



# Board Meeting Minutes

## Tuesday, February 25, 2019; 5:30-8:30 pm

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

**Attended by:**

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

CM/Staff: Kahadish, Rachel,

Member-Owners: Christopher, Benjamin, Kaitlyn

Guests:

**COMMITMENTS:**

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	10/22/19	<del>Eleanor, Brion</del> JennyL	2/20	Anti-oppression work: JennyL will send the proposal for conflict resolution.
2	1/28/20	Gayle	3/20	Gayle will send updated December minutes to Board after the question she had is clarified.
3	1/28/20	Naoki	3/20	Naoki will bring a proposed schedule for board policy monitoring next month.
4	9/24/19	Eleanor, JennyO	3/20	Subcommittee for reflection on 2.2.
5	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.
6	4/23/19	Rachel	3/20	CM will clarify and explain 8.6, allocation of net loss, in time for the 2019 patronage decision.
7	2/25/20	Gayle	3/20	Gayle will resend the November minutes so they can be approved next time.
8	2/25/20	Gayle	3/20	Gayle will update the President's FYI report with info from Brion.
9	2/25/20	Gayle	3/20	Gayle will update website to say "2020 Board Agenda" (or find someone else who can if she cannot modify this part of the page).

10	2/25/20	Rachel, Brion	3/20	Rachel and Brion will check into the meal per-person breakdown.
11	2/25/20	Chris	3/20	Chris will update the Member Ballot Proposal flow chart.
12	2/25/20	Naoki	3/20	Naoki will update 2.0 in the Policy Register to add “in violation of the People’s Bylaws” (with capital B).
13	2/25/20	Naoki	3/20	Naoki will update 4.5 in the Policy Register to use “they.”
14	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.
15	12/3/19	Kahadish	?	Kahadish will make the refund happen for the person whose membership was terminated once they provide an address.

### **DECISIONS:**

**DECISION: January minutes approved as resubmitted. (2 stand-asides: Will, Brion)**

**DECISION: December minutes still need information before they can be approved.**

**DECISION: IMR Calendar for 2020 will be same as that for 2019.**

**DECISION: 2020 Budget proposal is accepted with one stand-aside (Will).**

**DECISION: Board accepts the Member Ballot Proposal.**

**DECISION: Board accepts proposal to clarify 2.0 language, with the friendly amendment to use a capital B for Bylaws.**

**DECISION: We will update 4.5 in the Policy Register to use “they” instead of “he/she.”**

**DECISION: Board will go into closed session to discuss larger issues of board priorities.**

### **NEW COMMITMENTS:**

Gayle will resend the November minutes so they can be approved next time.

Gayle will update the President’s FYI report with info from Brion.

Gayle will update website to say “2020 Board Agenda” (or find someone else who can if she cannot modify this part of the page).

Rachel and Brion will check into the meal per-person breakdown.

Chris will update the Member Ballot Proposal flow chart.

Naoki will update 2.0 in the Policy Register to add “in violation of the People’s Bylaws” (with capital B).

Naoki will update 4.5 in the Policy Register to use “they.”

### **MINUTES APPROVAL:**

**DECISION: January minutes approved as resubmitted. (2 abstentions: Will, Brion)**

**DECISION: December minutes still need information before they can be approved.**

## **AGENDA REVIEW:**

- Announcements and check-outs will be before break since the second half is proposed to be a closed session.

## **Member Owner Forum:**

- Benjamin: I am looking back at the past year at the co-op and my experience. How many active members do we have? I'm curious how membership has grown and changed. [Check the Annual Report.]
- Christopher: I'm interested in knowing what your experience on the Board has been like. It seems people don't often run for re-election, and sometimes people drop out. What do you get out of it? How is it not meeting needs? Open to having conversations or anonymous responses. Would it be better to have more people, more help with interpersonal communication, etc? Prefer email to schedule in-person walk, tea, etc. [Brion: Maybe we could set aside some time at the upcoming work session?]

## **1) 2020 Board IMR Calendar**

Sponsor: Naoki-> JennyO

Purpose: decide

- JennyO: We discussed other options, then decided to just continue with same schedule as 2019.
- Brion: I still don't really understand this calendar, and I'm worried about losing institutional knowledge when Naoki and JennyO leave. I think we should discuss this at orientation and have a more robust version of the calendar for board members to access.
  - Jen: Other board resources: I would like to collect as much as possible in a consolidated list before Naoki and Jenny leave.
  - Kahadish: Might be helpful to create a shared document repository like documentland for the Board.
  - Brion: I'm interested in applying technology to this,
  - Rachel: New Board members should receive binders; it would be good to revisit what should go in them.

**DECISION: IMR Calendar for 2020 will be same as that for 2019.**

**Gayle will update website to say "2020 Board Agenda" (or find someone else who can if she cannot modify this part of the page).**

## **2) 2020 Board Budget**

Sponsor: JennyO/Brion

Purpose: decide

- Brion: Looks like we came in under budget.
  - Rachel: We came in under approved budget but over dynamic budget based on sales, etc.
- Brion: Looks like a few things were added and otherwise remained the same. Is CM good with this budget?
  - Rachel: Yes.
- Brion: Kept Study & Engagement amount even though it came in under budget because we expect to use it this year.
- Eleanor: What is Miscellaneous?
  - Rachel
- Rachel: Correction on 2020 proposed: Amount is correct but description is wrong (should be \$86 ingredients and \$86 chef).
  - Jen/Brion: What is actual breakdown? Is it still \$9/person?
    - Rachel & Brion will check into the breakdown and report back.
- Any stand-asides on the proposal? Will.

Rachel and Brion will check into the meal per-person breakdown.

**DECISION: 2020 Budget proposal is accepted with one stand-aside (Will).**

### **3) Member Ballot Proposal**

Sponsor: Chris

Purpose: decide

- Chris: The member ballot process has not worked well in the past. My proposal last month was hard for people to follow, so I added the flow chart. Change: need to decide #meetings within which Board must discuss proposal (Naoki suggested 3 but Chris still prefers 2).
  - Temp check: 3 want 2 months, 2 want 3 months, 1 no preference.
  - Chris: Problem with 2 months is timing of request being made: could end up being 1 month or 3 months.
    - Temp check on 10 weeks: Brion objects--hard to track.
  - Eleanor: Advocates for 2 for board accountability.
  - Jen: I think 3 months is reasonable and gives us time to give the proposal its due.
  - JennyL: For an agenda item to get into the meeting, it has to be presented at the agenda planning meeting 2 weeks before a meeting.
  - Brion: I think it's really important that we're responsive to MOs. I also know the work we do is very scheduled out, some things more urgent than others. Three months gives us more control over discussion what we feel is most urgent. We can certainly do it sooner than 3 months.
  - Chris: Good point. If we're working cooperatively, it shouldn't even matter. For me, the motivator was to make the process more responsive to MOs. Prefer to keep

- 2 months with option to ask MO if it can be delayed a month
- JennyO: What if board wants to discuss but for some reason doesn't? Would it then go to the collecting signatures stage?
  - Yes, this way MO doesn't have to wait for the Board.
- Eleanor: Does "Done!" mean MO can't go to collect signatures?
  - Chris: No, MO is always allowed to go to collect signatures.
  - JennyL: What is happening to this drawing after today?
    - Eleanor: I think it should be updated and put on the website.
      - Chris: Text is more specific and clear than the diagram. I can make the diagram more clear.
- Chris: Let's move forward on consenting to the actual proposal, and I'll update the flow chart as an FYI.
  - Brion: I can see a situation where the current board doesn't have to deal with this. The future board may not have been part of this conversation. Do you think we should stress test this to make sure it's robust?
    - Chris: Nah.
- Any stand-asides?
  - Jen: The more time we spent discussing this proposal, the more I thought that we could have spent that time connecting directly with MOs to address their concerns rather than giving them a process for bypassing the Board.

**DECISION: Board accepts the Member Ballot Proposal.**

**Chris will update the Member Ballot Proposal flow chart.**

#### **4) 2.0 Clarification**

Sponsor: JennyO/Chris

Purpose: decide

- Chris: Very brief language change: add in "in violation of the People's bylaws."
- Brion: Why didn't we consent on this last month when we discussed it?
  - Chris: Someone (Naoki? Others?) wanted to check with our consultant first.
  - JennyO: Our consultant didn't see any reason not to add this.

**DECISION: Board accepts proposal to clarify 2.0 language, with the friendly amendment to use a capital B for Bylaws.**

**Naoki will update 2.0 in the Policy Register to add "in violation of the People's Bylaws" (with capital B).**

#### **5) Pronoun Change for 4.5**

Sponsor: Naoki/Eleanor

Purpose: decide

- Eleanor: Simple change to be gender-nonspecific.

**DECISION: We will update 4.5 in the Policy Register to use “they” instead of “he/she.”**

Naoki will update 4.5 in the Policy Register.

## **6) Extension Requests for Monitoring Reports: 2.8 (Communication and Board Support) and 2.3 (Financial Condition and Ends)**

Sponsor: Kahadish

Purpose: decide

- Kahadish: We can't find the previous survey for the Board to evaluate the Link for 2.8, and the past Link didn't know where it was. Asking that Ends report be held off till April so it reflects everyone's work, which it hasn't done before.
- Rachel: Entering info broke the data links. Got numbers back from RFS for next 2.3.
- JennyL: Awkward sequence to approve extension request at a meeting.
  - Kahadish: Board can acknowledge that a report is late rather than approve/reject.
  - Chris: Yes, this has no value judgment.

## **ANNOUNCEMENTS**

- Rachel: We made money in 2019. Net profit! Coming to a 2.3 soon!
- Rachel: 4Q18 and 1Q19 2.3 are in the FYI. Does anyone want printed copies of the charts that were not included in the packet but sent electronically?
- Eleanor: We need to log our Member Engagement activities for the President's FYI in the packet.
- Brion: I want to note that it is the second month of our 50<sup>th</sup> anniversary, and I still have not noticed any celebratory
- Jen: I submitted an article about “Ten Things You Can Do for Our Co-op” to be in the Spring Grassroots. If any Board member wants to see it, please let me know.

## **7) CLOSED SESSION: Board Leadership Discussion**

Sponsor: all

Purpose: discuss

**DECISION: Board will go into closed session to discuss larger issues of board priorities.**

*[No minutes are taken during closed session.]*

## **CHECK-OUTS:**

- Benjamin: Thank you for the packet and the meeting.
- Rachel: I wish 2.3 wasn't late, but I'm okay with it because it's the first time I ever closed out a year!

**NEXT MEETING: Tuesday, March 24, 2020, 5:30-8:30 pm**

DRAFT