


Board Meeting Minutes
Tuesday, January 7, 2020; 5:30-8:30 pm

Facilitation: Jenny

Minutes: Nick Townsend

Vibes/Celebration: Eleanor

Clean-up: Brion, JennyO, Eleanor

Scribe: ---

(Room Setup for next time: Finnley)

Attended by:

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

CM/Staff: Kahadish

Member-Owners: Jen

Guests:

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	10/22/19	Chris	12/19 (mtg in Jan)	Those in opposition will bring a draft of a proposal for a bylaws amendment to the board to address the issue of appointing board members if there are 6, 7, or 8 members.
2	10/22/19	Naoki	12/19 (mtg in Jan)	Refine proposal for Ends work.
3	12/3/19	Eleanor	12/19	Eleanor will notify the person under discussion that their membership has been revoked.
4	12/3/19	Kahadish	12/19	Kahadish will make the refund happen for the person under discussion.
5	12/3/19	Naoki, Brion	1/20	Naoki and Brion will investigate adjustment to IMR calendar process by Jan 28 meeting. Until then, continue using the monitoring calendar as already set.
6	9/24/19	Eleanor, JennyO	1/20	Subcommittee for reflection on 2.2.
7	10/22/19	Eleanor, Brion	2/20	Anti-oppression work.

8	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.
9	4/23/19	Rachel	3/20	CM will clarify and explain 8.6, allocation of net loss, in time for the 2019 patronage decision.
10	5/28/19	Rachel	?	Rachel will bring back Policy 2.3 Q4 and Q1 reports when CPA has more firm numbers.
11	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.
12	1/7/20 (December meeting)	Rachel	When Q4 2019 is presented	Rachel will present more information and history on the 0.5% of sales adequate income number

New Commitments

DECISIONS:

DECISION: October minutes accepted as submitted.

DECISION: The Board accepts 2.3 report as written.

DECISION: The Board accepts 2.7 report as written (noncompliant) and requests more information and clarification on the points listed in #3 below.

DECISION: The Board accepts 2.6 report as written.

DECISION: Jen Bishop appointed to board through May 2020 to fill vacancy.

DECISION: The membership of the person under discussion will be revoked.

DECISION: JennyL will stay to facilitate the executive session.

NEW COMMITMENTS:

MINUTES APPROVAL:

September minutes are approved by the Board

Consensus, minus 2 abstentions (Finnley, Will)

AGENDA ITEMS:

1. IMR 2.3: Financial Condition Q3
2. 2.3 Policy Reflection: Financial Condition Q3
3. IMR 2.7: Compensation and Benefits
4. 2.7 Policy Reflection: Compensation & Benefits
5. IMR 2.6: CM Link Succession
6. 2.6 Policy Reflection: CM Link Succession
 - a. BREAK:

- 7. **Ends Update: Annual Process Proposal**
- 8. **Conflict Resolution/Anti-Oppression**
- 9. **Leadership Styles Activity**

MINUTES:

Member Owner Forum:

- None today

Agenda review, approval, and officers

- All accept agenda
- Naoki and Finnley are absent. Eleanor will present Naoki's presentation #7
- Minutes from last month
 - Brion abstains-hasn't seen minutes
 - All others accept
- Commitments
 - Chris granted one month extension to first commitment
 - Number four-Kahadish commitment bumped to January
 - Number ten will be attached as FYI in January meeting

#1-IMR 2.3: Financial Condition Q3-Rachel

- All aspects in compliance
- Not sure what Q4 will bring
- No audit report back on internal controls yet
- Facilitator-What do we appreciate about the report and the work of People's?
 - Chris-Appreciate we are making money and that labor costs are down
 - Eleanor-second
- Does anyone have any questions before we get into the flow chart?-directed to Rachel
 - Brion-The operations budget is something we can manage. Does it feel sustainable to be using that as the lever for profitability?
 - Rachel response-we intentionally lowered it and I think that we lowered it more than we wanted to. Part of it is figuring out how to do it sustainably. Parts of it are and parts of it aren't—such as staff turnover and not having all shifts and positions filled
 - Brion-would it be accurate to say that we're all pleased and we should find ways to make it more sustainable?
 - General agreement
 - Jenny-if we hadn't been down 1-2 CM positions this year, would it still have been effective?
 - Rachel-the category where we have been down the most is front end hours. Some of that has been unintentional, and some of it has been intentional.
 - Jenny-How much do you think closing at 9 p.m. for the first couple months of 2019 affected that?

- Rachel-it was a significant chunk of time and I think we might do it again.
 - Brion-is there anything we should be noting that we're not as much?
 - Rachel-This December was actually pretty good considering that there was one farmer's market that we didn't have. The Buyer's team has been pushing sales really hard, and we'll see how that works.
- Official Monitoring
 - All board members are prepared to act and find interpretations reasonable, data adequate, and compliance demonstrated
 - **DECISION: The report is accepted as submitted**

2) 2.3 Policy Reflection: Financial Condition Q3

- Chris-Why is "adequate net income" defined as 0.5% of net sales?
 - No definite answer. Rachel would like to follow up with other co-ops
- Brion-We are a young board without a lot of experience; a lot of us are new to our roles. My general sense is that it would help us to better understand the history of the "adequate net income" number.
 - Rachel- she will ask Miles.
- Eleanor-I don't feel like I know whether that number is reasonable or not.
- Jen-I want to clarify- the operational number comes from the CM, right?
 - Yes
- **Commitment-When Rachel presents Q4 she will present a history of the "adequate net income" number**
- Rachel- There will be a CBLD 101 in March for the board
- Facilitator reminder-board members can suggest member items

3) IMR 2.7: Compensation & Benefits-Presented by Kahadish

- This report was mostly compiled by Padrice who is not here
- As a democratic workplace we've held to paying everyone the same base rate
- It's been hard to find qualified candidates at the current rate
 - Has led to consideration of changing pay structure
- Cost of living adjustment-starting wage raised to \$15/hr
- Clarifying questions
 - Chris-where in the report is assertion of compliance? Kahadish will explain to him after meeting
- Official Monitoring
 - All members are prepared to act
 - Confusion over 2018 data mixed in with 2019 data in 2.7 Global
 - Facilitator reviews boards monitoring options
 - Will voices his understanding of the paragraph in 2.7 global
 - Proposal-**the board accepts the report as written (noncompliant) and requests more information and clarification on the following points**
 - Need a clarification on assertion of compliance in 2.7 global

- 2.7 global (new for 2018) parenthetical
- 2.7.1b plan for compliance clarification on what is different than in previous times this has been brought up. The board requests the information in the form of email from Padrice. Why will this version come to fruition while past plans haven't? If the plan doesn't fruition what are alternatives that the board could consider.
- The Board requests this information by February 1st
- The Board consents to the proposal as written above

4) 2.7 Policy Reflection: Compensation and Benefits

- Brion asks Kahadish for information in the future on this discussion

5) IMR 2.6: CM Link Succession-Kahadish

- Appreciations
 - Brion-appreciates the seriousness of the CM in approaching its role.
- Kahadish-There is a mistake in the report. Noncompliance is reported with one CM, whereas the report states full compliance
- Monitoring
 - All board members prepared to act, find data adequate, find all sections compliant except as noted by Kahadish
 - JennyO notes that the CM Link is a very difficult job.
 - Proposal: **Accept the report as written.**
 - The board accepts the proposal
- Policy reflection-any need for policy change
 - None needed.

Break

During break the board consented to names being present alongside comments in the minutes.

Announcements

- Jan 14th-zero waste/agenda planning
- Jan 21st-Link check in elections meetings
- Jan 22nd-Work session
- Jan 28th-Board meeting
- The board accepts Rod Endacott's resignation from the Member Engagement Committee
- Eleanor is drafting a Letter to the Editor about People's

7) Ends Update: Annual Process Proposal-Eleanor

- Proposal-Three Parts
 - Ask the CM to choose 2/8 of the Ends proposals by March 9th

- Consensus on which 1 of the 2 proposed areas will be the board's 2020 focus in the March meeting
- Leave time at the end of the February/January meeting to discuss the difficulties and issues with this strategy.
- Debate over proposal
 - Chris-Do we need to have an “End” of running a successful business? I think so.
 - Propose adding this as a ninth End
 - Liz-thinks that the End “access to healthful foods...” includes maintaining the existence of the store
 - Jen-suggests building Chris's proposal into “access to healthful foods...”
 - Brion-may have a fundamental disagreement with the idea that the board's mandate to re-envision the Ends includes altering the Ends substantially. Instead suggests that the board's role is to provide strategic leadership around the existing Ends.
 - Eleanor-thinks that the board's mandate includes both aspects of Brion's question.
 - JennyO-it is not our job to define “sustainable and progressive land ownership” for example. Last time this was attempted there was strong CM dissent.
 - General disagreement with spending time on “wordsmithing”
 - JennyO clarifies-the membership never formally voted on the Ends.
- The proposal is held in committee and is bumped to the January 22nd work session contingent on Naoki being there and time allowed.

8) Conflict Resolution/Anti-Oppression Subcommittee-Brion/Eleanor

- Additional training and support needed for the subcommittee
- Proposal
 - Designate the subcommittee to allow JennyL five additional hours per month to work towards conflict resolution/anti-oppression training.
- Proposal Debate
 - Brion-acknowledges there is no 2020 budget set, so there is no definite way to know if the budget allows for the hours increase
 - Facilitator voices her work with anti-oppression/anti-racism. No professional training being an equity/diversity trainer, but ten years of experience within the conversations as active participant and leader.
- The board asks the minuter and facilitator to leave the room to allow five minutes for debate
- The board approves the proposal
 - More information needed on existing conflict resolution structures

9) Leadership Styles Activity-Led by Facilitator

- Who are you and how do you show up in the world? Understanding each person shows up differently
- A charismatic leader is “giving their gift”
- What are gifts each person brings to the board

- The facilitator defines five different leader archetypes and asks each member to choose one

NEXT MEETING:

January 28th

DRAFT