



# Board Meeting Minutes

Tuesday, December 3, 2019; 5:30-8:30 pm (November meeting)

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**Facilitation:** JennyL **Minutes:** Gayle **Vibes/Celebration:** Christopher **Clean-up:** Liz, Jen  
**Scribe:** JennyL  
**(Room Setup for next time:** Finnley/Kahadish?)

**Attended by:**

Board Members: Naoki, Chris, Brion, JennyO, Eleanor, Liz

CM/Staff: Kahadish, Rachel

Member-Owners: Christopher, Jen

Guests:

**COMMITMENTS:**

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	10/22/19	Chris	12/19 (mtg in Jan)	Those in opposition will bring a draft of a proposal for a bylaws amendment to the board to address the issue of appointing board members if there are 6, 7, or 8 members.
2	10/22/19	Naoki	12/19 (mtg in Jan)	Refine proposal for Ends work.
3	12/3/19	Eleanor	12/19	Eleanor will notify the person under discussion that their membership has been revoked.
4	12/3/19	Kahadish	12/19	Kahadish will make the refund happen for the person under discussion.
5	12/3/19	Naoki, Brion	1/20	Naoki and Brion will investigate adjustment to IMR calendar process by Jan 28 meeting. Until then, continue using the monitoring calendar as already set.
6	9/24/19	Eleanor, JennyO	1/20	Subcommittee for reflection on 2.2.
7	10/22/19	Eleanor, Brion	2/20	Anti-oppression work.
8	6/25/19	Chris, Finnley	3/20	Chris and Finnley will work on 2.1 language change (in collaboration with Vishal's overhaul of this policy) by September.

9	4/23/19	Rachel	3/20	CM will clarify and explain 8.6, allocation of net loss, in time for the 2019 patronage decision.
10	5/28/19	Rachel	?	Rachel will bring back Policy 2.3 Q4 and Q1 reports when CPA has more firm numbers.
11	7/23/19	Kahadish	?	Kahadish will bring the topic of names on bank accounts back to the Board when Finance Team has another eligible person.

**DECISIONS:**

**DECISION: October minutes accepted as submitted.**

**DECISION: Jen Bishop appointed to board through May 2020 to fill vacancy.**

**DECISION: The membership of the person under discussion will be revoked.**

**DECISION: JennyL will stay to facilitate the executive session.**

**NEW COMMITMENTS:**

**Eleanor will notify the person under discussion that their membership has been revoked.**

**Kahadish will make the refund happen for the person under discussion.**

**Naoki and Brion will investigate adjustment to IMR calendar process by Jan 28 meeting. Until then, continue using the monitoring calendar as already set.**

**MINUTES APPROVAL:**

**DECISION: October minutes accepted as submitted.**

**AGENDA REVIEW:**

Agenda was revised as follows:

- 1. Appoint New Board Member**
- 2. Revoking Membership**
- 3. 2020 IMR Calendar**
- 4. <Executive Session>**

Board commits to doing some additional preparation for IMRs 2.3, 2.6, 2.7, and LTPC plan as “homework” for next meeting.

**Member Owner Forum:**

N/A

- 1) Appoint a New Board Member**

Sponsor: JennyO

Purpose: decide

- Jenny proposes that we welcome Jen Bishop onto the board (board appointment for vacancy through May remainder of term). She would participate tonight as a witness but not in a decision-making capacity.

**DECISION: Jen Bishop appointed to board through May 2020 to fill vacancy.**

## 2) Revoking Membership

Sponsor: Eleanor

Purpose: decide

- Decision tonight is about whether to continue process of termination.
- Termination process was begun, and person has responded via email. Proposal is to revoke the person's membership.
- Discussion: Looking at what the "crime" was and thinking about whether revoking membership is the best and only way to deal with it, not sure this is the right thing to do. Does anyone else on board agree?
- Prepared statement from a board member:

I think it is very possible that this Member Owner was treated unfairly as they attempted to exercise their perception of their rights as a Member-Owner, and then was marginalized as they attempted to seek redress for that unfair treatment. I also think it very possible that, without a clear avenue for appeal, they escalated in a manner that caused harm to workers of the Co-op, both before and after their 86'ing from the premises.

It is not within the scope or mandate of this body to overturn an operational decision of the CM. I can only hope that the CM conducted its due diligence and accountability for the decision to 86 this Member-Owner. I do not believe we currently have a mechanism to do anything about it, if the CM did not meet that obligation, other than to express our concern or disapproval. I'm not even certain whether we have the right to investigate.

What we do have is a mandate and responsibility to determine is whether this Member-Owner should have their membership in the Co-op terminated for cause. I do believe that this Member-Owner has caused harm to staff members of the Co-op, through the manner in which they have conducted themselves. I, myself, in only six months of experience of the Member-Owner in my role as a Board Member, have received 22 unsolicited emails that each constitute either a persistent request for evidence or repeated questions, under the guise of civility and sincerity, but which as a body constitute an overwhelming and injurious demand that is almost impossible to respond to. This is a form of harassment known as sealioning.

I believe I would have received far more than this number of emails in the last 24 weeks, had the Member-Owner not been under a CM restriction to send no more than one email a

week in order for them to be communicated with by the staff.

My personal experience leads me to believe the CM claim that the Member-Owner has sent many dozens of emails in a campaign of harassment under the guise of justice-seeking, and that this has caused harm to staff and created a toxic work environment for them. The Member-Owner, in their defense of their actions, seeks to relitigate past complaints, but does not acknowledge or explain their harassing behavior in email. I do not see any evidence that they are aware that their behavior is harming workers trying to do their jobs, and making the workplace untenable, or that this behavior will ever cease, short of the Member-Owner getting the thing they want.

I do not know how this Member-Owner can get redress for the injustice that they perceive was done to them, and it pains me that it has come to this juncture, but I do know that I cannot allow this harassment of staff to continue, and so I consense to terminate the membership of this Member-Owner.

- Consensus: 2 stand-asides: Concern about only responding to only one side of the dispute. No blocks, otherwise consensus.
- What needs to happen next? Notify member and refund their share.

**DECISION: The membership of the person under discussion will be revoked.**

Eleanor will notify the person under discussion that their membership has been revoked.  
Kahadish will make the refund happen for the person under discussion.

### **3) 2020 IMR Calendar Process**

Sponsor: Naoki  
Purpose: decide

- Public Service Announcement from Facilitator: Use the agenda proposal form so the agenda creation team will have all the information they need to schedule the right amount of time for it for the meeting.
- Framing: Let's talk about just the monitoring calendar now and discuss the other issues at another time.
- Background: We have had a relatively large number of reports that the board rejected. Focus of board should be on building the future. Maybe we don't need as many reports per year as we have had.
- Proposal: Alternate CM reports and board priorities at meetings.
- Board work session concern was how to add topics back in at a pace that does not overwhelm board.
- Recap: Think of reports as Tier 1 (2.3\*, 1.0, 2.2, 2.4, 2.1) to be reviewed every year (\*or more) and Tier 2 (2.5, 2.7, 2.8, 2.0, 2.6) that could be reviewed every other year. In 2020, only do Tier 1. In 2021, add back in 2 of Tier 2. In 2022, add back in the other 3.
- Alternately, don't have a year of Tier 1 only; start with 2021 scenario above in 2020.

- CM input: These policies are about the functioning of the co-op. CM depends on them to keep focused on what they should do.
- CM could still prepare the reports and send to board as FYI.
- Could continue with current reporting schedule and decide if meeting time is needed to discuss.
- Could just make decisions about reports in meetings without slowing the meeting down to drill into unproductive conversations and questioning back and forth. (Don't change calendar, just change approach.)
- We spend a lot of time looking backward rather than forward. Not sure how to reconcile policy governance model with focusing board on future more.
- Want to make sure that however we move forward addresses CM concern.
- How do we make sure we spend more time looking forward than looking backward? How do we create a relationship with MOs and CM that is constructive?
- Many of the people who will be working on monitoring reports are new.
- If we were to spend less time on monitoring everything every year, we may be able to do a better/more focused job of doing the monitoring when we do it.
- Consultant recommended we revisit frequency of monitoring and reduce it considerably. This proposal is more of a compromise between what we've been doing and what the consultant recommended.
- As it is now, CM follows the monitoring calendar whether we monitor it formally or not; they write the reports for themselves as well.
- Temp check: Consult more with consultant before deciding? (Not ready to make a decision.) Maybe find out if there are other co-ops who made similar decisions.

**Naoki and Brion will investigate adjustment to IMR calendar process by Jan 28 meeting. Until then, continue using the monitoring calendar as already set.**

#### **ANNOUNCEMENTS:**

- The Secretary will make sure that the minutes and calendar of board meetings is up to date on the website.
- Nomination Committee is moving forward with selecting 100 members randomly, training them about board work, encouraging them to run for board.
- Grassroots article is due Dec 7! Eleanor will draft something from the board. Naoki is writing a separate article about Nomination Committee.
- Next board work session is Wednesday, Dec 18, 6-8 pm.

#### **4) EXECUTIVE SESSION**

- The board went into executive session for the remainder of the meeting.

**DECISION: JennyL will stay to facilitate the executive session.**

**Check-outs before people leave the room:**

- Has everyone seen characterizations of white supremacy? One is strict adherence to the letter of the law. Feel this creeping in when MOs are not allowed to speak at meetings when they have relevant input to the conversation.

**MEETING EVALUATION**

**Celebrate!**

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**Opportunity for change:**

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**NEXT MEETING: Tuesday, January 7, 2020 (“December 2019” meeting), 5:30-8:30 pm**

**Next meeting agenda brainstorm:**

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**BIKE RACK/FUTURE MEETING TOPICS:**

