



# Board Meeting Minutes

## Tuesday, September 24, 2019; 5:30-8:30 pm

**Facilitation:** Jenny (she, her) **Minutes:** Sarabell **Vibes/Celebration:** Kahadish **Clean-up:** Eleanor, Will, Chris **Scribe:** (Room Setup for next time: Finnley?)

**Attended by:**

Board Members: Jenny O (she her) Eleanor (she her) Christopher (he, him) Naoki (he him) Chris, Liz (she, her) Brian (he, him) Will (he, him)

CM/Staff: Kahadish (it) Dusty (he him), Finnley BOD (they them) Sarabell (she they) James (he him) Mia (she they) Rachel (she her) Padrice (this one/that one, she) Ashley (she her)

Member-Owners: Pedro (he him) Cynthia, Jen (she her) Mark (he him)

Guests:

**COMMITMENTS:**

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	4/23/19	Rachel	10/19	Rachel will schedule the audit for late summer and report back
2	4/23/19	Kahadish	10/19	Kahadish will respond to Chris's proposed edits to 2.4.5.
3	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.
4	8/27/19	Finnley, Brion, Chris	10/19	Finnley, Brion, and Chris will bring a proposal next month on how the board wants to commit its energies as a whole to member engagement as a priority of the board.
5	8/27/19	Kahadish		Kahadish will email responses to treatment of workers bullet points, and we'll discuss next month with 2.2
6	5/28/19	Rachel	?	Rachel will bring back Policy 2.3 Q4 and Q1 reports when CPA has more firm numbers.
7	4/23/19	CM Link	?	CM will clarify and explain 8.6, allocation of net loss, in time for the 2019 patronage decision.
8	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: Aug minutes accepted as submitted.**

**DECISION: Accept 2.2 as written.**

**DECISION: Send letter to the member revoking membership.**

## **NEW COMMITMENTS:**

add page numbers in CM report (Gail? Padrice?)

Eleanor & Jenny O: Subcommittee for Policy Reflection, January MTG

Padrice: re-send the grievance policy

Jenny O: confer with sub committee about pause of member engagement committee

Jenny O: address concern about process for hiring new facilitator

Future: Rewrite policy re: discrimination

## **MINUTES APPROVAL:**

**Aug minutes accepted as submitted.**

## **AGENDA ITEMS:**

1. **IMR 2.2: Treatment of Workers (decide)**
2. **2.2 Policy Reflection (discuss)**
3. **Member Engagement Subcommittee Update (discuss)**
4. **Revoking Membership (decide)**

**We are here to be awesome together in the spirit of partnership & support.**

Only board members invited to participate in conversation at the BOD meetings (this has been longterm board policy) There's conversation in the works about "getting more voices in the room."

Also 10mins for member owner forum

### **Member Owner Forum:**

Excited that there is a new facilitator, also: Concern that there was no transparency about a new facilitator. Disappointed. Doesn't have to do with person but with process.

We met recently and think we can be empowered without being a distraction to the board.

Interest in MEC being put on hold if it's been a distraction, but we feel clear that we can give more than we take, that we can not be a distraction. If it's in the best interest of "nothing about us without us"

## 1) IMR 2.2: Treatment of Workers

Sponsor: Kahadish

Purpose: decide

Accepting or not accepting the report, with plans.

A year ago, the board asked for re-write and clarification. Steps and conversations over this past year. July, outside consultant Carolee, and now new report.

Decided to trust the policy governance flow-chart.

This report and the amt of info the board has been asked to digest... and it's emotional. Giving this an hour to have the time it really needs. Board received this information beforehand.

Writers of the report:

Last year when 2.2 came to the board, it was super controversial. We usually do a WorkplaceSurvey every 2 years. BOD wanted report back in 6 months, which didn't happen. External survey was happening at that time as well. 3<sup>rd</sup> survey of the staff happened this Summer; we had really good participation, so happy about that! Rewrote the report to meet the board's requests, new interpretations for each sub policy, put in 3<sup>rd</sup> party option for grievances. Also supplied a supplemental "unrequired section" to help board understand about concerns like turnover.

Former OM also contributed.

Would want report to be in Fall or Winter in order to get more HOO input (when there's more people in the program.)

BOD appreciations for this report or the work of the CM:

Thankfulness. Last year was difficult. This year, amazing job helping us understand. It's so much easier to read and understand. Thanks a LOT for all of the work to redo this report.

Time taken for the interpretations.

Appreciate that this was a huge amount of work. Thanks for putting that work in.

The report was emailed out to BOD, BOD were asked to come prepared to same sub numbers regarding:

Interpretation reasonable?

(desire to discuss)

2.2.0: brief umbrella statement, and then usually the important points are fleshed out in the following sections. (Discrimination, disorganized, unfair...) Do we want to flesh those out, or just not comment?

Looks like a problem with policy. We eliminated points which would address these.

Is the policy not adequate? Do we need to rewrite?

Things included there that are not included in sub policy.

But the amt of work it would take is unreasonable.

Given the way this is written, the first statement is important. The kind of environment we want to create for workers here, these are important.

But how, if we don't have the interpretation?

Interpret each word in the global policy? Ask for this to come back?

How are we thinking of using Carolee's report along with this report? Looking at this just on its own, or looking at it with Carolee's? How does that feel to CM?

We do want to talk about C's report in alignment with the CM report, but is that fair to the CM?

The Global Policy: these words feel so subjective to me except for discriminatory and disorganized.

For the past decade, the Board has not questioned this interpretation up until now. If you want us to wrestle with this, I'd want a board committee to support this, and it would take a while given the other roles of my job.

I think we have to look at it with Carolee's report, otherwise why did we do it?

Explain/remind from agenda planning meeting why we decided to use governance flow chart.

Substance of Carolee's report gave information. Through the writing and understanding of the data, that's the mechanism. So Carolee's report can give info: do we want to rewrite the policy.

Reason why BOD wants to examine the words that were never examined before, b/c Carolee addressed those words, which is why we now want to.

Given the interpretation of policy, it's clear we want to revisit policy. The BOD generally is not happy with what's happening in this area. We need to look at C's report: moving forward how do we set policy to give CM what it is we're looking for. I urge BOD to look at whether this report is acceptable measured against policy we have, not the policy we want.

THEN we can decide how we'll modify.

Accept this as is?

Asking for report-back?

Changing policy?

2.2.1.a

Based on C's report, things were insufficiently clear for staff, so questioning whether this is a sufficient interpretation.

We're meeting the requirement by making sure staff have access to those books... What's missing is a process for staff to ask questions.

Rules through manual that is accessible.

### 2.2.1.b

“Timely” is no longer included. (Last year we questioned that word, or did we add it.)  
“effective”

I took these off of the updated policy register, and apologize for dropping that. The grievance policy has mandatory policy. It’s all in the grievance policy. The timely handling is in the policy itself.

BOD: future note: include a sentence about timely.

Follow our grievance policy: restore the work environment; what does this mean? Is the person with a grievance held within restoring the work environment.

Whose work environment? The person who has a grievance, or everybody else? It’s unclear.

Is there grievance policy for HOOs?

Yes.

A terminated staff member does not have the right to file a grievance. Could say “current worker” or “active worker.”

Want this changed? Is this reasonable?

In the future, I’d want “the work environment” clarified.

Can we please just say whether it’s reasonable rather than choosing words.

The reason why I’m calling attention to the language is because I’m not sure people feel safe to speak up.

Filing grievance policy; grievance is such a specific thing, but there are lots of ways staff could have problems with the work place, that don’t become a grievance policy.

Workplace “conflicts” encompasses a wider variety than “grievance”

We asked for grievance so we are getting grievance.

The BOD asked about conflict and harassment, that’s why I wrote the extra piece. We are working on it.

### 2.2.2

Discrimination means more to me than what was written;

More information. This report uses definition of Workplace Discrimination.

Went from 5 subpoints to 1 section. Curious about this.

Tried to stick more to policy governance and use what's there. That's why I submitted unrequired section.

Request or need to change the policy?

I can interpret and provide data on the board's policy. I feel like there's a breach of trust that we're trying to work through, and I'm not sure that it's all about policy.

I'm responding to the milieu that we are swimming in, and I'm trying to build rapport with the board.

It's not just failing the CM, it's failing the board. We've applied information that the BOD clearly wants, it's just not in the policy.

The report is reporting on the policy limit. Discrimination.

Adequate data?

2.2.2 how is this in compliance when 3 or 4 are under 3?

2.2.

2.2.1.c ~ "there's no data"

this is an excerpt from the grievance policy

Future clarification

2.2.1.d ~ just because we haven't been sued does not mean they haven't occurred. We want the data, what the concerns are, what happened.

But this is really operational.

Yes, but to confirm that we are following labor laws, b/c the BOD would need to know if we were sued.

Interpretation that we are doing this through personnel that is in compliance with labor laws.

Did the lawyer ever look at our policy?

Yes she reviews all updates to our policies

2.2.4: question about the number of people at the meeting. How many people were there?

FUTURE: fire drills; all staff are trained

2.2.1.a.4:

everybody should clearly have an opportunity to complete the survey. Did enough HOO's participate?

I thought the clarification went above and beyond.

Does data demonstrate compliance?

2.2.2

## 2) 2.2 Policy Reflection

Sponsor: All

Purpose: discuss

Policy reflection?

How do we go from here?

Accept as is, with the caveat of 3 out of 4 under 3 compliance.

I kept this data b/c you've had it before, but it doesn't address the policy, but marks where we have work to do.

\*dissent, voice valued.

These have been data points in the past, so I left them there. If the board wants these to be policy, then we're not in compliance, but right now, they are not in the policy. They show us where we have work to do.

For sake of simplicity and to be fair, ask ourselves do we accept the report that we have in front of our eyes.

With this report, do we feel staff is treated well?

Reasonableness of this report?

Reasonableness of this data?

Next steps:

\* Accept as is

(noticing policy changes)

(and "it would be nice"s)

\* Not accept: Ask for changes.

Look at this that the CM gave us.

What do we do that this report shows that workers are treated well, and C's report shows a different lens and interpretations.

I want to ask the CM: do you struggle with the same incongruency?

For one, they were evaluated at different times; also we do really important work in terms of anti-oppression. C's report doesn't have that lens. We do really hard work together (anti-oppression lens) so yes, it's hard, and yes I would reply that it's hard. She's comparing us to other collectives that don't do all these layers of hard work.

Also, we hire radical people; we do radical work; we hire people of color and talk about anti-racism on a regular basis. This work is hard. Our report; I think we're doing OK. Not perfect. Are we in compliance? Absolutely. Do we have work to do? Absolutely. We do want our management structure to lift up all the voices.

HOLDING POND:

Breach of trust?

Carolee's report: BD & CM's experience of it.

Unreasonable?

No, but interpretation is incomplete 2.2. Carolee's report gave us some wording.

Inadequate data?

No one.

Data demonstrate incompliance?

2.2.2

Proposal:

Accept report as written.

\*Consensus\*

Stand aside:

1- concern about 2.2.2

2- I don't think that the report is complete

Abstain:

1- Frustrated with policy governance; there's a conversation I want to have and I don't see any way to have. (this is a process concern, that should be attended to. But different than consenting to this policy. A "safe conversation" would be a way to have a conversation with CM beyond BOD meeting.)

Blocks:

0

Consent:

5

Amendment:

2.2.2 data:

### 3) Member Engagement Subcommittee Update

Sponsor: Finnley

Purpose: discuss

Finnley, Rod and Christopher; Our last meeting: very productive conversation about Membership Engagement means, and want to have conversation with the Board in Nov.



#### 4) Revoking Membership (decide)

Sponsor: Eleanor, Naoki

Purpose: decide

Naoki and Eleanor drafted letter to terminate this member's membership. We reworked the letter. Decision, do we use this letter for termination? Period of time to respond?

1<sup>st</sup> paragraph, express that this was not just one person's problems.

This was expressed a number of times to this person; this was acknowledged. This sentiment has been conveyed.

Concern that without boundaries we may receive many responses. Explicitly note that we expect 1 single response. "please do so via a single email or letter..."

Say which board meeting. (date of 1<sup>st</sup> January meeting, date and time.)

Concerned that the procedure here does not comply with our bylaws.

45 days for response

E & N determine technicality

Proposal: Send letter to the member as written, with amendments "via a single email or letter" and date of which meeting.

\*Consensus\*

Call for Consensus:

Standasides:

0

Blocks:

1: concern about removing member against the letter of the by-laws

Consensus -1

#### October 22<sup>nd</sup> Next meeting

#### 5. Check Out

Sponsor: all

Purpose: discuss

- We went around the room and asked each person to do a one-word check-out before the close of the meeting;

\* wow

\* overwhelming

\* thought provoking

\* surprised

\* web/catching

- \* making progress in how we work, on the Board. Board accountability and how we bring accountability to our teamwork
- \* treatment of workers
- \* pleased at what we managed to accomplish; board was able to show support for the CM
- \* difficult, but we are tackling 2 of the most difficult areas; grateful
- \* confused
- \* appreciate facilitation; so great to see new CM faces
- \* grateful
- \* sabbatical
- \* word
- \* cheerleader for complexity
- \* policy governance is a very strange vessel for accomplishing what we want to accomplish with the CM All of us contribute to the space in really powerful ways.

## **MEETING EVALUATION**

### **Celebrate!**

- Great introductions to items,
- “order of operations”
- Grooving us through this process, amazing
- We are having hard conversations!
- Liked that we had more people from CM here.

### **Opportunity for change:**

**NEXT MEETING: Tuesday, October 22, 2019, 5:30-8:30 pm**

### **Next meeting agenda brainstorm:**

- elections

### **BIKE RACK/FUTURE MEETING TOPICS:**