


**peOple's**  
 FOOD CO-OP **Board Meeting Minutes**  
**Tuesday, November 24, 2020; 5:30-8:30 pm**

**Facilitation:** JennyL **Minutes:** Gayle **Vibes/Celebration:** **Clean-up:** n/a **Scribe:** n/a

**Attended by:**

Board Members: Brion, Claire, Sarabell, Eleanor, Chris, Will

CM/Staff: Amina, Padrice, Rachel

Member-Owners:

Guests: n/a

**COMMITMENTS:**

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	9/22/20	Brion, Padrice	12/20	Brion and Padrice will bring a proposal for policy changes to 2.7 and bring back to board work session in early November.
2	10/27/20	Gayle, Brion, Eleanor	12/20	Gayle and Eleanor will add the communication statement and other things to the website.
3	10/27/20	Brion	12/20	Brion, as Secretary, will update 4.5.7 and appendices G and H to the policy register by December.
4	10/27/20	Brion	12/20	Brion, as Secretary, will update 3.3.4 as proposed, amending the last sentence to read, "The Board's understanding of its policies takes precedence over the CM's interpretations of that policy."
5	11/24/20	Claire	12/20	Claire will make a proposal for 2.2 policy reflection language for December.
6	7/28/20	Chris, Claire, Rachel	?	Chris, Claire, and Rachel will work on the Spending Retained Earnings proposal and bring it back later.
7	6/23/20	Secretary	1/21	Secretary will ensure that we put on the ballot the proposal to update Bylaws Section 4.9: Vacancies. Whenever the number of patron directors shall fall below eight for any reason, the board shall appoint one or more directors necessary to bring the number of patron directors to eight. (See Minutes of January 2020.)

8	11/24/20	Rachel	1/21	Rachel will report back about 2.5.1 in January CM FYI.
9	6/23/20	Eleanor	2/21	Eleanor will put together a proposal about policy reflection on 2.8.
10	11/24/20	Claire	2/21	Claire will circle back and let CM know what happened in discussion about 2.5.8 by February.

## **POLICY NOTES**

<b>Policy</b>	<b>Date</b>	<b>Note</b>
<b>2.7</b>	9/22/20	Include tenure average in next report.
<b>2.0 Global</b>	10/27/20	Tabled to November. Next time mention that owners may invest more than \$180.
<b>2.3</b>	10/27/20	Change operational definition of 2.3.6 to reflect a response to the policy requiring the timeliness of payments

## **DECISIONS:**

**DECISION: October meeting minutes accepted with two revisions. (Brion, Chris, Will abstain)**

**DECISION: Push 2.2 report into next month with request for addressing the issues raised tonight.**

**DECISION: Board accepts 2.5 as written.**

## **NEW COMMITMENTS:**

**Claire will make a proposal for 2.2 policy reflection language for December.**

**Rachel will report back about 2.5.1 in January CM FYI.**

**Claire will circle back and let CM know what happened in discussion about 2.5.8 by February.**

## **MINUTES APPROVAL:**

TWO REVISIONS from Claire: One of our board-members, Debra Torres, has resigned effective October 2020. Also, p 5 announcement missing from Eleanor: "I've had trouble with that as well."

**DECISION: October meeting minutes accepted with two revisions above. (Brion, Chris, Will abstain)**

## **AGENDA REVIEW:**

- Do agenda as planned without extra time for MO; any additional time we have can be used to discuss the board announcement email list proposal.

## **Member Owner Forum:**

- n/a

## **0) Meeting Agreements**

- Meeting Agreements were read. This will be done at the start of each meeting.

## **1) IMR 2.2: Treatment of Workers**

Sponsor: CM Link

Purpose: decide

- Eleanor: Appreciate the Revolutionizing Service article in GrassRoots
- Claire: Are board members included as volunteers in this policy?
  - Padrice: 2.2 does not address volunteers, just staff.

- Rachel: We are avoiding use of term “volunteer” for people doing non-paid labor for the co-op (like HOOs). Usually volunteers don’t get benefits, but HOOs and board members get discount.
- Brion: There was a lot of turnover on the Board last year. We need to make sure we monitor our own experience as a board.
  - Amina: There are board policies that are about how the board does its work.
  - Brion: We monitor our work but not our experience, like what might have caused the major turnover last year.
  - Jenny: Flagging this for a future conversation; now focusing back on 2.2.
- Will: To be a HOO you have to be an owner, but to be an employee, you don’t have to be an owner?
  - Padrice: Right. Maybe we should just not say volunteers in this policy.
  - Jenny: Let’s talk about that in policy reflection.
- Claire: 2.2.1 data about HOO participation in survey
  - Padrice: We lost 80% of HOO with pandemic, so they might not have been checking People’s email.
- Claire: E and G: have conflicting dates. Typo?
  - Padrice: Good guess! Need to confirm with Dusty, who wrote this section.
- Chris: Wife is a HOO and says she didn’t get it.
- Brion: Disappointing to hear so few participated. It feels like 2.2 has had a lot of attention for the past 3 years, so not having data to show the improvement is disappointing.
- Brion: Typos in data section? Dates, etc. Noticed in both of today’s reports. Makes it harder to rely on the reports.
- Jenny: Work session will have discussion of how we want to monitor IMRs. Currently we let Link speak first to introduce topic, then various questions from board, then start flow chart. Let’s go into the flow chart now.
- Jenny: Did anyone not read the packet? No. Definitions or interpretations unreasonable? No. Inadequate data? Yes (Brion)--typos in E & G; also unclear about “yes but” as compliance statement.
  - Rachel: Are you talking about the very very beginning part? It is really normal to say we are in compliance except in these parts, but with plan for getting into compliance.
  - Jenny: Board can accept a report as written, with acknowledgement of noncompliance, with approved plan for compliance.
- Sarabell: Vibe check. Recognizing the dynamic between CM and board and uplifting cooperation. Appreciate attn to detail but also want to lift up appreciation for all the work that went into this.
  - Brion: Thank you for raising this. I apologize. Usually we talk about appreciations. This is a heavy IMR to me, and I really appreciate the improvement of scores.
- Claire: Typos in data do add inaccuracy to the report, so I wouldn’t be able to approve
- Claire: 2.2.2.d: Are we also not in compliance here, since less than 33% HOOs answered survey?
  - Padrice: Feels like board wants to reject this report. Need to go back to Dusty to

get more information; I can't speak to the HOO issues. I am super psyched about how much better we did in worker satisfaction, though.

- Jenny: No shame in a report being rejected to have a few things fixed!
- Eleanor: Prefer to keep going while noting that there was insufficient data for HOO.
- Chris: Need a plan for getting more HOOs to respond next time.
- Brion: Feels like board needs to deal with how we monitor IMRs. I actually have difficulty looking at IMRs as static, but sometimes want to look at things over a range of years. Feels like approving things with errors makes it hard to understand the picture over time. Not sure what to do about all that.
- Sarabell: Is there a place in our approval of a report where we can note what was going on at the time?
- Rachel: How to deal with stuff like this when it seems important to fix it but not necessarily important to bring the entire report back - is there another way to accomplish that?
- Amina: I think regardless of how you feel about the data on the HOOs, you should take advantage of Padrice being here, as she wrote the rest of the report. Use her, ask her questions. Let's get out of tunnel-vision.
- Eleanor: This is a tough situation because we're asked to look at granular data. Takes us away from big picture. My mind goes directly to solutions. Last year we had proposed a more spacious IMR schedule. Also, if CM are open to this, I would be happy to volunteer to be a proofreader to look for typos. I love proofreading!
- Sparkles from CM!!!
- Brion: I can see how it seems we're hyper-focusing, but Padrice, the lack of questions for you is just that your sections are very clear and show great improvements. Thank you for that.
- Brion: Propose accepting report while noting there were some minor discrepancies.
- Claire: I would stand aside because I feel we are out of compliance with 2.2.2d. Typos change the meaning and contradict each other.
- Chris: I would also stand aside because I would like to see a plan for getting more HOOs in compliance. The typos are a smaller issue, but stating compliance when we're clearly not in compliance is a problem.
- Jenny: We haven't had the training yet about "How many stand-asides is too many?" Rest of board: Do you want to keep monitoring or bump to next month? Propose board send report back to add correct data and plan for compliance for 2.2.2d (or context for how it is accurate).
- Amina: We might not be out of compliance; 4 HOOs might have been 33% of active HOOs at that time.

**DECISION: Push 2.2 report into next month with request for addressing the issues raised tonight.**

**FLAG FOR A WORK SESSION: How does board monitor its own experience?**

## **2) Policy Reflection: IMR 2.2: Treatment of Workers**

Sponsor: all

Purpose: discuss/decide

- Already noted best not to refer to HOOs as volunteers.
- Brion: Padrice, last time you joined us, the IMR called out language that was challenging to work with. Curious if there's any policy language in this section that offers a similar challenge to define or implement,
  - Padrice: Just volunteers.
- Claire: Were there actually volunteers in recent past?
  - Padrice: Probably never since HOO program started. Probably a carryover from a template.
- Jenny anything else that can streamline for next time?
  - Claire: Two ways we could go: remove "volunteer" completely or add "if applicable."
  - Chris: I like removing the word volunteer.
  - Padrice: I think as a business we're not allowed to have volunteers.
  - Eleanor: I support removing it as well.

**Claire will make a proposal for 2.2 policy reflection language for December.**

### **ANNOUNCEMENTS:**

- Eleanor: PSA: If your sewer ever backs up, contact the City of Portland--they will assess and even pay for damage if applicable!

## **3) IMR 2.5 Assets Protection**

Sponsor: CM Link

Purpose: decide

- Amina: Covers a lot of ground, different kinds of assets. 2.5.1 (amount of property insured) and 2.5.8 (amount of money we have with Oregonian that is beyond benchmark for what we want to have insured) are non-compliant.
- Rachel: 2.5.1: Part of problem is data we've used in the past was not used correctly to show compliance. Could have independent assessment done, but really, our insurance is in compliance with our policy, but we can't really measure replacement value. (Property taxes vs replacement value.) We are in compliance according to our insurance agent.
  - Chris: Isn't that something the insurance agent would do? Also, does "replacement" include, e.g., demolition of charred remains, or just from a flat lot?
  - Rachel: They can run a report on Insured To Value (ITV). I will ask our agent.
  - Chris: Another way to get independent sense of value of building without cost is to contact Dave Wadley, who did the additions to the building.
  - Will: Rachel, would you be interested in some suggestions for language to avoid

using in talking with insurance agent?

- Rachel: I don't feel like there's anything I need to avoid saying...I don't know if this is something I need to have a side-conversation about or not.
- Brion: I feel like our assets and cash in bank are very strong. Maybe we want to ask CM to pursue insurance a bit more?
- Claire: I really like the policies that are in place vis a vis changing locks every two years, etc. On 2.5.3, debit card purchases--did something happen?
  - Rachel: Yes, sometimes debit cards get hacked, so I check frequently to see if there's anything that were not made by anyone at the co-op and cancel the card if so.
- Chris: About gardens: What is status of the living roof?
  - Amina: Not included in our gardens. Not being prioritized during pandemic.
- Amina: Rachel, did you say that we are insured at 80% but just don't know the number?
  - Rachel: They want us to be within 10% of replacement. I Also want them to do the ITV report and see if it needs to be updated.
- Brion: On 2.5.8, I got the part about Oregonian CU. I am concerned about the overage at Advantis CU.
  - Rachel: A long time ago, Finance team decided to keep that balance higher because the interest rate was high. Now not as high, but still higher than other accounts. Return is worth the low risk.
- Anyone not prepared to act? Eleanor will abstain since she only read non-confidential version. Definitions and interpretations unreasonable?
  - Chris: I agree with Brion and also with Rachel. I hope we will update the policy, but I think we should accept this as written because the interpretation is reasonable.
  - Brion: In 2.5.8, there is a step between the operational definition and how it was applied...seems like something is missing. Concerned that it was decided by Finance team 2 years ago. Has it been looked at since?
  - Rachel: We do think about and talk about that.
  - Chris: I think that on a technical level, the issue where your concern would live would be in the data level, if you felt the data was too old.
- Inadequate data? No. Does data demonstrate compliance (aside from the 2 sections)? No. Any needs to update plans for compliance? No.
- Amina/Rachel: We will report back in CM FYI.

**Rachel will report back about 2.5.1 in January CM FYI.**

**DECISION: Board accepts 2.5 as written.**

#### **4) Policy Reflection: IMR 2.5 Assets Protection**

Sponsor: all

Purpose: discuss/decide

- Chris: Might want to be more specific about money in the bank and insurance on it.
- Claire: I would suggest that, since 2.5.8 is a complex and thorny issue that hits on overlap between CM and board, we should discuss it at a work session.
- Rachel: Let's look at the Columinate templates.

**Claire will circle back and let CM know what happened in discussion about 2.5.8 by February.**

### **5) Discuss formation of Board announcements email list**

Sponsor: Chris

Purpose: discuss

- (discuss in December)

### **Meeting feedback: "roses and thorns"**

- THORN: hard to question people who you know are doing really hard work
- ROSE: Love operational perspective
- ROSE: So much uncertainty with COVID every day; nice work CM on staying on top of it all.
- ROSE: We got through 2.5 easily. Report was excellently prepared.
- ROSE: CM are qualified and capable people.
- THORN: Read wrong version of document
- THORN: Arrived late.
- ROSE: Like chance to ask questions at beginning of IMR discussion--shakes out rabbit holes.
- THORN: Hard being judged for typos.
- ROSE: 2.5 went really well.
- ROSE: I like when I remember structure of policy government--helps me come out of the weeds when I get into them.
- ROSE: Thank you for giving out cupcakes during annual meeting.
- ROSE: Appreciation for annual meeting.
- ROSE: Great team all around!
- ROSE: Appreciation for 50<sup>th</sup> celebration and work session.
- THORN: Turning camera off affected my engagement.
- Neither rose nor thorn: Still figuring out process. Also wonder about undercurrents of energy between CM and board. Really want to bridge and build trust.
- ROSE: Great facilitation and support!
- THORN: Harder meeting to be at after easier meetings. Tunnel-vision.
- ROSE: Thank you for the vibe check.
- THORN: Some heavy feelings, some struggle with being a board member. Some parts of policy governance seem negative and judgmental.
- ROSE: Grateful for everyone's presence.



- THORN: Feels like IMR process should be embedded in board's vision. Can we put them in a different context that's less picky? What matters, what's at stake?