


Board Meeting Minutes
Tuesday, October 22, 2019; 5:30-8:30 pm

Facilitation: Jenny

Minutes: Finnley, Liz

Vibes/Celebration: Eleanor

Clean-up: Naoki, Brion, JennyO, Eleanor

Scribe: ---

(Room Setup for next time: Finnley)

Attended by:

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

CM/Staff: Kahadish

Member-Owners: Jen

Guests:

COMMITMENTS:

| | COMMIT MADE | DIRECTOR(S) | DUE DATE | COMMITMENT |
|---|-------------|-----------------|----------|--|
| 1 | 6/25/19 | Chris, Finnley | 11/19 | Chris and Finnley will work on 2.1 language change (in collaboration with Vishal's overhaul of this policy) by September. |
| 2 | 9/24/19 | Eleanor, JennyO | 1/20 | Subcommittee for policy reflection on 2.2 |
| 3 | 5/28/19 | Rachel | ? | Rachel will bring back Policy 2.3 Q4 and Q1 reports when CPA has more firm numbers. |
| 4 | 4/23/19 | CM Link | ? | CM will clarify and explain 8.6, allocation of net loss, in time for the 2019 patronage decision. |
| 5 | 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 |
| 6 | ? | Eleanor/Brion | 12/19 | (For "Nov" board meeting) Anti oppression work |
| 7 | 10/22/19 | Naoki | 12/19 | (For "Nov" board meeting) update the policy register with NMEC charter by November Meeting |
| 8 | 10/22/19 | Chris | 12/19 | (For "Nov" board meeting) Those in opposition will bring a draft of proposal for a by-law amendment to the board to address the issue of appointing board members if there are 6, 7 or 8 members |

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|---|----------|-------|-------|---|
| 9 | 10/22/19 | Naoki | 12/19 | (For “Nov” board meeting) Refine proposal for Ends work |
|---|----------|-------|-------|---|

DECISIONS:

- **APPROVED: Proposal to accept updated NMEC charter with friendly amendments**
- **APPROVED: Proposal to elect Naoki as Board Secretary**
- **APPROVED: Proposal to change November and December Board meetings**
- **APPROVED: Appointing a board member**

NEW COMMITMENTS:

- Secretary will update the policy register with NMEC charter by November Meeting

MINUTES APPROVAL:

September minutes are approved by the Board
 Consensus, minus 2 abstentions (Finnley, Will)

AGENDA ITEMS:

1. **Nominations and Membership Engagement Committee Charter (discuss)**
2. **Officer Elections: Board Secretary (decide)**
3. **Board Meeting Date Changes: November, December (decide)**
4. **Appointing a Board Member (discuss)**
5. **Ends Report Process (decide)**
6. **Ends Rewrite Process (discuss)**

MINUTES:

Member Owner Forum:

- None today

Nominations and Membership Engagement Committee Charter (discuss)

- What changes have happened to this charter?
 - We made changes to the draft together at Board’s work session
 - The biggest change made is that the Membership engagement aspect of NMEC is it’s own thing – M/Os making events for M/Os, instead of doing member engagement on behalf of the Board
- Updates from sub committee meeting with NMEC
 - Rod and Christopher and Mia (Marketing and Membership Manager)
 - Worked towards generating consensus by explaining our process, intention, and draft charter
 - Members of NMEC had reflections, feelings, critique, and came to agreement to try this charter
 - Naoki was also there as Secretary
 - An aspect of NMEC that members lifted up is to poke the Board if they see a place we need to do more engagement or have more transparency / accountability for our work.
 - Visions of there being more Member-Owners on the committee eventually
- Does it feel like we have commitment from that group to do nominations?

- I felt like we worked through a lot of feelings and concerns with this new charter, that feels like it makes space for NMEC members to be able to do the work they're excited about
- There was concern about the Board not doing it's job well, and it feels like Nominations is actually a way to ensure that a Board is set up well to do good work
- It feels like this charter is written to support NMEC to have the autonomy and creativity its Members seek.
- Changes that were made after work session, reviewed by NMEC:
 - Added to "Mission": "to further the co-op's Ends"
 - 2a added "within safer space guidelines"
- **Friendly Amendments – to be changed in the charter**
 - **2. Duties C: add "Participate in Nominations AND ELECTIONS"**
 - **1. Mission: add "will coordinate all Board elections WITH TRANSPARANCY"**
- Proposal as written with friendly amendments
 - **1 Stand Aside for a process concern**
 - **0 Blocks**
 - **Consensus!**

Officer Elections: Board Secretary (decide)

- Naoki has said he will be Secretary, with Brion as backup!
- Proposal to elect Naoki as Board Secretary
 - Full consensus!

Board Meeting Date Changes: November, December (decide)

- Proposal to change the meeting dates because of the holidays in November and December to these:
 - November public meeting will take place on Dec 3 2019
 - December public meeting will take places on Jan 7 2020
 - January public meeting will take place on January 28, 2020
 - Full consensus!
- Other meeting's tentative dates – may be changed by people who must be at these meetings
 - November agenda planning meeting on November 19 2019
 - November link check in November 12 2019
 - December agenda planning on December 13 2019
 - December link check in December 10 2019
 - January agenda planning meeting on January 14 2020

Announcements

- 10% off day is Novemeber 10
 - The sale is all day 8am-10pm
 - Would be awesome if Board is available to come, help out, be around a busy store of customers, and bag groceries!

Appointing a Board Member (discuss)

- What we have to discuss:
 - Questions we want to ask them
 - Process for appointing
 - Refine our "ad"
 - Receive "applications" by _____
 - Decide at November meeting (Dec 3) – closed session?

- Of the questions listed, we see the most important as:
 - Do you plan on running in the next election? We want to select someone for the long term
 - Do you have time to come to small group work sessions as well as the board meeting and keep up on emails on a weekly basis? (Is there anything you need for accessibility (ie childcare) that would be helpful for you to access these sessions?)
- New questions to add:
 - Please describe relationship and responsibility you see between board and membership / between board and co-op staff
 - Please discuss how you see bringing the Ends' values and anti-oppression work to your role as a member of the board
- Process question: required to appoint new member? Is it in the best interest of the board?
 - Minimum number of directors in By-laws is 6 (Section 4.2)
 - Concern that we did really tight work as a board at the board retreat, how will introducing a new person into that dynamic going to affect that?
 - Does the board have authority to appoint someone only if number of directors falls below 6?
 - Seems like it just becomes a requirement if numbers fall below 6
 - This may be a state law issue
 - Opinion among several board members that filling the vacant role will be positive for the board in collaboration, expression of needs of member owners
 - The by-laws are what give the board our powers from the owners; so if it's not in the by-laws the board should not do it
 - Laws are also boundaries of what we can/can't do. But if it's not stated in the by-laws as a limit, then we have authority
 - By-laws Article 10: the by-laws may be amended or appealed only by member owners. This feels more like an interpretation of the wording
 - What is the concern here? Legal concern? This is a 6 month appointment, need to understand underlying concern. If we agree it's good for the board to have a 9th board member, let's take the risk to appoint someone
 - Original concern for appointing additional member is withdrawn
 - Could put the word out of new appointment in order to keep members more informed on the process of appointing new member
 - Following the rules is important. If this is not something we can do, it's not right to just do it
 - This is more about following the rules
 - Opinion is voiced that appointing a new member is not in violation of reasonable interpretation of the by-laws
 - Proposal: that we vote on approving the process to appoint a board member
 - Stand asides: One: This is sloppy thinking to say that this is not prohibited so we can do it
 - Blocks: One – same reason as stand aside
 - Proposal passes with one stand aside and one block
 - Those in opposition will bring a draft of proposal for a by-law amendment to the board to address the issue of appointing board members if there are 7 or 8 members
- Action items based on proposal just passed:
 - Decision to appoint new member to be made on Dec 3rd
 - Applications needed Nov 23rd to be printed in the packets
 - Google doc questions to be finalized by Oct 29th
 - Jenny O will finalize on Oct 30th based on comments in google doc
 - Jenny O will send finalized questions to two candidates
 - Candidates will submit answers by Nov 19th; board will discuss at Nov 20th work session

- Any board member with strong opinion about this who can't make the work session will send a proxy
- Process concern: board member that is appointed will carry weight in the next election (would be more likely to be elected)
 - Concern not shared by majority of other board members

Ends Report Process (decide)

- Can we help the link and CM pair down the process of the ends report to produce a more streamlined report that takes less CM hours to produce without sacrificing content
- Decisions:
 - Does this make sense to pursue?
 - One no on temperature check. “Puts the cart before the horse”
 - Those working on ends report should be the same group of people that are working on the ends revision
 - Others see these as two separate items: yearly process of creating the reports; vs redoing the ends on a high level
 - See this as a separate item from the report—being aware of the load of work on the CM and noting ways to reduce length of ends report would be productive. ie removing data and leaning more on narrative
 - Concerns with narrative being ends report: it needs to be more objective; narrative can be told in whatever way the person writing wants to tell it
 - Consider what we can take on now as a board in the short term and envision yearly processes moving forward
 - CM Link could look at reports from other co-ops and identify ways in which they are different
 - How will we do this?
 - Committee to think through the proposal to be brought to December meeting
 - Will, (Finnley on-call if needed)
- Process: ends report is due in February. We would need committee to bring proposal of changes in December in order for CM to be able to consider board's proposal (not required to adopt)
- Process check: the CM Link will be looking at pairing down the report in Jan/Feb, so is it useful for the link to have board members brainstorming on this?
 - CM Link can ask board for opinion when needed
- **Result:** anyone on the board can opt in to talk with the CM Link about simplifying the Ends Report they have the opportunity to make an agenda request
 - **(no sub committee developed; board to focus on ends rewrite)**

Ends Rewrite Process (discuss)

- Goal for discussion: feedback on thoughts of idea of having a yearly process to update part of the ends every year
- The way our ends are currently structured is somewhat poetic. Given that, how do we change one element of the ends without affecting the flow of the current ends
 - We can detach ourselves as using that as the poem of the co-op; could have a more concrete document with policies and sub policies so that over the years we are explaining/pulling out meaning of the ends in said document
 - The collective has them in bullet points—mostly sees them as separate bullet points for the practicality of meeting the ends
- Engagements around Ends yearly would be great way to engage with MOs

- Orienting less towards the year and more towards 9 or 10 month cycle
 - Election in June, on boarding new members, introduction of ends at board retreat; then start with work on ends and finish before next election
 - Co-op community functions a lot on seasons. How the community experiences time is important
- Should the same group of board members be running the whole process?
 - Rather than committee work, it could be work for the whole board
- This goes hand in hand with looking at reporting calendar for 2020
- Next steps:
 - Naoki and Eleanor and Finnley to refine a proposal for Ends work

MEETING EVALUATION

Celebrate!

- Notes
- Get stuff done (w/o reports to review)
- Rod still NME
- Big convos
- Explore range of decisions

Opportunity for change:

- No back up minuter
- Out of focus → ideas not concrete
- Bump process
- Process and blocks—need consensus training? Alignment?
- Confusing process—commits
- Limit changes after agenda meeting (think more on issues before meeting start time)

NEXT MEETING:

Tuesday, December 3rd, 2019, 5:30-8:30 pm (Because of November Holiday)

Next meeting agenda brainstorm:

- LTP
- Monitoring schedule
- Accountability / Conflict resolution
- Appointing new board member
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BIKE RACK/FUTURE MEETING TOPICS: