential?
  - No! But that could be a good idea.
  - Some of them might be likely to be confidential, but some of them might never be confidential.
  - But each report can be different from the last one, and it's unclear how to get around having to scan them at every meeting.
  - But we could make all of the monitoring reports confidential, because doing the work of scanning them to see if they are confidential is a lot of work and complicated.
    - But Member-Owners expressed that this is something that they wanted.
    - There is federal regulation about what is confidential business information. It is in line with what we were talking about last meeting. In a previous organization that I worked for, a footer was inserted in every document that was confidential. That would be more work and training operationally, but less work than scanning the documents every month.
  - Going over this list, it seems like the Ends report will have a lot of financial information. Looking at them, it seems like they would have a lot of trade secrets, personnel information, and legal information. That is one argument for saying that these are not public, though I appreciate the support for as much transparency as possible. I want to support that, but many of these will end up not being part of the packets.
- Regardless of where we end up, any report that includes comparatives with any of our partners (NCG, etc) have to be confidential because of contractual agreements. We wouldn't want to lose that comparison just so that we could share the reports publicly (because that would make them pretty useless).
- How can the Board answer Member-Owners questions? The CM is giving the Board a lot of information here. The Board can control what is getting reported to them. If you don't have the information that you need to respond to Member-Owners, you can ask for more information. By making all of these monitoring reports, which will in large part fall in a confidential category, public removes a link between the Collective and the Board. The reports are pretty raw. Part of the Board's work is to diplomatically share information with the Member-Owners, but don't shy away from the interpretive work that happens between these reports and sharing with Member-Owners.
  - I understand the part of policy governance where we are elected and then receive confidential information. But at the same time it challenges my idea of what a democratic organization looks like. How can we expect members that come to the Board meetings to challenge the way that the

Board is reading the information if they don't have access to the information? How can we have an informed membership without sharing that?

- Can the Board create an executive summary? Can there be a digest that protects workers? It is a high exposure job that is in service to hundreds or thousands of people. There has been a lack of information to Member-Owners and I want to facilitate an understanding, but it might be a little lazy to just dish out the report the way that it is. There might be a step that is missing from our process as it stands, and there might be a way to implement that.
  - That's a really good idea.
- In most organizations, in most cooperatives except those that have direct democracy structures, this information is confidential. Every single report has the names of the people who wrote the report signed to it. Personnel issues are built in. I have seen it happen where an executive summary cover sheet was prepared that summarized the information and named broad trends in general terms – the key aspects that the writers of the report want you to take away. Those executive summaries have been shared and put into circulation.
  - Often this is prepared by the person that prepared the reports.
  - To some extent, that would address the concern about the Board being able to be questioned by the membership.
  - It might be more efficient for the CM to do it, but it would give the Board an opportunity to create content that would share a Board voice with the membership.
  - Linkage to the membership really strikes me as an aspect of policy governance. What tools do we have to do that? How can we have a voice to explain things to the membership? This might be a place to do that.
  - While I am in favor of the Board developing the voice and more engagement with the Member-Owners, there have been a lot of requests for extensions from the CM. It is also not a reasonable timeline to have the Board write the executive summary.
  - The CM could write it, and it could come out with the minutes with more content from the Board.
  - When we do the job description of the CM elected Board member, this might be an interesting job to delegate to that person. There will be a period of trial and error to get the flow of information right.
- There is a direction here towards requesting an executive summary from the Collective Management for each monitoring report that could be shared with Member-Owners. Generally, when the Board wants something included in the packet, the Board makes the decision to do that. It should also come with a timeline for implementation. Are there any other key things that should fit into this drafty proposal?
  - The next Board meeting is pretty intense with content, and then there is a lull. Maybe May would be a good time for the CM to be able to develop and implement a system.
  - May is when the most CM will be reporting, so there will need to be some commitment to create some clear criteria for the CM before then. Does that sound like something that could be accomplished by April?
  - If we can give the CM some time to digest and ask some clarifying questions, this is a good step in the right direction.
  - The Board should check in with the Member-Owners that are making this request to seem if it meets their ask.
- Jenny O will write to the Board to come up with a set of guidelines about how to summarize monitoring reports in nonconfidential executive summaries that can be shared with Member-Owners by the next Board meeting. These will be shared with the CM as part of a request that CM write executive summaries for monitoring reports.
  - This should be in “shall not” language to leave room for interpretation.
  - This should probably be changed in policy.

## 5. Board Retreat

Sponsor: Kathy

Purpose: discuss

- It is the Board responsibility to select dates. Mark's dates have been shared with everyone. Board members should fill out the Doodle poll asap so that we can make a decision.
- *Everyone please fill out the doodle poll!*

~ Break ~

### Announcements:

- Global warming! Ice caves are wonderful!
- Reach the Beach

## 6. Policy Governance & Strategic Thinking: Board's Role in the LTP

Sponsor: Naoki & Kathy

Purpose: discuss

- We could start by just discussing Policy Governance and specifically, what it means to us as a Board that our major contribution to long-term planning is looking at our Ends with a long-range perspective. The second part is how we get there.
  - In my discussion with members and other directors, I have struggled with the role of the Board around long-term planning. What does # 3 mean to us? We've been asked by members of the community to come up with a vision for the long-term plan. Is that our role? We should be very clear on what this means to us and if we agree.
  - Two Grassroots ago, Heidi wrote a pretty good article about the role that the Board plays in the long-term plan. But at the end of it, I still don't understand clearly. What does it mean to us to spend the majority of Board time looking at the Ends with a long-range perspective?
- My understanding of this piece is that the role of the Board is to think about what the goal and purpose of the organization is, based on the input from Member-Owners and what they want this place to be. Our role is to set up the Ends, and then set up the policy that are boundaries. To me, that means that our role is not to be making the long-term plan. It is the CM's role to come up with a way to get there. Do we agree that it is the role of the CM to make a plan to get to the Ends? We would only have an official decision for real estate and loan acquisition, per the policy.
- I seem to remember that in our handbooks from the Board, there is something about that vision part that at times the Board may contribute to. It seems like our role is policy, engagement, the Ends, but also the vision as a part of our main contributions.
  - When you say vision, do you mean the Ends? The Board has been asked to come up with a vision for the long-term plan. But we are setting the Ends. Is that it? Or is it different?
    - I haven't reviewed that section for some time, but it seems vague. There is the policy and the Ends section, but I remember that it discusses that. How we do it, I don't know.
- Is the request to reflect on if we have sufficiently been looking at the Ends with a long-range perspective?
  - That is something that I haven't seen us doing, and I am wondering if this is something that we should do as a Board to support long-term planning and support the future.
  - You also asked, are we reflecting on that role? I might ask, are we clear on what is asked of us in long-term planning? Last Board meeting we had an executive session about long-term planning, and this question came up. It would be good for us and the CM to be clear on what the CM does.
    - On the CM side, do you feel like it is clear? What the Board is doing in terms of long-term planning and the role of the Board?
      - I'm looking at #3, and knowing that you would talk about vision and mean that. But is that what is understood by the Board when you are talking about vision? Perhaps this is the visioning that is being asked of the Board by Member-Owners



and CM.

- For most of us, the direction that we are on has been an inheritance. There has been a really big long-term idea that we need to do something and that if we don't it could mean we have less community impact in the future and that making that plan has been delegated to the CM. Since that delegation, I question whether we have been monitoring the long-term planning process at the same level and with sufficient follow up. Since then, have we spent most of our time on #3? Probably no. Not even 50%.
- Answering the question posed in #3, I would also say no. An idea to address that would be something along the lines of your example about the college in Portland. It would be really prudent and a good use of time in our meetings to discuss relevant articles and how they relate to our future. It is still confusing to me to see the vision that has been asked of us. We would need another special meeting to get more clarification and make a vision like that.
- I agree that there is more work to be done on this. A lot of the effort in the process is spent on the financial end of it – that's important to Member-Owners. What isn't being talked about is that vision. Finances aside, what is the heart of this expansion process? Maybe we aren't used to going there. I think it is a lot of other things. Hopefully my paper – I will put it in your boxes after I give it to Kathy for review – I am focusing on all of that other stuff. It is a beginning out of the conversation, getting down to experience. What is life about? What is experience about? What are all these people about? And how does the Co-op relate to that? I think that's kind of where we need to be going.
- There has been concern about having a reduced impact, but I don't have a recollection of clarifying what we want that impact to be, or what we think that Member-Owners want or need in the community?
- I'm not sure how this relates entirely, but I am curious because the Synthesis Committee did wrap up the other day. If our work is to look at our bigger vision and working towards our Ends, I am curious about what that committee's wrap up was about, and what came out of that committee?
  - You should get a report tomorrow.
- I wanted to see if I could talk more about what I am thinking. There is the #3 thing here, and it says at the top that if you are violating this criteria, you aren't doing policy governance. We do policy governance, so this is a template for how we should work. If the Board has this vision and the Board speaks it clearly, the CM has to respond. But that vision isn't a project, it is an ongoing idea. It isn't the Board's idea to do the project, but to give the CM the vision to make sure that the CM make a project that is in line with the Board's vision. Then when we get there, the Board can decide whether or not the CM is on track with the vision. But the vision isn't specific. It could be somewhat specific, but it has to be long-term and in line with the Ends.
  - To that end, the question of how to create a vision as a Board... I'm hearing about how we get to the values-level conversation, and there are only so many perspectives represented on the Board. How different would this process feel and look if the Board were ahead of this process in a way that goes back to policy governance and our bylaws and using mechanisms to get feedback from Member-Owners that would give us a direction. You can't look at #3 without looking at #1. Just as there is a very high level expectation for CM to devise really integrative, participatory, clear processes to engage Member-Owners, there has been a lot of pressure on CM to do that well/perfectly. But the Board must be as disciplined as they expect the CM to be in engaging Member-Owners. The creation of the plan falls within the CM's purview, but the framework in which that plan would be responsive to the needs of the Member-Owners falls to the Board (and to the CM, but the Board needs to lead that process).
  - With that idea in mind, we need to focus on being a really good food store, because that is why we all became Member-Owners. Well, some came for very different reasons. But a fair number are Member-Owners because they want a specific food store with specific values. In that perspective, this vision needs to hold us to be a really good food store that is responsive to the people that are shopping in it. That also gets reflected in the parts of our Ends that talk about a "Safe and welcoming community where all are valued." I don't know how to balance that vision with the realities of what is possible. That is where I get stuck with this question. Visions have

to be grounded in something that is possible, otherwise that isn't a very interesting conversation!

- We aren't used to looking at things in this way, and that is why we get stuck. Directly in our court are the things that we are legally responsible for in a plan. Just to make sure, there are things that we are morally responsible for in the plan. Development in this city.... We have a moral responsibility to transportation, for example. We need to make sure that some sections aren't polluted. It's no accident that we do well with transportation. We planned for that, and we did that differently. Sometimes we paid good money to not do things because that was the right thing to do.
- I am hearing and feeling like we need to be more proactive in gauging Member-Owner values and coming up with creative ways to present a framework to the CM in regards to the future. I'd like to open up a discussion about ways to do that and to gauge the values of the Member-Owners with a long-term planning lens.
- I'd like to clarify something. A lot of people talked about how we need to have a compelling vision, and think about why we are here. What does that mean to you? To me the vision that we are talking about is the Ends. If there is a problem with the competing vision, it has to do with the Ends. It is not my understanding that we need to come up with a vision other than the Ends.
  - I agree and that has been my understanding that there is historical documentation of the incorporation that speaks things in clearer language than the Ends. I've held that in mind, me personally.
  - I've heard people talk about vision in a way that makes me wonder if people are talking about a planning-specific vision. There are the Ends, and the possibility of a planning-specific vision.
  - That planning vision would help us get to the Ends.
  - The functional understanding on the Long-term Planning Committee is that the Ends are there and not changing. We're stoked about the Ends. The "long-term plan" is 10 years in this context, which isn't that long. We hope our plan will carry us through 10 years. But a vision is something that would carry us in a way that interprets our Ends based on what the membership wants and how the co-op can stay viable. A vision for 10 years envisions a specific impact, or being relevant in a specific way, and then the CM figures out the nitty gritty.
  - My idea to do that as a Board involves doing more homework, reading, discussion, relevant trends.... There are so many things that we could research around our Ends. More research needs to happen to come up with that vision.
- What I am asking is... bear with me.... I'm asking you to go somewhere for a minute. I have my background in planning, so I have these beliefs. Take any of those words. "Democratic." Not only are people democratic, but architecture can reinforce or fight democracy. That's adding complexity, but I honestly believe that. What we put down physically is impactful.
  - That gets into a specific project, though, talking about a building.
  - By insinuating that there is a physical structure, there is a specific project.
  - I think the project is educational. We should have more people that understand that the same standards that we put on our food should be a similar standard that is within a cooperative structure. This is how we should approach how we do our gardening, how people enter. We should extend the same standards.
  - I don't know how that helps me understand a vision without turning it into a project.
  - It sounds like you are giving another example of how the Board might arrive at a vision for the Co-op. That the Co-op keeps being a place of education. I'm hearing that you are arriving at an ethos and a mission of this organization. How does the Board, then, make sure that this is representative of the Member-Ownership as a whole? It's up to you all to figure out that methodology.
  - This is a unique opportunity because so much in the world out there... we're asking how our co-op can improve lives?
  - That's a great question for the Board to ask the Member-Owners.

- I found that very clarifying, about the perspectives that you hold on that role. It is also sticky and a little messy. When we are talking about long-term work, the Board's role is clear. The closer we get, the messier it is. It's the Board's responsibility to create some kind of definition there. You are about to review the Ends Report and then you are walking into a retreat where you have support to answer some of these questions. If you are feeling like this conversation should have happened a long time ago, you have had this conversation before (even a few months ago) and it just gets more clarified. Let's talk more about how we put these conversations forward and how I support you in doing that.

## 7. Prep for Ends Monitoring Report

Sponsor: Jacob

Purpose: discuss

- The Ends Report is the biggest report that we get all year. It is 40+ pages. I bet we'll take a run on 52 this year. It is a big undertaking because we ask the CM how they are fulfilling the Ends. In some ways, it is a comprehensive version of the monitoring reports. In other ways, it discusses values. And, it also is one of the messiest reports because this is about values and outcomes for an organization that believes that people and the intangibles of community matter.
  - When you get it, you need to set aside time to dig into it. Prepare questions to bring to the meeting. We have tried systems of buddying up in the past so people can ask questions in advance and prepare ahead of time, so we can cut down on the clarifying questions that are asked in the past. It is up to the Board to decide if we want to do the buddy system again. But really we need to make time for this one.
- Do people want to buddy up?
  - Yes
- When is the Ends Report due to us all?
  - February 13<sup>th</sup> – the day of the agenda planning meeting.
  - It is due to the link on February 1<sup>st</sup>, and then requires a lot of editing.
  - But it will be sent out to the Board on the 13<sup>th</sup> via email and in the mailboxes.
    - Isaac does not need a printed copy.
    - Nor does Naoki.
- Maybe we should just set up some times that work for people, and show up for the ones that work for people.
- Jenna will send out a Doodle poll to schedule a few times when Board members will get together to go over the Ends report by January 30<sup>th</sup>.
  - Jenna will try to get the Community Room and then Jenna will talk to Kathy or Andrea about securing an alternative space.
    - SE Uplift has a space that might be available.

## 8. Thank Yous

Sponsor: All

Purpose: discuss

- THANK YOU LISA!
- I had a really good experience being on the Board for close to 5 years. It was definitely one of my favorite hats that I wore at People's. Learned so much about visioning work and how we choose and try to guide People's currently and in the past. It has been tremendously exciting. It was hard for me not to problem solve in this meeting. I had to hold down my hand to not respond! I'm having to reprogram myself and I realize that for so much of my time being here I am constantly thinking and constantly trying to problem solve. I may come to Board meetings in the future but I might stay away for a while to break this mode of feeling intensely focused on everything we have to consider here. But I am honored that I got the opportunity to do that. I'll miss the Family Feud games at the Board retreats. And so much more!
- You've been an inspiration and role model for me as what I see as courageous transparency and

vulnerability. Staying committed to heart and care. Thank you!

- I love how smart you are and hate everything about you leaving (except that there is cake)
- When I think about the Ends of People's, there are a lot of things that remind me of you and how you represent the Co-op. I've always been really impressed and it makes me feel like this is more than a grocery store. You've done an amazing job of taking everyone's voice into consideration. Thanks a lot! It has been a pleasure!
- There is not necessarily a contest for who knew Lisa first, but for all of the years that I have known her she has always kept it positive. It is a nice example.
- Lisa has been my Board buddy for years, and I am just going to miss your positive energy and this friendship in the work. It has added a lot to my experience.
- Most of my experience with you has been as a coworker and a shopper, and it's hard to put it into words. I've loved working with you because of your thoughtful nature and positive spin on everything. While I support this transition in your life and I am excited to see what comes for you, I'll miss your presence and perspective on the Board. The Board is losing a really strong and important piece.
- In addition to echoing these thoughtful words, one of my favorite experiences of you is your ability to ask me how I am doing every time you see me. It seems to be a really genuine question, and you follow up with me next time I am in the store. You have always treated me like such a person, which doesn't always happen. You got to know me and so many people treated me like I wasn't there. You were so patient orienting me to the Board and all of the discussions that we have had. You've been very encouraging and I don't know if I would feel so encouraged or empowered without you.
- I've enjoyed getting to know you better and appreciate everything that you do here.
- Everyone covered what I was going to say. You are very compassionate. You are very people-centered in your approach to the Board and to People's. But I have valued that you are not a believer in simple solutions. You understand that the problems are more complex than they appear, but that doesn't dissuade you from trying to solve them. You try to find the answers understanding that they are sometimes ugly. You have a deep and abiding commitment to fairness and a protective spirit that is amongst the deepest I have ever seen and you know how to take good pictures of cats. What more do I need to say? I'll miss you!

## **MEETING EVALUATION**

### **Celebrate!**

- Clarifying vision and planning
- Minutes!
- Executive summary
- Non-confidential packets
- Ends report plan!

### **Opportunity for change:**

- Clarifying vision and planning
- Not enough non-confidential packets

**NEXT MEETING: Tuesday, February 27th, 2018, 5:30-8:30 pm**

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

- **Reviewing Ends report and financial conditions**
- **Executives summaries**
- **Skills inventory?**

- **Result from the CM special meeting and the Synthesis Committee**

## **BIKE RACK/FUTURE MEETING TOPICS:**

- Board appointment
- Items postponed this time to make room for executive session.
- Non-disclosure questions for lawyer
- How do we evaluate how we are doing as a board? We monitor how the CM are doing, but how to we know how we're doing?
- 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)