


Board Meeting Minutes
Tuesday, September 25, 2018; 5:30-8:30 pm

Attended by:

Board Members: Naoki, Jenny, Dave, Jenna, Liz, Chris, Vishal, Kathy

CM: Rachel, Padrice, Sofie, Becca

Member-Owners: Peter

Guests:

Facilitation: Andrea **Minutes:** Gayle **Vibes/Celebration:** Naoki, Liz **Clean-up:** Dave, Kathy **Scribe:** Jenna

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	4/24/18	Kathy	10/18	Kathy will bring the topic of the request to CM back to the Board in 3 months for a check-in.
2	8/28/18	Kathy, Vishal	10/18	Kathy and Vishal will revise the checklist so it can be used to answer (1) do we have everything we need to make an assessment and (2) given the information, do we agree with moving forward?
3	9/26/17	Naoki, Isaac, Kathy	10/18	Review current policies and develop a proposal for updates to guide Board response to email communications.
4	1/2/18	Naoki	10/18	Naoki will look more into 2.1.2 and suggest alternate wording.
5	7/24/18	Naoki	10/18	Naoki will bring the 2.3 policy proposal back in October with amended language.
6	9/25/18	Jenna	10/18	Jenna will follow up with Peter.
7	9/25/18	Naoki, Vishal	10/18	Naoki and Vishal will bring a proposal to update Bylaws and Policy Register to correctly describe Treasurer role.
8	2/27/18	Jenna, Jenny	11/18	Jenna and Jenny will discuss the turnover issue with CM Link. Maybe in a safe space conversation? Might need to be confidential (executive session) since it involves personnel.
9	9/25/18	Vishal, Jenny	12/18	Vishal and Jenny will do a policy reflection on 2.2 in the next 3 months to see if anything needs to be changed next time this comes up.

DECISIONS:

Decision: Board accepts July minutes as revised.

Decision: Board accepts August minutes as revised.

Decision: Board accepts the new slate of officers: Naoki as President, Jenny as Vice President, Jenna as Secretary, Vishal as Treasurer.

Decision: Board rejects IMR 2.2 and asks for it to be re-addressed in 6 months.

Decision: Add the Board Work Chart to President's Report in the packet.

Decision: Use new table arrangement if there are a lot of people in the room; not important if not many people. Andrea will help decide.

NEW COMMITMENTS:

Jenna will follow up with Peter.

Naoki and Vishal will bring a proposal to update Bylaws and Policy Register to correctly describe Treasurer role.

Vishal and Jenny will do a policy reflection on 2.2 in the next 3 months to see if anything needs to be changed next time this comes up.

OPEN FORUM:

- Constructive criticism: I believe that the Elections Committee, as a board committee, needs to be open, and to be open, it should post when its meetings are occurring. I also see and hear about a lot of monitoring reports happening. Are there reports around 2.0 and 2.1? Would like followup.

Jenna will follow up with Peter.

AGENDA REVISIONS:

- N/A

MINUTES APPROVAL:

Decision: Board accepts July minutes as revised.

Decision: Board accepts August minutes as revised.

AGENDA ITEMS:

1. Board Elections

Sponsor: Kathy

Purpose: decide

- It's election time! We have a slate of people who would like to be our new officers:
 - President: Naoki
 - Vice President: Jenny
 - Secretary: Jenna
 - Treasurer: Vishal
- Unanimously approved!

- Another note: Treasurer definition is outdated in Bylaws and Policy Register. Some of the tasks listed are actually done by CM.

Decision: Board accepts the new slate of officers: Naoki as President, Jenny as Vice President, Jenna as Secretary, Vishal as Treasurer.

Naoki and Vishal will bring a proposal to update Bylaws and Policy Register to correctly describe Treasurer role.

2. **Board Study**

Sponsor: Naoki

Purpose: discuss

- We try to do one of these every other meeting to help us get acquainted with our board jobs.
- I chose this one because we're reviewing treatment of workers this month.
- First we'll look at what we already have said about the issue in policy, then look at what else we might want to do.
- Where do we talk about worker satisfaction?
 - Ends
- Executive limitations?
 - 2.2.1.1 and 2.2.1.3, 2.2.2, 2.2.3
 - 2.5.9
 - 2.7
 - 3.1
 - I don't see how this one applies.
 - Because we've defined that our sole connection with the CM is the link, we can't act as an official board member.
 - This is what's called the One Voice Clause. Doesn't prohibit from having conversations.
 - 3.3.1
 - To me, that's more about developing the Ends.
 - 3.3.2
 - 3.4, because if staff morale is low, chances are that job performance is also affected. So 3.4.2, could request monitoring info to learn more.
- Governance process?
 - 4.1 D addresses staff treatment.
 - 4.1 A also. Don't know to what level we would go to investigate it, or notify CM.
 - For the most part, we react to reports...if it doesn't come from a report, it doesn't come on our radar.
- (2a) yes
- (2b) unsure
 - Situations are usually more nuanced than that.
 - Scenario is too vague to be able to answer. (Depends on reason for low morale and whether or not it's against what we say in policy.)
- (3) What action should board now take?
 - 3.4.2 C: board investigating how policy is being carried out
 - Grievance policy is a last step. Addressing low morale would happen prior to that.
- Short on time now, but this is a big conversation...
- So how DO we handle information that comes to us through unofficial channels?

- We need to be careful. The way we instruct CM is through policies. If we want to direct CM do something else, we should do it through policy. Maybe a way to address it is to ask CM to do an additional report on (for example) 2.2 to talk about how we're addressing it.
 - But that's a very slow reaction to the person.
- Facilitator: Could be less rigid and just sit down with the person on CM most relevant to situation. Might be a report, but might not, or might be too slow. Be more nimble in thinking about response, as long as you do it in one voice.

3. Policy 2.2 Report: Treatment of Workers

Sponsor: CM Link

Purpose: decide

- Did the board come prepared to act?
 - Yes.
- Is the operational definition/interpretation reasonable?
 - CDS has useful examples of interpreting monitoring reports.
 - Various ways of punishing dissent, including informal, social, etc.
 - (brief tutorial of what part of the report is the operational definition/interpretation)
 - Yes, it is reasonable.
- Is there adequate data to determine compliance?
 - There is a plan to provide data, but not specific data about how it was used, was it successful, etc.
 - It does state where it is and how everyone can access it.
 - Is there a plan for compliance, or is there missing information, or was interpretation unclear?
 - I'm not seeing sufficient data. Also part of the policy is missing from the report.
- Facilitator: A few minutes left. Temperature check?
 - There are Nos.
 - So let's provide information to CM on what needs to be revised.
 - I see that we have a policy, but I don't see evidence that the policy is being followed.
 - I would also like information about not just "actual grievances" but cases where people used direct communication successfully, or needed support, etc. How do actual problems get resolved? And how do we define harassment?
 - How do we pull it into actionable items?
 - Facilitator: We seem to be focusing on one point (grievances), possibly because we just did a board study on it.
 - Board needs to provide clear expectations.
 - The data on F was not sufficient. (By contrast, H shows clear data.)
 - Regarding specific asks for point F: Is it possible to provide data on if the process was used and if it was successful?
 - Yes. Third person yes, accountability yes, but not direct communication. But I've never seen this policy as being about that. Policy says grievance, but not dispute, harassment, etc.
 - Back to interpretation question: Is the interpretation of the board's policy reasonable?
 - We had a call where we tried to understand why there is interpretation at the beginning but not anywhere else--the rest has operational definition and data, but no interpretation clause for each piece of the policy.
 - Can we just request, for this time, an interpretation of 2.2.2, especially 2.2.2 B? Seems excessive to have interpretation for every single sub-policy. (Which is why we took them out--they were repetitive.) Also propose that we accept the report and just ask for more

information on 2.2.2.

- If there is an assertion of noncompliance, are the plans for getting into compliance sufficient?
 - 2.2.1.3 policy language is missing.
 - 2.2.2 data missing.
 - Need timeline for the workplace survey.
 - Questions: Are the surveys anonymous? Yes.
 - Would have helped to see what the surveys looked like so could better interpret the survey results. Maybe as an appendix to the report.
 - That's a direct inspection. Is that what you want/need to do?
- Ideas about whether or not to accept the report:
 - Reject but with long timeline for resubmit. (After Ends report in February.)
 - This is an accountability conversation, not an accountability process. Also, some of this will be covered in the training this Saturday.
 - Can't really accept it since a piece of the policy is missing.
 - Our policy doesn't actually ask for all the data you're mentioning.
 - If we were to accept this report and just ask for data to be supplied, could that suffice?
- Reminder that THIS board has never existed before. There will be training this Saturday.
- Will 2 people do a policy reflection in the next 3 months? Vishal, Jenny.

Decision: Board rejects IMR 2.2 and asks for it to be re-addressed in 6 months.

Vishal and Jenny will do a policy reflection on 2.2 in the next 3 months to see if anything needs to be changed next time this comes up.

ANNOUNCEMENTS:

- Harvest Festival was awesome!
- Farmer's Market tomorrow.
- Tomorrow evening: Annie Fisher will talk about Big Hunger.
- Please review all the documents that Jenny sent for orientation
- VLBC event about
- October work session with Gwenn.

4. Policy 2.7 Report: Compensation & Benefits

Sponsor: CM Link

Purpose: decide

- Did the board come prepared to act?
 - Yes/Somewhat.
- Agreement to postpone the review of this report till next month. (No additional work needed from CM.)

5. Board Work: Define Commitments

Sponsor: Naoki

Purpose: decide

- Some of the board met in September to decide how to organize ourselves this year in terms of who's doing what. What I'd like to talk about today is: For each of these priorities, can we identify the work product, and by when?

- Not everyone was at the meeting, so names could change.
- The idea is that not every board member needs to be focused on every focus area.
- LTP work product should be: Ensure Board has access to organized and meaningful documentation of the checklist items; organize work parties; make sure needed interaction happens; act as communication liaison; ensure sufficient member engagement is included; bring topics to board agenda as needed.
- Add Chris as support to LTP focus.
- Board/membership events focus: Change to Jenna lead, Vishal support.
- Delete Policy Updates focus; this will be tracked in Commitments table.

Decision: Add the Board Work Chart to President's Report in the packet.

6. Table Setup

Sponsor: Naoki

Purpose: decide

- It's easier on facilitator when there are a lot of people in the room. Not an issue with less people in the room.
- It was difficult to see everyone.
- Seemed to have less capacity for a lot of people.
- Worked better in large group.
- No strong feels. Can take extra time to reset.

Decision: Use new table arrangement if there are a lot of people in the room; not important if not many people. Andrea will help decide.

MEETING EVALUATION

Celebrate!

- Dynamic reinterpretation of how to do decision flow chart went great.
- Caramel analogy.
- Level of engagement: All directors are here, willing to speak frankly.
- Time to talk about policy 2.2.
- Didn't have to rearrange ourselves after dinner.

Opportunity for change:

- Facilitation of policy flow was clunky.
- Too much on agenda.
- Not many MOs here.

NEXT MEETING: Tuesday, October 23, 2018, 5:30-8:30 pm

Next meeting agenda brainstorm:

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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)