


peOple's
 FOOD CO-OP **Board Meeting Minutes**
 Tuesday, February 26, 2019; 5:30-8:30 pm

Attended by:

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

CM: Finnley

Member-Owners: Rod, Laci, Antonia

Guests: Christopher

Facilitation: Ariana **Minutes:** Finnley **Vibes/Celebration:** Jenna, Dave **Clean-up:** Dave, Jenna **Scribe:** Vishal

Timekeeper: Andrea

NOTE: Revised text has been highlighted.

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	7/24/18	Naoki	5/19	Naoki will bring the 2.3 policy proposal back in October with amended language.
2	11/27/18	Naoki	3/19	Naoki will connect with Jade about reasonable boundaries and consequences around the issue of MO email communications (specifically, the number of).
3	9/25/18	Vishal, Jenny	5/19	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.
4	1/2/18	Vishal	3/19	Vishal will look more into 2.1.2 and suggest alternate wording
5	1/22/19	Jenna	5/19	Jenna will update 4.4 to correctly define the Secretary and Treasurer roles and bring it back to the board in May
6	2/26/19	Jenna	3/19	Jenna will refer to minutes to make all edits to committee merge proposal, and update the policy register.
7	2/26/19	Chris	3/19	Chris will make edits to 2.4.5, send draft to Board, and bring item to next meeting.

DECISIONS:

Decision: Board accepts January minutes as submitted.

Decision: Board approves Jenna's proposal for a committee merge with edits

Decision: Board approves Jenny's proposal for hiring a consultant for a current staff survey

NEW COMMITMENTS:

- Jenna will refer to minutes to make all edits to committee merge proposal, and update the policy register.
- Chris will make edits to 2.4.5, send draft to Board, and bring item to next meeting.

OPEN FORUM:

Christopher

- We only have two people currently running for the Board
 - If you have any ideas for other people, encourage them!
- Recommending the "Culture Code" book by Daniel Coyle
 - If people were interested, I would like to go through like a book group!
 - Suggests ideas based on group cultures that are highly successful, especially in regards to leadership roles.
 - Follow up with Chris if interested!

Rod

- I care a lot about the concept of People's and a place for non-mainstream alternative energies to come together.
 - It is unique and important and Portland
- I feel uncomfortable with the way things are here right now
- Recently visited co-ops in Tucson and Ashland
 - Ashland cashier said that we must have a big co-op in Portland
 - Realizing that we just have a couple and they're pretty small
 - I'm feeling that there's a need for more space at People's
 - A future in this town for a larger co-op to capture more of this energy
- I've shared with Board Member Chris
- I've had years of experience running farms, orchards, ranches, organizing contracts, estimates, employee wages.. so, I have some expertise.
- I grew up in a place where there was a health food store and I still see the need for that. So here I am!
- **I would like a Board Member to follow up with me after the meeting.**

AGENDA REVISIONS:

- If possible, have 30 minutes of Executive Session to discuss the staff survey.
 - This doesn't feel possible, but will check in halfway through meeting if it feels more possible
- Switch #4 and #5 so that we can better sense if we can flow into #6

MINUTES APPROVAL:

Decision: Board accepts January minutes as submitted.

AGENDA ITEMS:

1)Policy 2.3 Report Extension Request

Sponsor: Cm Link

Purpose: decide

- Report is not happening today
 - Some piece of what was going on with the software was fixed today
- Is the Board in agreement with the extension request?
 - Yes.

2)Committee Merge

Sponsor: Jenna

Purpose: decide

- Questions and proposed edits
- Under duties part 5
 - Noting that this is different than Naoki's ask
 - Propose to remove this.
- In the proposal language, for the naming:
 - Whether we call it Member Engagement, we should have "Nominations" in the name in order to fulfill the Bylaw.
- In the mission is too broad:
 - Replace "all important aspect of the co-op" with "**all important aspects of Board work**"
 - Because CM are responsible for keeping Membership updated of other important information
- Part 2.7 says "Participate and nominations" which was changed from "Elections"
 - Does the committee still have an elections role, or just nominations?
 - The Bylaw says we need a nomination committee, and Boards in years to come need to know that this is the committee
- I propose it is caused "Member Engagement and Nominations Committee"
- In the duties, I propose combining 2 and 3 into one bullet:
 - Organize one Board event per quarter
 - No, I feel that co-op events are different than Board engagement events and would like to keep these two bullet points.
 - Can we then add "**at least one per quarter**" to number 3?
 - Yes
- **Remove #7 at the bottom.** There are two number 7's.
 - There are two different dates on the two number 7's.
 - I propose that it should say "2 months"
- Should we specify costs, time and hours?
 - Propose we just say "**Shall not incur costs of more than allotted by Board budget**" because Board approves the budget.
- Strongly advocate there be the Secretary of the Board, another Board Member, and the rest of the people.
 - It's hard to coordinate with the 4 members as it is
 - Would anyone else like to do this role?
 - Then the conversation is that we need another Board Member to be there.
 - It's too much for one Board member to do alone.
 - "The decision needs to be at least 1 Board Member" shows that two need to be in decisions, but don't necessarily don't need to attend all the time.
 - What if there's a backup director instead, verses a requirement of attendance?
 - I think that even if we require another director, attendance isn't required
 - I would prefer not to have a second Board member. I think it's easier for it not to be a requirement.
- The membership seems to leave it open for any Member-Owners to be on the committee, if we are required to compensate them for working for the co-op

- We're not.
- Then I'm fine with leaving it.
- The committee chair should report to the Board – with “x” months’ notice minimum:
 - Remove “x months notice”
- Is the Board in agreement with this policy with these changes made?
 - Yes!

3)Review Draft Ends Statement

Sponsor: Naoki

Purpose: discuss

- Intro to this item
 - Based on the activity at the Annual Meeting, so it is a limited scope
 - Goal is to refine Ends Statement in time for April Member engagement
 - If this were to be the statement proposed to the Membership, is anything missing?
- What is the engagement in April about?
 - We would be presenting proposed statements and inviting feedback
 - The idea is to have a CM / Board engagement first
- Part of this may be from not being involved in the history of this process, but I feel confused about taking what was distilled from this one meeting and running with them as the basis of new Ends statement – given the tiny percentage of our ownership that was at the activity
 - What is part of our Ends that isn't working or isn't what we want?
 - Why are we rewriting our Ends?
 - This seems to be not an improvement over our current Ends, and reflects the thoughts of so few of our Member-Owners
- Agreed. I felt concerned with the unscientific ways of collecting ideas. That if these are the only ways we have collected information, it is not representative.
 - Putting beans in a jar does more than this to gauge what Member-Owners think.
 - Making more rigorous methods to collect input so that if we come to depend on them, it is more representative.
- We also did a survey which was more accessible and more widely used than people who could attend the annual meeting.
 - I'm on the Ends committee so I want to have more answers to this and support this process better.
 - I'm curious why a synthesis of the survey wasn't included in the packet.
- Why change the Ends?
 - In our policy, we say that every year the Board will go through the Ends: it's part of our job.
 - Long-term mission thinking is how the Board can add value vs. just govern
 - Learning: do the Members want something different out of the co-op? Is the industry changing in ways that we want to meet for the Membership?
 - It's never been done, even though it's in the register as what the Board's job is.
- Sample size:
 - Both qualitative and quantitative is important:
 - We did a quantitative survey that collected high level information that was not super useful.
 - The Annual Meeting activity was qualitative
 - The April engagement will also likely be qualitative because there will probably only be 10 people in the room.
- There was a common trend in the survey and the Annual Meeting activity.
- This activity was one of the more visionary, big picture things we've done

- I don't think we're up to speed on our own process yet.
- People love our Ends and they're protective of them
- It's a topic that can get people involved and enthused
- I think this deserves our full effort; working sessions and all that wonderful stuff.
- Are we intending to try and define broad terms in the Ends statement draft?
 - Are we thinking that we will define that as a Board?
 - Or will CM define this through their buying guidelines?
 - Similar question for other ambiguous terms in the draft:
 - Ethical, affordability, sustainable
- We could write "Top Policy" first: broad.
 - We could start here, and then the rest is up to us.
 - Just "sustainability" and leave it like that, if we are fine with any interpretation of this.
 - If we want the CM to go into a specific direction of this, then we can make "sub policies" that will provide further guidance.
- I heard that the board heard a lot from CM about how important it is to them that a democratic workplace, social and economic justice, and human rights is in the Ends.
 - It feels important to reiterate that.
 - Personally, I would quit my job if these things weren't in the Ends anymore
 - I don't think I'm alone in that on the CM
 - In seeking to improve the relationship between CM and the Board, more face time and communication is helpful – but on the CM, the largest rift is the Boards desire to shift the co-op away from human rights values.
 - These things remaining an explicit part of People's is something that I think is a key playing piece in the CM / Board dynamic over all
- I don't think anyone has talked about removing "democratic workplace" from the Ends statement
- The Ends are simultaneously very high stakes, and they're very low stakes; not much happens because of them. Right now, we have poetic Ends that people can live with. Maybe that's important – a vague statement that everyone can see what they want to see in them
 - What do we get by opening a can of worms and further defining terms?
 - Ambiguity might let everybody be happy
- This feels like a failure as a Board. The Ends should be driving the CM, and the main focus of the board.
 - I think the rift between the CM and the Board is because the vagueness – the different interpretation between the CM and the Membership
 - I think that further defining will be more helpful.
- I want to disagree and caution us as a Board from undervaluing our and the CM's role in writing the Ends.
 - Should be extremely collaborative and aligned: Member Owner survey is just as important as CM input.
 - It is upon us all together to strategize.
 - Once we get through this work, become aligned, and have awesome aligned Ends, will reinvigorate the community and mend Board / CM stuff.
- If the Ends are important, then they need to include business.
 - If we're driving the organization from the Ends, it should include making money. At least half of the Ends Statement.
- The Ends are a reflection of what the owners want.
 - The goal of drafting the Ends is finding out what the people who own the organization, want in the organization?
- The Harvard Institute has writing about Ends statements that are really useful
 - Ends in relation to policy register

- Fundamentals in writing Ends statements
- It's been a year that we've talked about why we are doing this.
 - We never get to have the difficult conversations
 - What are the values that we hear from our Members, and is that in line with other things we've heard?
- Let's talk more about the results after April engagement
- We compiled the results of 3 activities into this draft.
- One of the role of the facilitator is to help craft agenda items, so if the Ends committee wants Andrea's help unspooling this, check in with her!

4)Announcements

- If anyone wants to help build an air quality monitor, tell Chris!
- Finnley is working on running for the CM Board seat

5)Ballot initiative from Peter

Sponsor: Chris

Purpose: decide

- The proposal
 - Peter proposed an amendment to the Bylaws that would write in that a Member Owner would sit in silent observation at Long-term Planning Meetings
 - Board feeling that this doesn't fit well with our Bylaws
 - So, looking for different way to address this idea without bringing an amendment to the Bylaw.
 - Proposal: that we insert the word "business / financial / operational" into policy 2.4 in "fail to be derive from a multi-year business plan"
 - Proposal: that we create a Board sub-committee to hold conversations about long-term development plans. Not detailed financial planning or development planning, but long-term visioning.
 - Fulfills the Board's role in visioning and development.
 - Because this is a Board subcommittee, would be accessible to Member Owners through all the formalities such as regular meetings, minutes, etc.
 - This would provide an engagement opportunity for Members, and the involvement Peter was looking for
 - The committee would create a charter, and the Board would approve it
 - This committee would not begin until the LTPC completes its long-term plan
- Who goes through the applications?
 - The Board
- Who can attend?
 - All Board meetings are open via the Bylaws
- I would approve the change to policy, I have many thoughts about the committee
 - This doesn't feel right to me as a Board committee.
 - I feel that the Board has three committees with charters that are not yet filled.
 - I think we should focus on filling these committees
 - We are struggling with our committee task of rewriting the Ends and that is our main job as a Board and I think we should focus on that.
 - I like the spirit of long-term planning and development. We all know the hurdles that we overcame in the last year regarding long-term planning.
 - I think it would be awesome for Member-Owners to join our Ends Committee in order to make more space for engagement

- I feel confused about following the policy from banned Member.
 - Have we not formerly denied their bylaw change?
 - No
 - Unless we have refunded his share, Peter can still propose bylaw changes
- Regarding the change of the policy wording
 - How would this help? It sounds redundant and confusing.
 - A lot of the angst around the LTPC's work comes from this phrase, and the interpretation of this phrase. I thought that clarifying this phrase would help.
 - To be clear that the ask is for a "business plan" and not "development plan"
 - It should say "multi-year business or financial plan"
- What sort of path towards making decision might this committee have?
 - I wouldn't want a handful of people from the community to have lots of conversations and get really excited about something that the co-op as a whole, that CM, isn't willing/able/ready to move on. To have nothing happen or to change so much that it doesn't feel satisfying to their expectation.
 - Naoki and Chris met with LTPC members Sofie and Finnley
 - Felt that the sub committee's work would be higher level: defining vision, and not making a detailed plan.
 - Hope is that it would be in communication with the Board
 - Subcommittee would know that they have no decision-making power, that it would have to be in collaboration with the Board
 - Initially they would make their charter and we would approve. This would clarify all the decision-making processes.
- Raising up the existence of Long-term planning vision statements that were created 2016-2017 which included a fair amount of Member engagement
 - As the CM Link, feels important to note that the three current members of the LTPC have concerns around this Board sub-committee
 - Some comments from LTPC
 - The Board has other tools it can use to get some of the info / control it wants without creating this new committee
 - There is a lot of contradictory language in this proposal around leading vs collaborating, and board control vs CM autonomy that needs to get ironed out
 - There are some problematic assumptions around how to form / convene the committee (from a PG perspective)
 - It seems unlikely that the CM would be able to move forward with implementation while this committee was being formed / that this committee might want to redirect the plan in a different direction - and if that's what the Board wants they should Say That.
- I think that this committee asks for a different type of engagement energy than other committees
- If we don't do this, I think we need to figure out a different way to harness energy around discussing visions and development
 - We also need to decide what to do with Peter's proposal.
 - We could require that he come up with the signatures needed – not reasonable
 - We could require that he wait another year – not reasonable because he has already waited due to our inaction
 - Therefore, I propose that we forgo the signature requirement for a special election because he is banned from the co-op.
 - I disagree. It is a consequence of his own actions that he is not allowed on co-op property.

- His **proposal** happened long before he was banned from the co-op – it’s not his fault that we delayed, so I don’t think we should place an impossible burden on him
- There may be a solution:
 - Chris provided the edit to policy, and an addition to community engagement
 - **“Collective must include substantive and ongoing community involvement in development processes”**
 - What would this mean? Would the meetings be open to the public that they could participate in? Some felt Owners’ input was not truly meaningful in previous development process.
 - It’s unlikely that we will solve that in this space.
 - Include “ongoing” because there was quite a bit or reaching out to various communities, and the LTPC ran with that and didn’t continue engaging with the community.
 - What process would help us find this language, and also respond to this Member Owner’s request.
 - This innately discourages adding “business” into the policy.
 - This policy solution will come to the next meeting.
 - Policy 2.4.5 covers this, in a way.
 - Maybe this work could be in addition to this policy.

6)Current Staff Survey

Sponsor: Jenna

Purpose: decide

- This item
 - Consultant suggested that we conduct a current staff survey as well as an exited staff survey
 - I propose we make a decision on that and anything we are requiring of the CM
- Information from the CM that I think would be useful to the Board in making this decision:
 - There was an internal staff survey last summer, in which the staff is aware that the staff is dissatisfied.
 - And that there are active steps being taken as a result of that survey in order to address this
 - Specifically, in relation to doing another survey: there was only about 50% participation after deep begging.
 - We don’t currently have a mechanism in place to force 90% of staff to complete the survey
 - One thing that the CM is hearing from the Board is that there is space for dissent
 - One step towards this culture shift, is that in the consensus and facilitation training that all new CM receive – making space for dissent was added as an item to this training.
 - How anonymous was this?
 - There were no asks for names
 - It asks if you are a CM or a Sub
 - Asks for commute style
 - Could potentially try to figure out who people are based on this info, but otherwise anonymous
 - Where is this info in the FYI?
 - It is right before the Long-term planning and process part, stemming from the internal staff survey.
 - Regardless of the Board’s decision to survey staff, please go full steam ahead on these actions
 - Did the staff survey include narrative, open ended questions?
 - Yes.

- The anonymity of having an external person could encourage more people to participate
- Can you speak more to the “try one promising structure change that would address...by the end of 2019” – why is that so vague?
 - It’s being tasked to the Steering Team Coordinating body to pick a structure change, distilled from the workplace survey.
 - It is vague because the Personnel Team Coordinating body wrote this up, and wanted to define which group would discern and decide.
 - What are they responding to from the survey? Are STCs determining that as well?
 - Shadow hierarchies where people feel power is not evenly distributed
 - Honing ability to make democratic decisions more quickly and efficiently
 - The Collective has been brainstorming structures for so long. We want the STCs to try something good enough by the end of the year in order to try it out.
 - Pass on a request to the STCs that this happen sooner than end of 2019
- The timeline in this proposal is off by a couple months
- The exit survey was \$40 per person
 - Why is this one more expensive?
 - The survey is longer
 - More people are surveyed
 - More people are followed up with
 - Consultant’s report back is more in depth
- What dissatisfactions were raised in the workplace survey conducted internally?
 - There is a 6-page summary of the workplace survey that was prepared to share out with the Collective
 - I don’t see any reason why I can’t share this with the Board. Pending approval by the Personnel Team Coordinating body, I could share this with the Board
- What if we chill out for a while? I’d like to see what the CM does to improve the workplace.
- I’d like for Naoki and Liz to be involved in this conversation
 - Their voices have been part of the conversation; Jenny has had conversations with both of them
- I’d like to celebrate Jenny for the work she’s done on this!
 - And I’d like to consider how expensive this is, considering how hard it was to get 50% of staff to participate
- I think that it would make sense to move forward sooner rather than later
- I think if we have data from the existing workplace survey, and are working to make changes on the CM, I think we should wait to see how this changes things before launching a new staff survey.
 - Are you saying you want to lose the rest of the staff?
 - We have lost half of the people who work at the co-op.
 - Of the people who took the staff survey last August, maybe 1/3 of them are still in the co-op working.
 - We have spent dozens of hours hiring, by numerous people, to hire for a small percentage of the people who have left in the last 15 months.
 - That is likely half of the cost of the survey, and we’re talking about pushing this out further
 - This is the first FYI in months that hasn’t included people leaving
 - Some people didn’t respond to exit survey because they didn’t trust it was anonymous
- I support this, but what do we do after when the CM knows that people are dissatisfied. What will it provide to the CM for them to make improvements, differently than what is already in the FYI?
 - We will have to see the workplace survey to know that
- I want to say that there are powerful emotions in this room: deep concern. I think that’s very understandable:

- Staff satisfaction
- Longevity
- Not wasting co-op resources
- Feels like a cultural thing. I'm hoping the survey will look at the situation from a CM cultural perspective
 - I hear that it feels uptight, there's pressure.
- Is the Board in agreement with the proposal to hire a consultant?
 - My concern is: how would our findings help guide the CM any different?
 - No blocking concerns, no stand asides, many vibes.
 - This proposal has passed.
 - I don't think this met the spirit of consensus even though nobody blocked it. I don't feel great about that.
- I'm wondering if 10 minutes of Executive Session would be helpful right now
 - No
- I wish that you all had more conversations that hard, and decision making that hard. It makes me most nervous when the Board avoids conflict and sticky conversations.
 - Good job having conflict and coming to a decision anyway!

7)Board Self-Monitoring: Policy 4.5

Sponsor: Naoki

Purpose: discuss

- Naoki needed to go home and take care

MEETING EVALUATION

Celebrate!

- We went late when we needed to go late!
- Conflict!

Opportunity for change:

- Didn't have time to hear the answers Sonrisa brought to report back on
- Wish we had time for responses to CM FYI
- Wish we had time to talk about Finance Manager succession
- Wish we had time to talk about CM Link succession

NEXT MEETING: Tuesday, March 26, 2019, 5:30-8:30 pm

Next meeting agenda brainstorm:

- (get from Jenny)
- Do we want to put off prep for Feb Ends report until Feb since we're getting report in March?
- Self-evals every month? Half hour for first one, probably shorter in future.
- Reserve space to bring back Jenna's item.
- Board self eval, speaking in one voice, merging committees; 35 minutes remain...
- CM/Board conversation around group check-ins/state of the co-op (link cannot enforce will of the board--need more relationships) --try to find a way to work together moving forward--maybe making Ends discussion and interpretation more collaborative--some follow-up from the tense discussion that rose up in Ends item.

- Maybe make a plan on how and when to have this conversation.
- Ends statement project; CM/Board relationship. What would be a format that would feel inclusive and productive?

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)