


Board Meeting Minutes
Tuesday, November 27, 2018; 5:30-8:30 pm

Attended by:

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

CM: Sofie, Kathryn, Ashley, Gwenn

Member-Owners: Will, Peter

Guests:

Facilitation: Andrea **Minutes:** Gayle **Vibes/Celebration:** Peter, Naoki, Jenny **Clean-up:** Naoki, Jenny

Scribe: Kathy

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	7/24/18	Naoki	12/18	Naoki will bring the 2.3 policy proposal back in October with amended language.
2	11/27/18	Jenny	12/18	Jenny will research external HR options to ensure staff feel their voices are valued; 2.2 is being followed; and challenging personnel issues/workplace conflicts are handled in a timely, legal, and supportive way to all involved. (Replaces previous commitment regarding staff turnover issue.)
3	11/27/18	Chris	12/18	Chris will include the ideas about sharing the board calendar and engagement events on the website in his website agenda item that was deferred from the November agenda, and he will talk with Sofie about it.
4	11/27/18	Jenna	12/18	Jenna will bring an agenda proposal about merging committees.
5	11/27/18	Naoki	12/18	Naoki will connect with Jade about reasonable boundaries and consequences around the issue of MO email communications (specifically, the number of).
6	9/25/18	Vishal, Jenny	1/19	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.
7	9/25/18	Naoki, Vishal	1/19	Naoki and Vishal will bring a proposal to update Bylaws and Policy Register to correctly describe Treasurer role.
8	10/23/18	Chris	1/19	Chris will bring the topic of member-initiated petitions & bylaws amendment procedure to a future meeting.

9	1/2/18	Vishal	3/19	Naoki –Vishal will look more into 2.1.2 and suggest alternate wording.
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DECISIONS:

Decision: Board is in agreement with the revised agenda.

Decision: Board accepts September minutes as originally submitted.

Decision: Board rejects the 2.1 report and asks that it come back in March with 2.1.1 interpretation complete. The Board also acknowledges that it needs more specific data.

Decision: Board is in agreement with the proposed calendar for 2019.

Decision: Board accepts the proposed 2019 budget with the amendment that study & engagement line be reduced to \$1000.

Decision: Board will respond to at least one email per shareholder per week, even if that person emailed more than once during that week.

NEW COMMITMENTS:

Jenny will research external HR options to ensure staff feel their voices are valued; 2.2 is being followed; and challenging personnel issues/workplace conflicts are handled in a timely, legal, and supportive way to all involved. (Replaces previous commitment regarding staff turnover issue.)

Chris will include the ideas about sharing the board calendar and engagement events on the website in his website agenda item that was deferred from the November agenda, and he will talk with Sofie about it.

Jenna will bring an agenda proposal about merging committees.

Naoki will connect with Jade about reasonable boundaries and consequences around the issue of MO email communications (specifically, the number of).

OPEN FORUM:

- Thank you for the work you do here and the work you've been doing. I live 30 miles away and don't get here as much as I used to, but I'm really glad you're here. I came to give input on the consideration of opening a second location. I think it's a mistake, based on the principle of serving membership. I was a funding member of a co-op that got merged into another co-op, and I was a member of the Berkeley Co-op and watched them self-destruct because of having too many locations. Two reasons I think it's a mistake: (1) You should serve your neighborhood. I encourage the board to help other people set up their own co-op, but it should be their co-op. (2) We all know that everything is growing. What most people know but don't think about is: if you double the size (of a city, or a business...), you more than double the size of the infrastructure, because you have to support the new location and also the interconnection between them. But you don't double the income. You have to use a larger percentage of resources just to manage the multiple locations.
- It's fine to celebrate success, but it is more important to heed the lessons of failure. Your most unhappy customers are your greatest source of learning. (Shared some information about ancestry; facilitator requested focus to be on addressing business of co-op.) I suggest someone go visit the Sheridan Market. There is a lot of diversity of race there. They serve meat. Just study or feel the place. There is one person from there who shops here. There is someone here in the board room that shop's there. They have an enormous amount of business that is not handled by their storefront. By a warehousing operation in the back of the building, they serve restaurants, etc. Thriving business model that sustains workers. Recommend you go there to see what possibilities there are in that business model.

AGENDA REVISIONS:

- We're going to drop the last 2 items and do an open session on communication boundaries with member-owners.
- Since conversation on #1 took so much time, we will cut items 2-4 and skip to #5, board calendar.

Decision: Board is in agreement with the revised agenda.

MINUTES APPROVAL:

**Decision: Board accepts September minutes as originally submitted.
[Board did not discuss October minutes for approval.]**

AGENDA ITEMS:

1. Policy 2.1 Report: Treatment of Co-op Patrons

Sponsor: CM Link

Purpose: decide

- Did the board come prepared to act?
 - Yes.
- Is the interpretation reasonable?
 - I learned something: If interpretation is straight from the policy, that's fine. But we do need an interpretation if it's not obvious. In this case, what is "safe" or "intrusive," etc?
 - Note that plan for compliance includes need to write an interpretation.
- Is the operational definition reasonable?
 - Usage of "discrimination" is not clear. I feel there should be more to it than just "legal discrimination." It seems especially relevant right now.
 - I find it to be reasonable given the plan for compliance and the timeline, although I hear the concern, given the climate that we're in.
 - Need more clarity in 1G: "The staff will be trained...." How would we know that's working? Would like to see data related to if the process worked, not just that there is a process.
 - Kind of the same feedback we had on 2.2 re grievance among the staff. Great that there's a process, but how many times did it have to be used, what was the timeline, etc.
- Is there data to support compliance or plan for compliance? (Do you have the information you need to make a decision on this report?)
 - The plan to get into compliance is not about the report so much as a plan to finish the report.
 - Yes, and it's a plan to change the report. Until recently, this was not a part of how the board monitored this.
 - Question about the data: is this appropriate to the operational definition?
 - It seems more like a statement. I don't know how I can gauge how it's supporting the definition; it's not really data. Curious about number of incidences, etc.
 - This is a new operational definition which may or may not be working. I don't know how we could allege that we could prevent discrimination from ever happening, but we can provide training to help address the issue and de-escalate.
 - I'm happy with this data and don't want a chart of who had what training when.
 - What we want more is the outcome of the training: How many instances of xxx have we had in the store, and did the training help people be safe?
 - The data for D is focused only on shoplifting and calling the police, but this is very narrow. There are many other ways that discrimination could take place.

- I think the data for D is sufficient, and also I think that it is reflecting the operational definition.
 - I don't see a lot of data on how many comments customers provided, etc. Would like to see more data that shows compliance. Show that there is a system to take and address feedback from customers.
 - I think it would be prudent to accept the report. Our reporters understand that this board really likes data. The plan for compliance is sufficient.
 - Facilitator notes that this board is changing its knowledge of what information it needs, and CM is also going through changes, so noticing this is useful.
 - I feel that board has come a long way and realizes more of its process. I appreciate the efforts.
 - I don't think sending a report back is bad. It's just saying we need more information before making a decision.
 - No, I think this report is sufficiently showing that they are within the boundaries of the policy.
 - Asking for data is something that we're learning about. It will take some time. I am okay with accepting this.
 - At the end of the day, this is a decision we make as a body. If everyone else besides me thinks it's sufficient, there is still consensus minus one. I could accept if the thing I wanted more interpretation on was a small thing.
 - They are working on establishing these definitions, and that's a part of the plan for compliance.
 - Facilitator suggestion: Accept report and ask interpretation to come to board in a specified amount of time separate from the report.
 - I like that idea. I wonder if 2 months to come back with interpretation seems like a reasonable amount of time.
 - I don't know. Ends Report is coming up soon.
 - Suggest 3 months as short turnaround, 6 months as long turnaround.
 - Interpretation in 4 months is good, since Ends Report is in 3 months.
 - Temp check: one block, one abstention. Abstention is because it's not clear whether or not there has been discrimination, since CM says no but an MO says yes. We just don't know yet.
 - Board is on shaky ground if can't come to consensus about how the co-op is treating its MOs.
 - Facilitator suggestion: Since board is not in consensus, recommend that board send report to come back complete with interpretation in March.
 - Facilitator notes that there will not be space tonight to have all the discussions that are on the agenda.
 - Facilitator summary: Board needs to see the interpretation of this policy included in the report, and request that data not just capture identified activities that could be done, but some description of instances that it happened and/or had an impact. (How did process help make sure that people are feeling safe, etc.)
 - I am struggling with the reasonableness of that. We cannot make someone feel safe. We asserted that we identified the need for MO processes between staff and patrons. We only had CM processes, so we applied those. A process can be successful without the person feeling satisfied.
 - It's pretty messy. There were board members implicated in both of the grievances. Perhaps the plan for compliance is anemic because I didn't want to assert that we had agreement on how to move forward.
 - Explanations as clear as possible, not perfection, is goal.
 - Report is not complete without the interpretation; this board wants more data. It

may be that process reflection is needed; maybe process is not sufficient to get the data that you want.

- Policy says “shall not operate without a system” and report says we had a system. Policy does not say that it needs to be enumerated.
- My issue is not with the report but with the board’s policy itself; needs policy reflection and possible rewrite.
- Can’t understand what the data is without interpretation. Perhaps a Golden Rule is that board will not accept a policy without interpretation.
- Yay, we had a really complicated conversation and achieved modified consensus.
- Yay, board is paying more attention to the reports.
- Yay, CM has put a lot of work into this and it helps.
- Yay, we are learning as an organization.

Decision: Board rejects the 2.1 report and asks that it come back in March with 2.1.1 interpretation complete. The Board also acknowledges that it needs more specific data.

ANNOUNCEMENTS:

- My friend is selling cool art deco puzzle things made of wood. Great gift idea.
- I am not your new water district representative.
- Farmer’s market tomorrow!
- Winter craft fair Dec 12!
- See second agenda revision above.

2. 2019 Board Calendar

Sponsor: Naoki

Purpose: decide

- Same as 2018 except 2.4 will go to April per input from Kathryn.
- Two meetings for 2.2, two for 2.1.
- I think we should share the calendar on the website so MOs will know what board will be discussing.
- Also list engagement events we’ll be doing.
- Note that any about changes to the website should have Sofie in the loop so she doesn’t hear about it for the first time in the meeting.
 - Chris will include the ideas about sharing the board calendar and engagement events on the website in his website agenda item that was deferred from the November agenda, and he will talk with Sofie about it.

Decision: Board is in agreement with the proposed calendar for 2019.

Chris will include the ideas about sharing the board calendar and engagement events on the website in his website agenda item that was deferred from the November agenda, and he will talk with Sofie about it.

3. Board Budget

Sponsor: Naoki

Purpose: decide

- We've been putting store food charges under board meeting meals that should probably be under board study & engagement.
- Concerned that board is asking for more money in almost every category. Does CM have any input into how much the board can spend?
- In essence, we are in a position where CM is cutting expenses all over the place, and we have at least 1/3 of the collective brand new, and we're at the bare minimum of what staff can do.
- I feel like a few of the places are things we can't change. One of the reasons we increased the board discounts is that I replaced someone who wasn't using their board discount, and we also gave discount to Andrea.
- I'm curious where the information about Kathryn's concerns went--apparently went just to treasurer.
- We can reduce admin \$ by not having Gayle at agenda planning meetings, etc.
- Temperature check: lots of thumbs to the solve.
 - Mine was that we add less. Would like to sit with what CM Link has said, even though it doesn't seem like a lot of money.
 - We did talk about this at the retreat, but I understand the concern and the symbolism of board increasing budget while rest of co-op is decreasing budget wherever possible.
 - Main thing I think we should adjust is study & engagement. Could be more frugal ways to do this.

Decision: Board accepts the proposed 2019 budget with the amendment that study & engagement line be reduced to \$1000.

4. Merge Committees

Sponsor: Jenna

Purpose: decide

- Would like to propose that we merge Elections Committee and Member Engagement Committee.
 - That might conflict with bylaws.
 - Only one (Elections) is in the bylaws, so we could attach other duties to the Elections Committee.
 - Probably should talk to the member-elected members of that committee.

Jenna will bring an agenda proposal about merging committees.

5. Communication Boundaries With MOs

Sponsor: Naoki

Purpose: decide

- What are the expectations of the board in responding to MO emails? Response time as well as response frequency.
- Can we agree on this generally? (If we want to bring up a specific example, we will need to go into executive session.)
- We did decide on 1-week response time at a previous board meeting.
- Obligation of board to respond not only in a timely fashion but also frequency? One week is fine if we get 5 emails a week, but it becomes a lot of work if there are 20 in a week.
 - One possibility is to batch them and do one response to a batch from same person in a week rather than responding to each one.

- May be more of a shared function than one person if the volume gets too great. Maybe we just need to keep an eye on whatever a reasonable threshold is and add another person besides president to MO response team if we pass that threshold.
 - Still need to read all of those emails, many of which are quite long.
- We may need to define harassment for ourselves: what is the boundary on number of emails?
- Could go back to shared responsibility of responding.
- I really like having one person do it; they can call for backup/delegation when needed.
- One email a week from a specific person is a good boundary.
- It helps to get additional information from other board members as needed.
- In the event that an MO writes us 50 times a week, what I heard today is that I will pick one of them to respond to would be sufficient at minimum. (Could be to a group of the emails or just one of them.) Or could forward to someone else if too overloaded.
- I do think we should set formal boundaries about at what point it is a prudent use of our time to read and respond to large number of emails.
 - Is this something we should discuss with our lawyer? Is there a legal definition to email harassment?
 - In an environment where we're trying to save money, probably not.
 - We do have a consultant we're already paying for.
 - There are technical ways to just turn off emails over a certain number...
 - Slippery slope. CM had an issue like this within the past year. We do need to have at least someone reading the emails.

Naoki will connect with Jade about reasonable boundaries and consequences around the issue of MO email communications (specifically, the number of).

Decision: Board will respond to at least one email per shareholder per week, even if that person emailed more than once during that week.

MEETING EVALUATION

Celebrate!

- Much rich conversation and learning.
- Food was tasty and presentation was great.

Opportunity for change:

- Should have listened to Andrea at beginning.
- No policy reflection
- Didn't get through agenda
- Disrupted mindful moment
- Found hair in food
- Board budget should have been shared earlier, at least in draft.

NEXT MEETING: Tuesday, January 8, 2019, 5:30-8:30 pm

Next meeting agenda brainstorm:

- Agenda planning meeting 2 weeks from today for both Dec-Jan and Jan-Jan meetings.

- Gayle will stop coming to agenda planning meetings to reduce administrator budget..
- These are not next meeting agenda items, but they're noted here so there's a record of these decisions.

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)