



peOple's Board Meeting Minutes

Tuesday, July 23, 2019; 5:30-8:30 pm

Attended by:

Board Members: Will, Jenny O, Finnley, Chris, Liz, Jay, Eleanor (via Zoom), Brion (via Zoom), Naoki (via Zoom)

CM/Staff: Brita, Ahsante, Denk, Brigit, Amy, Forest, Padrice, Ellie, Ashley, Gabi, Linda, Rachel, Kahadish, Amina

Member-Owners: Rod, Jenny Leis

Guests: Carolee (via Zoom), Jade (via Zoom)

Facilitation: Andrea **Minutes:** Gayle **Vibes/Celebration:** Jay, Finnley **Clean-up:** Liz, Will **Scribe:** Jenny O
(Room Setup for next time: Finnley & Jay)

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	3/26/19	Rachel	8/19	Rachel will make sure interpretation and data are consistent with each other when the 2.3 report comes back.
2	4/23/19	Rachel	8/19	Rachel will schedule the audit for late summer and report back.
3	5/28/19	Rachel	8/19	Rachel will bring back Policy 2.3 Q4 and Q1 reports when CPA has more firm numbers.
4	5/28/19	Finnley, Jay	8/19	Finnley and Jay will come back with a couple of p[options for member engagement activities.
5	4/23/19	Kahadish	9/19	Sonrisa Kahadish will respond to Chris's proposed edits to 2.4.5.
6	5/28/19	Chris	9/19	Chris will review policy for supporting member bylaw petitions.
7	6/25/19	Chris, Finnley	9/19	Chris and Finnley will work on 2.1 language change (in collaboration with Vishal's overhaul of this policy) by September.
8	4/23/19	CM Link	3/20	CM will clarify and explain 8.6, allocation of net loss, in time for the 2019 patronage decision.
9	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.
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DECISIONS:

DECISION: June minutes accepted as submitted.

DECISION: April minutes accepted as submitted.

DECISION: The conference call with the HR consultant will NOT be a closed session.

DECISION: Change names on bank accounts from Miles Uchida and Kris DeMaria to Rachel Markley and Gabriela Leora deLeon-Larson

NEW COMMITMENTS:

Kahadish will bring the topic of names on bank accounts back to the Board when Finance Team has another eligible person.

OPEN FORUM:

- N/A

AGENDA REVISIONS:

- Add item at beginning to decide whether or not HR Consultant item should be in a closed session.
- Postpone Officer Elections till next month.
- If HR Consultant item is closed session, make Check Out item also closed session.

MINUTES APPROVAL:

June minutes accepted as submitted.

April minutes accepted as submitted.

AGENDA ITEMS:

1. HR Consultant Analysis on 2.2 Treatment of Workers

Sponsor: Carolee (consultant)

Purpose: discuss

- Conversation about decision to make this item closed session:
 - Question came up about this making a closed session because it's about personnel issues.
 - I feel it should be open, with minutes on record. General content of what we're discussing is relevant to all members.
 - I would favor keeping it open, too, except that there may be people involved who would prefer to keep this information confidential.
 - I think it should be closed but with CM in the room invited to stay so conversation will be confidential and not open to the public. (Several agreed.)
 - Could work if the themes we're discussing tonight (without the details) could be talked about with other members.
 - How about a written summary after the meeting?

- What mechanisms does the board have for making the MO body aware of some of the issues in the report?
- I appreciate your value of transparency to MOs. I think it's very important when they're impacted by the topic.
- I welcome a fully open conversation with the CM, but not sure this board meeting is the place for it. If not, no sense for time frame for having that separate conversation.
- Based on what Finnley said, I am in favor of NOT closing the session.
- Temp check: 2 thumbs DOWN for closing the session.
- Don't want to intimidate anyone into not speaking openly. I'm in favor of, if we close the session, having a written report that has as much information as possible.
- I feel that this is a monitoring report (external not internal).
 - It's actually a direct inspection, not a monitoring report.
- I'm willing to go forward if we can have a publicly available summary.
- I see your concern. The summary could be delayed, and you'd have to be "silenced" for a period of time until it's agreed upon and released.
- Wondering about the "one voice of the board"--if a single individual is sharing information, that would violate this.
- Facilitator: At this point, there is NOT consensus to close the item.
- Temp check on request (if closed session) to remove names & identifying features but otherwise be allowed to talk about tonight's conversation outside the meeting: NO.

DECISION: The conference call with the HR consultant will NOT be a closed session.

- Introduction from Jenny: We received 2.2 in Sept 2018, and there were several places for which the CM reported noncompliance; there were also several places where there was no operational definition and/or interpretation and a place where a portion of the policy was not stated/reported on. The board did not accept the report and asked for it back in 6 months. During the fall of 2018 several board members were approached by numerous current and former staff reporting various personnel issues. This was concerning to the board, and when discussing these concerns with our consultant, she recommended that we hire an outside HR person to investigate, as looking into personnel issues is not a good use of board time and would likely be biased. The board then decided in Jan 2019 to contract with an outside HR consultant to conduct a survey of the staff who had left the coop in the last 16 months. The results of this survey, in conjunction with not accepting 2.2 (treatment of People's workers monitoring report) raised continued concerns about People's as a work place. The board then decided in Feb 2019 to move forward with a current staff survey. The board originally asked for the revised 2.2 from 2018 in March of 2019. On March 12, 2019 the CM wrote an email explaining that they did not understand what was being asked of them as far as resubmitting the 2.2 report from 2018. This email was first seen by the board in the April 2019 packets. We are now going to hear from the consultant:
- Purpose of survey:
 - To gather accurate, non-anecdotal data on staff satisfaction and engagement
 - To identify the co-op's strengths and weaknesses as an employer
 - To provide data for showing compliance with board policies 2.2 Treatment of People's Workers
 - To set a benchmark for the future.
- We had 58% participation rate, despite keeping survey open an extra month, and only one person volunteered for a phone interview. No staff participated in Survey Design Team.
- Still a valid survey since standard deviation was well below threshold for invalidating results, and many wrote comments that indicated sincere engagement.

- Accountability was our lowest scoring topic; Co-op Purpose was highest.
- Co-op comparison with data from 222 other co-ops with 39 similar questions:
 - 1 question scored in top quartile,
 - 30 in bottom quartile,
 - 5 had lowest scores of the 222, lowest consultant had ever seen.
- Engagement index that showed how fully involved, enthusiastic, committed, more likely to go above and beyond: We were slightly below average.
- Overall, CM rated most things higher than non-CM staff did, except for compensation and personnel practices.
- Overall, staff who have worked here the longest rated things the highest.
- **Conclusion:** People's CM and staff appear to be significantly less satisfied than employees at other co-ops. They also appear to be less engaged. Some of the main issues are:
 - Operations can be inefficient and frustrating.
 - Collective management can be inefficient and frustrating.
 - Accountability issues.
 - Conflict resolution systems are broken.
 - Equity, diversity, and inclusion are areas of tension and disagreement. (However, some commented that the questions themselves were from a place of white supremacy.)
 - Problems with pay, but it's not the greatest source of dissatisfaction for most people. (Comment: We're not doing a good job rewarding or incentivizing people for long-term service.)
 - As an employer, we don't always live up to our ideals.
- Question from board member: Given what you know about the co-op and this survey, any ideas of what we can do to help CM address these issues?
 - Collective "job one" is to keep the co-op able to move forward. Staff satisfaction is definitely part of that. Collective should be responding to this. Board policy governance should be to ask CM for plan to get back into compliance, not take over management.
 - Collective might need an outside conflict resolution system, or at least outside mediator. This could bring CM back in compliance re conflict resolution.
 - There might be support for shrinking the collective (having fewer people be CM).
- Facilitator: Any thoughts from Board about how to next approach the conversation?
 - It feels like this should be a conversation to have WITH the CM.
 - Facilitator: Reminder of mechanism "Safe Space Conversation" that is not a regular meeting, no minutes, just an open conversation.
 - I appreciate that so many CM came today, and I saw reactions. Would like to hear if any of them have something they'd like to say.
 - Facilitator: This is a large conversation that we don't have time for today.
 - Will we get copies of the PowerPoint? Yes.
 - We have a lot of things going on right now. I want to warn us that adding an additional meeting/conversation might be excessive. I would be more inclined to trust the CM to discuss it and ask them to get back to us on what is being done.
 - CM could just incorporate this information into the next 2.2 report.
 - When does 2.2 come back to the board? Originally was to be August. (That's for 2019. No plan for 2018 report coming back.)
 - There are 2 conversations that need to happen: Followup on this report, and 2019 2.2 report. Suggest we take our break now, then possibly make time adjustment for after break.
- We have 2.2 on schedule for next month, probably too soon to get this presentation added into it. Having a full interpretation and operational definitions in the report would be a good place to start. Then use that plus Carolee's report to make plans for next steps.
 - Hard to make a report having heard this but not including it in the report. Also, other

information needed for 2.2 (e.g., updated staff handbook) is not yet available.

- Would still like to see what has happened over the past year since last year's report was rejected.
 - That might take more work and more effort. Might be more helpful to give CM more time.
 - Facilitator: August probably needs some conversation around this; can't resolve it tonight. Propose take this up at agenda planning meeting in response to either an extension request or a report.
 - If our goal is to have a good place to work, workers should have time to do their work and have the information they need.
 - To be continued!

ANNOUNCEMENTS:

- N/A

2. Changing the Account

Sponsor: Rachel

Purpose: decide

- Can we change names on our accounts at US Bank, Advantis Credit Union, and Point West Credit Union to reflect people who are still at the co-op? The change would be from Miles Uchida & Kris DeMaria to Rachel Markley and Gabriela Leora deLeon-Larson? We need minutes to show to the banks.
- Rachel is the only member of the Finance Team who is on the CM, but Gabi has check-signing privileges so is a good temporary person to have as the second signer until there is an additional Finance Team member who is confirmed to the CM. We'll revisit this when Finance team is fully in place.

DECISION: Change names on bank accounts from Miles Uchida and Kris DeMaria to Rachel Markley and Gabriela Leora deLeon-Larson

Kahadish will bring the topic of names on bank accounts back to the Board when Finance Team has another eligible person.

3. Officer Elections

Sponsor: Naoki

Purpose: decide

- POSTPONED until next month.

4. Celebrate

Sponsor: all

Purpose: celebrate!

- Let's shift gears so we can celebrate Andrea's service as facilitator since 2006!

- I've been coming to board meeting for 10 of those years, and I have appreciated how you coach new board members and coach the board into its role. Clear and gentle but unmistakably firm.
- I met you shortly after you first showed up. People's would be a markedly different place without what you've done. Thank you.
- This is not a goodbye, but I want to say thank you for everything you've done. I appreciate you.
- As the board has experienced a lot of turnover, it has been great to have someone who has so much history and continuity. You have been a pillar of knowledge.
- I learned a lot from you. I know that your primary role is facilitating for the board, but I've really appreciated all the things you bring, your clarity and knowledge of governance. I love working with you.
- Thank you for creating such a structured and open space for us to work in.
- Andrea: I walked into this room for the first time in 2002, and it was the offices, and I hated talking in front of people. I noticed we were "self-facilitating," which meant a few people doing all the talking. Then I started facilitating CM meetings, then eventually board meetings. This co-op helps people show up with their skills, I wouldn't have stayed doing this for 13 years if you weren't so awesome.
 - Let's close the meeting and then eat cake.

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;
- Overwhelmed
- Stressed
- Heartful
- Tequila
- Challenges
- Curiosity
- Okay
- Impatient
- New
- Whiteness
- Disappointed
- Safety
- Perspective
- Tired
- Compassion

MEETING EVALUATION

Celebrate!

- Appreciated all the people who made Zoom connection happen
- Thanks Amina, Anthony, and Kahadish for making it all work.
- Carolee's presentation was clear, emotive, and concise.

- We started a hard conversation.
- Liked that we had so many people from CM here.
- Policy governance works.

Opportunity for change:

- We didn't have a chance to have discussion with CM.
- Spent a lot of time on whether or not to have a closed session, maybe wasted CM time.

NEXT MEETING: Tuesday, August 27, 2019, 5:30-8:30 pm

Next meeting agenda brainstorm:

- 2.2
- Officer elections
- 4.4 (officer roles)
- Farmer's market anniversary that just happened, 50th anniversary that is coming up.

BIKE RACK/FUTURE MEETING TOPICS:

- Ends reflection.