


**Board Meeting Minutes**  
**Tuesday, October 24, 2017; 5:30-8:30 pm**

**Attended by:**

Board Members: Dave, Jacob, Kathy, Jenna, Jenny, Lisa, Isaac, Teresa (arr 7:20)

CM: Kahadish, Sofie, Rachel M, Cari, Bea (and Emma)

Member-Owners: Lisa Gorlin, Christopher, Chris Eykamp, Lindy

Guests:

**Facilitation:** Andrea **Minutes:** Gayle **Vibes:** Christopher, Bea **Clean-up:** Lindy, Dave, Kathy **Scribe:** Lisa

**COMMITMENTS:**

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	9/27/16	Dave	12/17	Dave will bring study & engagement on ethics of development.
2	11/15/16	Dave, Lisa	12/17	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.)
3	2/28/17	Teresa, 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.
4	3/28/17	Jacob, Shawn, Rachel	12/17	Jacob, Shawn, and Rachel will create an agenda item regarding global policy 2.8.
5	4/25/17	Teresa	TBD	Teresa will attend next patriarchy & oppression follow up meeting and will include any input from board. (If anyone has any input on accessibility to board, please let her know.)
6	4/25/17	Teresa	12/17	Teresa will read through policy & bylaws to find out if process of board only talking to CM through CM Link is specified and if any changes need to be made there.
7	6/27/17	Kathy	ongoing	Kathy will be Shawn's point of contact for consultations with lawyer on drafting change to articles of incorporation.
8	6/27/17	Jacob, Rachel	12/17 (?)	Jacob and Rachel will take orientation pluses/deltas and sketch out how next board orientation will work, ask people to take sections on.

9	6/27/17	Gayle	ongoing	Gayle will send out agenda request reminders a week after meeting and a day before planning meeting.
10	7/25/17	Isaac, Teresa	10/17	Isaac will bring a discussion of Global Policy to the August Board meeting with Teresa's assistance.
11	8/22/17	Lisa	12/17	Lisa will follow up with Chris about making a new process that is democratic, inclusive, and open.
12	8/22/17	Shawn	12/17	Shawn will email board to respond to the question of the financial indicator for considering using NCG DC.
13	9/26/17	Jacob, Teresa, Kathy	11/17	Develop a proposal for Board Policy Change re. Report Calendar.
14	9/26/17	Naoki, Isaac, Kathy	2/18	Review current policies and develop a proposal for updates to guide board response to email communications.
15	9/26/17	Naoki, Rachel	11/17	Bring a proposal regarding non-confidential board agenda packets for MOs.
16	9/26/17	Naoki, Ellen	12/17	Connect regarding the Elections committee.
17	10/24/17	Rachel	11/14/17	Rachel will send her edits for the September minutes to Gayle by Nov 14.
18	10/24/17	Rachel	11/17	Rachel will ask Padrice to respond to Jacob's question re: how confident CM is of compensation and benefits metrics.
19	10/24/17	Lisa, Jenna	11/17	Lisa and Jenna will draft questions for the lawyer, circulate them to the board for feedback, then pass along to CM.
20	10/24/17	Teresa, Jenna	11/17	Teresa and Jenna will consult with Mark Goehring about sharing financial information with MOs.
21	10/24/17	Lisa	11/17	Lisa will update MOs who had questions about the issue of sharing financial information with where we are with this issue.
22	10/24/17	Jenna	11/17	Jenna will create a doodle poll to schedule date for December meeting.
23	10/24/17	Gayle	ongoing	Gayle will put the month's 2 cleanup names on the agenda.

## **DECISIONS:**

- **Decision: .September minutes approval tabled pending edits from Rachel.**
- **Decision: .Board accepts updated August minutes as revised.**
- **Decision: .Board accepts 2.7 Policy report as submitted.**
- **Decision: .Board accepts 2.6 Policy report as submitted.**
- **Decision: Board will go into executive session at end of meeting.**

### **NEW COMMITMENTS:**

Rachel will send her edits for the September minutes to Gayle by Nov 14.

Rachel will ask Padrice to respond to Jacob's question re: how confident CM is of compensation and benefits metrics.

Lisa and Jenna will draft questions for the lawyer, circulate them to the board for feedback, then pass along to CM.

Teresa and Jenna will consult with Mark Goehring about sharing financial information with MOs.

Lisa will update MOs who had questions about the issue of sharing financial information with where we are with this issue.

Jenna will create a doodle poll to schedule date for December meeting.

Gayle will put the month's 2 cleanup names on the agenda.

### **OPEN FORUM:**

- I am a new MO as of June. I am a resident of North Tabor neighborhood. I went back and forth between People's and Alberta for 14 year, now decided on People's. Lot of reasons: Like the ethics, choices for foods I can't find elsewhere, atmosphere. Very interested in having co-op in Montavilla. Noticed there is a group called Montavilla Co-op, but they don't have a store yet; 650 members. I haven't signed on with them because not sure what their goals and resources are. Would like to see People's second store there; a co-op is needed and wanted there. I reached out to them to ask if they would be interested in doing some cooperation, like links on FB page, etc. They just said "Hmm." I would like to see a collaboration rather than a competition. They are ready for next step re location, etc. I think they would be served best by joining with People's--better purchasing and negotiating power. I have not talked much with them about this.

### **AGENDA REVISIONS:**

- Add "Sharing Financial Information" after break or just before break (if time allows).

### **MINUTES APPROVAL:**

- **Decision: September minutes approval tabled pending edits from Rachel.**

Rachel will send her edits for the September minutes to Gayle by Nov 14.

### **AGENDA ITEMS:**

#### **1. Approve Tabled August 2017 Minutes**

Sponsor: Facilitator

Purpose: decide

- **Decision: .Board accepts updated August minutes as revised.**

#### **2. 2.7 Policy Report: Compensation & Benefits**

Sponsor: Link

Purpose: decide

- Is board prepared to act? Yes (minus Jenny).
- Does board accept report as submitted?
- Any policy reflection?
  - How confident are you of metrics?
    - I need to ask Padrice to follow up on that. She normally comes to this meeting but had a conflict tonight.
    - Rachel will ask Padrice to respond to Jacob's question re: how confident CM is of compensation and benefits metrics.
  - We all know that this is of concern in the long term, something that we will want to be looking at in the near future (trends). This will be on our work list at some point to take a look at.
  - I think this is a policy we need to look at sooner rather than later. CM has been aggressively managing payroll & Benefits in order to keep us in the black. But notice that we are barely hanging on to any pretense at working wage. I think we need to put some effort into this no later than first quarter.
- **Decision: Board accepts 2.7 Policy report as submitted.**

### 3. 2.6 Policy Report: Link Succession

Sponsor: Link

Purpose: decide

- Is board prepared to act? Yes (minus Jenny, Isaac).
- Are there any questions or concerns with the report?
- Any policy reflection?
  - Would like to see this updated to better reflect the reality.
    - We need to hold off on this since we're still in the hiring process for Shawn's replacement, and we still haven't decided if link team will be same, or more diffuse, or less diffuse but more supported.
    - Request to CM: Please solicit any tweaks in the policy from Board rather than waiting for us to come to you.
- **Decision: Board accepts 2.6 Policy report as submitted.**

### 4. LTP Process Check-in

Sponsor: LTP (Shawn)

Purpose: discuss

- Update on what has happened since last board meeting: We have finished all the feedback sessions and community forums. Synthesis committee will have its first meeting tomorrow. The survey is complete-- it only took just over a week, and we got over 500 responses. PSU research lab has done an analysis, and Daniel will go talk to them in person about how to interpret this. There is still some analysis to do re coding open responses; we will get that to the Synthesis committee by their second meeting.
- Any questions for LTPC?
  - Is there anything in particular you want board members to bring to the Synthesis committee meeting?
    - We will set a lot of framework for how to move forward, and we will provide more information.
  - How many meetings will Synthesis committee have?
    - Hoping for max of 4. David O set up a great rubric for us to use.

- We had some turnover on LTPC. Ashley is new on team, replacing Justin.
- Purpose of Synthesis committee (first step) is to figure out what was heard at the meetings.

## 5. Sharing Financial Information

Sponsor: Kathy

Purpose: discuss/decide

- The thing about sharing financial information with MOs is that they are under no obligation to keep it confidential like board members and staff are--they have to sign Non-Disclosure Agreements (NDAs). Thus, we can only share information with MOs that is okay to share publicly.
- What could be shared: Some info from pro formas can be shared publicly, some that can only be shared with board and staff. Will take some time to separate that out. Still no replacement DM yet, and Miles is gone at end of week, so it won't be able to be done quickly.
- Please note that the NCG assessment is confidential--it's written all over the document that it's confidential.
- Minutes from LTPC are often obscure (sentence fragments, etc) and would only make sense to committee members. We can summarize the information so it can be better understood by readers outside the LTPC.
- Do we have a process for a non-disclosure statement with MOs?
  - No.
  - Should we?
  - Would need to talk to a lawyer to see how that would work. Board would craft a specific question for a lawyer, which would be presented by CM. Be aware of cost in staff time and lawyer expense.
- In my understanding, the end of the Synthesis committee is not the end of the LTP. We are still gathering info, compiling, etc.
- I have been a member of over 15 co-ops, and more than 2/3 of them no longer exist. The strength of co-ops is that they are communities coming together to create common wealth. They elect a board to represent them. The only thing that kills co-ops more reliably than <?> is being cavalier about development process. Doing that recklessly bothers me. Would like board to talk about NDAs with lawyer so we can maximize transparency while still protecting proprietary information.
  - Could we use the same one that board members sign?
  - What about if someone is no longer an MO?
    - It still applies.
    - I just wonder about all the possible ramifications of spouses and housemates of MOs who use MO number but then no longer do, etc. Board is more invested, reason to hold information safe; not sure that that would be the case for general populace.
    - We're just talking about specific MOs who are doing certain types of committee work, not all MOs.
    - Maybe ask lawyer to help define who would need to sign NDA.
    - Might already exist in form of "relevant and prudent" wording in bylaws.
  - Facilitator: I've heard these questions: How protective are our current NDAs? What is a reasonable group of people who should sign NDAs? How does it bind somebody? What are the consequences? (How is it enforced?)
    - If we're going to deny access to information, Board needs to make that statement. It is a board decision.
      - So what does it mean to deny access? Is that a response to a specific request, or the type of information that the board does or doesn't share?
    - Is there a list of the kind of information that could be used to competitive advantage?
      - There could be. It would take some labor hours, but could happen. But there is a

bigger picture. Depends on role of MO and what they're working on. They might not require all the information.

- Agree with that.
- What is the bylaw about sharing financial information? Is there a distinction there? Does it encompass all the kinds of things we're talking about? It talks about the books of the co-op and the records of the co-op, but we are starting to talk about other things, too.
  - Bylaw 2.4 says <?>. "Records" is pretty all-encompassing, but Oregon Statute 62 <?>.
  - There has been conversation about what is already codified, what would be shared, what would not be shared, how co-op bylaws interact with Oregon statutes.
- One concern I have with this is that some confidential info might not really need to be, and some not marked confidential probably should be. Want to not restrict giving people information they need.
- Facilitator encourages Board to decide on next steps.
  - Temp check: Interest in engaging a lawyer?
    - Mix of yes and neutral.
    - Need better sense of what is confidential and what is not. We need clarity around this. We as directors need to be really aware of that. Also, what is the precedent with other co-ops?
  - Who is willing to craft some draft questions to go before the lawyer, then get feedback from rest of board, then give to CM link to ring to lawyer.
    - Lisa and Jenna will draft questions for the lawyer, circulate them to the board for feedback, then pass along to CM.
  - Teresa and Jenna will consult with Mark Goehring about sharing financial information with MOs.
  - Lisa will update MOs who had questions about the issue of sharing financial information with where we are with this issue.

## **Announcements**

- Sofie is looking for a board member to be point person for Chili Cook-off. No volunteers yet. She will badger board through email.
- We will be shuffling the agenda some more! There is a request for an executive session regarding a board issue that affects one of the agenda items. That will happen at the end.
  - Reminder: Board goes into executive session in order to discuss legal, personnel, or internal board issues. No official board decisions are made in executive session.
  - **Decision: Board will go into executive session at end of meeting.**
- **Shawn and Miles are no longer CM connection on a personnel issue; Tyler and Ryan will fill that role.**
- December meeting date will be discussed in email and announced next month.
  - Jenna will create a doodle poll to schedule date for December meeting.

## **6. Board Work Check-in**

Sponsor: Kathy/Jenny

Purpose: discuss/decide

- DEFERRED TO EXECUTIVE SESSION AFTER MEETING CLOSE.

## **7. Work Day Check-in**

Sponsor: Kathy

Purpose: discuss

- We have a work day coming up this Sunday, 1-5 at TaborSpace, with board plus Shawn, Rachel, Sofie, and Daniel. Facilitator will be Missy Rohs.
- This is a time for board to discuss openly; no official decisions will be made.
- How can I request that we discuss things at the meeting (add to agenda)?
  - Talk to Jenny.

## **8. Cleanup Conversation**

Sponsor: Jenny

Purpose: discuss

- Would like to propose that we have a sign-up list for 2 people per meeting to clean the dishes in the kitchen. Might help if one of them knows where everything goes, or could just ask someone. Also includes storing leftovers, cleaning cook Sheryl's containers, and returning them to Gayle (or staged for Sheryl to pick up if Gayle not here).
- Jenny passed around a sign-up sheet for the next several months..
- Gayle will put the month's 2 cleanup names on the agenda.

## **9. Thanks and Farewells**

Sponsor: Kathy

Purpose: discuss

- Longtime CM Miles is leaving. He started work here in 1995. Lots of great memories were shared. Fun conversations and laughter.
- Lisa M's pomegranate cheesecake and chocolate truffles were great, too.

## **MEETING EVALUATION**

### **Celebrate!**

- Miles has been here 22 years!
- Facilitation supporting growth of new board members
- Well done, new officers
- Emma!
- Chili cook-off plan
- Cake
- Food
- Laughter
- Good to have Gayle back

### **Opportunity for change:**

- Miles leaving
- Low energy at beginning of meeting

**NEXT MEETING: Tuesday, November 28, 2017, 5:30-8:30 pm**

**Next meeting agenda brainstorm:**

- Report back about finance stuff
- Non-confidential packets for MOs
- Policy report 2.3

**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)