


peOple's
 FOOD CO-OP **Board Meeting Minutes**
Tuesday, January 28, 2019; 5:30-8:30 pm

Facilitation: JennyL **Minutes:** Gayle **Vibes/Celebration:** Naoki, Brion **Clean-up:** Eleanor, Brion, Will **Scribe:**

Attended by:

Board Members: Jen, Eleanor, Will, Brion, JennyO, Naoki, Chris

CM/Staff: Ming, James, Kahadish, Amy, Paul

Member-Owners: Dylan, Benjamin

Guests:

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	12/3/19	Naoki, Brion	2/20	Naoki and Brion will investigate adjustment to IMR calendar process by Jan 28 meeting. Until then, continue using the monitoring calendar as already set.
2	10/22/19	Eleanor, Brion	2/20	Anti-oppression work.
3	1/28/20	Gayle	2/20	Gayle will send updated December minutes to Board.
4	1/28/20	Gayle	2/20	Gayle will add updated 2,3 for Q4 and Q1 to the February packet FYI.
5	1/28/20	Kahadish	2/20	Kahadish will bring updates to (1) LTPC updates; (2) whether any discrimination claims were brought, even if results are still pending; (3) updated plan for compliance; and (4) report back on 2018 finances at the February meeting.
6	1/28/20	Chris	2/20	Chris will make changes to the member ballot addition proposal, create flow chart, and bring it back in February
7	1/28/20	Naoki	2/20	Naoki will bring a proposed schedule for board policy monitoring next month.
8	1/28/20	JennyO	2/20	JennyO will ask Jade for feedback on policy 2.0 clarification.
9	1/28/20	Chris	2/20	Chris will bring policy 2.0 clarification back next month.

10	9/24/19	Eleanor, JennyO	3/20	Subcommittee for reflection on 2.2.
11	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.
12	4/23/19	Rachel	3/20	CM will clarify and explain 8.6, allocation of net loss, in time for the 2019 patronage decision.
13	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.
14	12/3/19	Kahadish	?	Kahadish will make the refund happen for the person whose membership was terminated once they provide an address.

DECISIONS:

DECISION: December minutes will be reviewed/approved next month after light editing.

DECISION: Accept 2.1 report as written, and request update on (1) LTPC updates; (2) whether any discrimination claims were brought, even if results are still pending; (3) updated plan for compliance; and (4) report back on 2018 finances at February meeting.

DECISION: Board acknowledges that the 2.8 report is late.

DECISION: Board approves of putting the Bylaws change concerning appointing new board members on the ballot, with the wording change "falls below 8" instead of "falls below 6 or 7."

NEW COMMITMENTS:

Gayle will send updated December minutes to Board.

Gayle will add updated 2,3 for Q4 and Q1 to the February packet FYI.

Kahadish will bring updates to (1) LTPC updates; (2) whether any discrimination claims were brought, even if results are still pending; (3) updated plan for compliance; and (4) report back on 2018 finances at the February meeting.

Chris will make changes to the member ballot addition proposal, create flow chart, and bring it back in February.

Naoki will bring a proposed schedule for board policy monitoring next month.

JennyO will ask Jade for feedback on policy 2.0 clarification.

Chris will bring policy 2.0 clarification back next month.

MINUTES APPROVAL:

DECISION: December minutes will be reviewed/approved next month after light editing.

AGENDA REVIEW:

Changes:

- Skip Board Budget 2020 discussion--no update since last discussion
- Use that time as “squishy time” to use as needed

Member Owner Forum:

N/A

1) IMR 2.1: Treatment of Co-op Patrons & Member-Owners

Sponsor: Kahadish

Purpose: decide

- Kahadish: This is one of the more important monitoring reports. Apologies for its lateness. It also coincides with biannual survey, and this was the year, so this report is based on the 2018 survey.
 - JennyO: Monitoring schedule for 2020 is in November.
- Kahadish: Many of the people writing the report are new, so this was done collaboratively.
- Naoki: This report was easy to read--thank you! Clarity seems improved.
- Brion: Thank you for the context.
- JennyO: Under 2.1.1c: Data talks about LTPC updates and when they have gone out. LTPC had a community forum on the plan for December which was canceled. Is CM planning on posting/publishing anything about that? Would like to see it shared.
 - Kahadish will find out.
- JennyO: Same section: At 2019 annual meeting, we shared with the owners that we hadn't completed the audit, but now we have. Will that information be shared?
 - Chris: My recollection was that we said we would publish another report when the audit is complete.
- Naoki: On p 6, the data related to discrimination talks about how CM incorporate anti-oppression into the working of the co-op, but it doesn't say whether or not anyone brought a claim of discrimination.
 - Kahadish: I think it did come up, and there was a case that was put in a CM FYI at the time. It will be included here once it is resolved.
 - Brion: So was that incident not in the window of this report?
 - Kahadish: It was, but it wasn't incorporated since it's not resolved yet.
 - Should we ask to have discrimination claims mentioned in the report, even if they are still unresolved/pending?
 - Temp check: 2 neutral, the rest yes
- Did any board members come unprepared? No.
- Did board members find any of the interpretations unreasonable? No.
- Did board members find inadequate data?
 - Naoki: See above re discrimination claims. In addition to count of MOs in survey

who feel discrimination, add how many opened a case, even if unresolved.

- JennyO: Updated plan for compliance on p 11-12 (2.1.1c): The “updated plan for compliance” is outdated. Need the updated plan for compliance to itself be updated, including the meeting schedule for board and committees.
 - Brion: What I’m hearing is that if this report had been on time last November, the updated plan for compliance would not have been outdated, though it did not get met. I would find it useful if, were it to have been caught and updated that there was a plan for compliance that was not met, there would be a note about this in the plan for compliance.
 - Naoki: It was useful to see what the old plan was, too. Proposal: Have an update at a future meeting on the points we’ve brought up, not a full redo of the report.
- Jen: Importance and need for a Marketing/Membership Manager. This is a fundamental role to all of this.
- JennyO: Is there any more information about tech updates?
 - Ming: Updating Catapult. Next will switch out system to one that is easier to work with. A lot of this is mediated by relationship with vendor. As part of that, we will switch out the physical chip-and-pin units at registers. The reason we need to do that this year is that we have to be PCI Compliant by April 2020--cybersecurity standard for financial systems.
- JennyL: Based on the discussion so far, it sounds like you don’t want to accept the report because (1) there is incorrect/unclear data and (2) the plans for compliance are not up to date. Do you want to ask for it to come back next month with these things updated?
 - JennyO: This report is huge, with input from a lot of people, but there are only a few parts that need to be addressed.
 - Brion: Kahadish, is a month turnaround reasonable?
 - Kahadish: It would be very difficult to do.
 - Eleanor: Can we accept the report as non-compliant with acceptable plans AND ask for more information?
 - Brion: Multiple plans for compliance require there to be a Marketing & Membership manager.
 - JennyO: Most important things to get updates on are 2.1.1c and LTFC. Could we get just these back so Kahadish doesn’t have to put everything on hold?
 - Brion: How about if we accept the report and just ask for updates on long term planning, 2018 report, and 2.1.1c?
 - Eleanor: It would be helpful if you would give us an idea of when the updates could be done.
 - Kahadish: It’s a matter of rallying everyone for input, and I’ll do my best to get it done.
- Proposal: Accept 2.1 report as written, with request for updated information on (1) LTFC updates; (2) whether any discrimination claims were brought, even if results are still pending; (3) updated plan for compliance; and (4) report back on 2018 finances at the February meeting.

- Brion: Deadlines seem arbitrary sometimes. When do we actually need the information?
- JennyO: Would be best to have very soon so we can share info with MOs soon. We could put the info in the next GrassRoots.
- Proposal accepted.
- Brion: That was a hard conversation, but I feel good about everyone coming forward with what they needed.
- Chris: I feel like that process was a stupefying conversation. I don't feel like we moved the co-op forward.
- Naoki: I was talking to Jade about how we could spend less time on monitoring reports. Her feedback was that we really struggle to come to decisions, and we could use more training.

DECISION: Accept 2.1 report as written, and request update on (1) LTPC updates; (2) whether any discrimination claims were brought, even if results are still pending; (3) updated plan for compliance; and (4) report back on 2018 finances at February meeting.

Kahadish will bring updates to (1) LTPC updates; (2) whether any discrimination claims were brought, even if results are still pending; (3) updated plan for compliance; and (4) report back on 2018 finances at the February meeting.

ANNOUNCEMENTS:

- Eleanor: I sent the letter to the editor to the 6 papers, heard back from one: SE Gazette said they will try to fit it in February, else March.
- Eleanor: If you use Instagram, there is a lot of content there we can share with our networks, such as looking for Marketing manager.
- Naoki: Both JennyO and I will have last meeting in June, and election may be later, so there may be a gap.
- Brion: It's 2020! It's the fiftieth anniversary of co-op!
- Jen: Told Gabi Board would be interested in writing an article for GrassRoots before the election. Gabi will get back to Jen by Thursday on if it's possible.
- Will will be teaching a 6-session course on regenerative agriculture.
- Chris: **One of our board members, Liz Robertson, has resigned as of January 22, 2020.**

2) Policy Reflection 2.1

Sponsor: all

Purpose: discuss

- Naoki: Columinate breaks down 2.1 into 2 parts: Member rights & responsibilities, and customers. Would be happy to bring back this item with a proposal.
 - Member rights & responsibilities is about relationship between CM and

membership; customer policy is more like current 2.1.

3) Extension Request: 2.8: Communication & Support to the Board

Sponsor: Kahadish

Purpose: decide

- Chris: Would like wording to be “acknowledge that it’s late” rather than “approve the extension request.”

DECISION: Board acknowledges that the 2.8 report is late.

4) Update Language for Member Ballot Petitions

Sponsor: Chris

Purpose: decide

- We have a process in the bylaws that says any MO can make a proposal to amend bylaws, how to do it, how to get it on the ballot. It did not work the last 2 times an owner tried to get something onto the ballot because the board did not do its piece.
- If board follows through with its commitments, it works the same way; if board does not act, the updated language explains how MO can get a ballot initiative to proceed even if there is inaction on the part of the board.
- See PDF attached to these minutes for line-by-line change proposal.
- Eleanor: So this says Board can fast-track items?
 - Chris: We already had that power, but this clarifies that it is an option.
- Brion: Thank you for doing this work. I didn’t have the comparison of old and new proposed language, so I cannot confidently support it at this time.
- Naoki: Appreciate all the work you did. It is very confusing to follow what’s going on and how to see where we are in the process. Could it be presented as a decision tree?
 - Chris: That’s a good idea. For the policy itself, though, we do have to have Language. We could make a flow chart as an appendix, but we still need to have the policy written out.
- Jen: Typos in section 2, section 22. Section 21: noticed new language, did not understand. Section 22 not clear.
 - Chris: There are 2 cases about collecting signatures. Old language was vague; tried to make it clearer. Flow chart would help make it more clear.
- Naoki: Line 3: Recommend “within 3 board meetings” because timing of receiving request might actually only give 3 weeks before agenda planning meeting if it’s 2 meetings.
- Brion: I think the language is more complicated than it needs to be.
- Naoki: We are talking about changes to how the co-op works. We should take time to really understand it.

Chris will make changes to the member ballot addition proposal, create flow chart, and bring it back in February.

5) 2020 Board Budget

Sponsor: Brion

Purpose: decide

- <deferred>

6) Board Internal Monitoring

Sponsor: Naoki

Purpose: discuss

- Naoki: Consultant advised that we need to be clear about what we do as a Board:
 - Ends, CM Limitations, Board/CM relationship, Board process: We spend most of our time in the first 2, not much on other 2. Just as we monitor the CM, we need to monitor ourselves.
 - Could have (1) a subcommittee propose a report on compliance; (2) review policies in meetings; or (3) review scores which assess compliance.
- JennyL: Propose combine the last two, so we just have two choices: Have a subcommittee produce a report on each policy, or monitor each policy in a meeting.
- Chris: Are we saying we are monitoring reports every couple of month, or ??
 - JennyL: Look at what these are. Governing style; agenda planning; committee structure; etc.
- Brion: Initial response: I don't know what this would look like; discussion above helped. What is the output of the process? What do we do with that information if we're not doing a good job?
 - Naoki: Plan for compliance.
- Eleanor: Drawn to option 3, both individual scores and the idea of doing it in a meeting.
- JennyL: Temp check:
- Jen: Lots of value in having this type of feedback happen publicly and in each other's presence. Agree with Eleanor.
- Brion: Any value in including CM Link in evaluation process if doing the number rating? Might have good feedback on how Board is doing its job.
- Naoki: To add to what Brion was saying: Might be also useful to have facilitator's input.
 - Ratings could be done anonymously before the meeting.
 - Chris: I think we could do it together in the meeting, not necessary to be anonymous. Doing it ahead of time is another layer of extra work.
 - Eleanor: Agree. Would want to talk with each other about rating differences.
- Jen: Would we schedule these to come up at each meeting?

- Eleanor: Yes, they're in the calendar Naoki and I proposed earlier.
- JennyL: Recommend not doing this every month but grouping similar ones to be done together.
- Naoki: Can come back next month with proposed schedule on how to monitor these.
 - Chris: Can we try one next month and see how it feels, which can inform how it gets proposed.

Naoki will bring a proposed schedule for board policy monitoring next month.

7) Update Bylaws for Appointing New Board Members

Sponsor: Chris

Purpose: decide

- Chris: This proposal doesn't actually change anything, just clarifies what we're already doing. Just adds language to clarify what we are doing so it is more obvious in future. Should we put it on the ballot for owners to vote on?
 - Will: Suggest change "falls to 6 or 7" to "falls below 8."
 - Chris: Reason is that there is a separate action for if below 6. Okay with Will's change.
 - Naoki: Would you be the point person to make sure it gets on the ballot?
 - Chris: Yes.

DECISION: Board approves of putting the Bylaws change concerning appointing new board members on the ballot, with the wording change "falls below 8" instead of "falls below 6 or 7."

8) Clarification to 2.0

Sponsor: Chris

Purpose: decide

- Chris: This proposal doesn't actually change anything, just clarifies what we're already doing. Just adds language that CM has to follow Bylaws, which they do, but it's good to say it specifically.
- Brion: Please capitalize Bylaws.
- Naoki: Would like to ask Jade why other co-ops don't mention Bylaws in 2.0. Would feel more comfortable with this if I understood that.
 - Jenny can ask her tomorrow.
- Naoki: If everyone else feels we should move forward, I'm okay with not asking Jade first.
- JennyL: Temp check: 2 ask Jade, rest okay as is.
- Brion: In the spirit of consensus, can we talk it out?

- Jenny: Temp check again: now 3-4 ask Jade.

JennyO will ask Jade for feedback on policy 2.0 clarification.
Chris will bring policy 2.0 clarification back next month.

9) Consent Agenda Introduction

Sponsor: JennyL

Purpose: educate

- <deferred>

CHECK-OUTS:

- I learned a lot!
- A lot to take in, but very illuminating!
- Great to see how processes work.
- Great to see so many people here! Encouraging and refreshing.
- Good willingness to have difficult conversations.
- Full agenda, got a lot done.
- Recognize and appreciate the phenomenal work and emotion it takes to get these reports done. It is important work, and it isn't easy.
- A lot of the 2.1 discussion could have been halted if we had just stated that there was no Marketing Manager to update those sections.
- Meetings are hard on me emotionally, but I'm not asking the board to change anything.
- Curious about how to best support the process as the facilitator. Request feedback!
- Two board meetings in same month takes a lot of energy!

NEXT MEETING: Tuesday, February 25, 2020, 5:30-8:30 pm