PEOPLE'S BOARD AGENDA					
Т	uesday, March	24, 2020,	5:30 - 8:30 F	PM	
				Vibes/Ce	
				lebration	
Facilitator:	Jenny Leis	Time (1):		(2):	
				Clean-up	
Minutes	Nick Townsend	Cariba (1):		(2): Jen, Will	
winutes.	NICK TOWNSEND	Scribe (1):	Dumperet		
Cottiling 9 or		Presenter:	Purpose:	<u>Time:</u>	
Settling & ea	iting		Enjoy!	30 mi	n I
Facilitator: G	I round Rules for meeting,				
	<u>I Phones</u> , etc.	Facilitator		1	min
Grounding					
and Focus					
(Check-ins)		Everyone		10	min
Member-Owr	ner Open Forum	Owners	address board	10	min
Agenda					
review,					
approval, and		Feeiliteter		0	
officers		Facilitator		2	min
Minutes/com	mitments review	Minuter	approve minutes	5	min
1) NCG Member Agreement		Ashley	decide		min
2) Invoice Payment		JennyO	decide	10	min
3) Link Role Update		Rachel	update	-	min
	inancial Condition	Rachel	decide	20	min
	flection: IMR 2.3:				
Financial Co	ondition	all	discuss	5	min
				1	
Stretch &					
Restroom					
Break- don't					
wander off.		All		10	min
			1st Half Total -	93	min
Announcem	ents	All	announce	1	min
		Devision	-11		
	Dividend Introduction	Rachel	discuss		min
7) IMR 2.0: G	lobal Policy	Rachel	decide	10	min

8) Policy Reflection: IMR 2.0: Global Policy	all	discuss	5	min
9) Consent Agenda Proposal (if	JennyL	discuss	5	min
time)				
Review Decisions & Commitments	Minuter		2	min
Meeting evaluation	Facilitator		1	min
Next Meeting: Tuesday, April 28, 2020, 5:30-8:30p	Facilitator		1	min
Next Meeting Agenda				
(brainstorm)	Facilitator	brainstorm	1	min
Closing:	Facilitator	appreciative exit	1	min
				min
		Total	150	

COMMITMENTS

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
New	3/20	Rachel	April 2020	Pay Lawyer invoice
New	3/20	Jen B.and Rachel	April 2020	Discuss resources and documents that are needed for new Board members and generally plan the orientation. Jen B. will coordinate
	3/20	Rachel	April 2020	Rachel will email 2.4 to board
	3/20	Rachel	April 2020	Rachel will email Gail's job description
1	10/22/19	Eleanor, Brion JennyL	April 2020	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. Fulfilled
3	1/28/20	Naoki	April 2020	Naoki will bring a proposed schedule for board policy monitoring next month.
4	9/24/19	Eleanor, JennyO	April 2020	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. Cancelled/Crossed off
6	4/23/19	Rachel	April 2020	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. Fulfilled
8	2/25/20	Gayle	3/20	Gayle will update the President's FYI report with info from Brion. Fulfilled
9	2/25/20	Gayle	April 2020	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. Crossed off
11	2/25/20	Chris	April 2020	Chris will update the Member Ballot Proposal flow chart.
12	2/25/20	Naoki	April 2020	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	April 2020	Naoki will update 4.5 in the Policy Register to use "they."
14	7/23/19	CM link	?	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	CM link	?	Kahadish will make the refund happen for the person whose membership was terminated once they provide an address.

• Meeting Opening

- Check-ins, congratulations to CM
- Agenda Updates
 - Covid-19 update added
 - Items 4 and 5 switched order
 - All members accept updated agenda
- November Minutes

- All members accept
- Approved
- December Minutes
 - All members except Chris accept minutes, Chris abstains
 - Approved
- February Minutes
 - All members except Chris accept minutes, Chris abstains
 - Approved

• Commitments

- o Items 1, 3, 4, 6, 9, 11, 12, 13, 14 moved to April 2020 meeting
- Items 5,10 cancelled
- Kahadish changed to "CM Link" in 15, 16

• Covid-19 Update

- Larger strategy/board's role in navigating crisis
- Framed by Jenny O
 - 'I think that we're really looking to have a bigger picture conversation. This
 is the biggest thing that has happened in our lives and at the co-op and it
 makes sense to talk about it."
 - More visioning and thought needed to be put into this from the board
- Rachel (CM)
 - Asked for clarification on "bigger picture"
- Jenny O
 - CM expressed being overwhelmed, stressed out. Operational emails don't reflect this.
 - "How do we make sure we make sure that we can do the best job we possibly can for as long as possible [without burning out]
- Jenny Leis
 - Primary Concerns from the Board
 - How is CM doing?
 - How does closing the store work?
 - What is the board's role?
- Brion
 - Board's role is to hold vision for the co-op. "Could CM talk more about contingency planning and to what degree the CM is talking about eight months or one year in the future in the context of the current situation"
- Ashley (CM)
 - "I'm our contact point for NCG and obviously there's been a lot of conversation too. It seems like across the NCG co-op landscape sales are starting to level out and now that shelter in place orders are starting to come into place sales are starting to come down into a more normal range. We don't know if that's going to happen here but that starts to move us into the realm of more sustainable operations."
- Rachel (CM)

- "This little period of time has been extreme change and I do think that things will level out. It is hard to do contingency planning when we don't know what will happen. We've talked a lot about not trying to keep the co-op open if it's going to be a huge strain. Our approach to it is 'lets start trying to scale back and not run ourselves ragged'. Part of it was implementing changes to slow things down, but before that there were four or five days that were just really rough."
- Amina (CM)
 - Staff morale feels more ground level. We are only ten days into this new reality and a lot has yet to happen. A lot is still up in the air making contingency planning hard to do. The questions now are how do we keep the store open for the next week or two weeks.
- Board Members voice their vision for Board's role
- Brion
 - If eel really strongly that our goal here is to have vision and planning for the future. I assume I speak for the board when I say I do not want the CM to be suffering personally in this period. The co-op plays an immense role in the community and in food security. We want you to be able to continue. Things that I would encourage as a board member is "how can we get more workers in the store in a rapid time frame" and I think you have ideas about that are important. We support you guys fully and I want you to stay open and I think there may be creative solutions that the board can provide."
- Naoki
 - "As a board I don't think we have clarified what we're asking of the CM and what our vision is. I don't think we have a clear understanding of what we are asking and I think that it would be useful to ask ourselves and maybe, as rachel pointed out, talk to other boards and find out how we can help and continue to hold ourselves accountable to keeping the condition of the co-op safe. It would be useful to have some conversation about that."
- Jenny O
 - Affirms that the Board has been having conversation about it and that Naoki was not present for parts of that.
 - "I feel like I learned some of the bigger picture and what's going on with other co-ops and what our financial situation is like and they weren't in the emails we were getting and they feel like bigger picture things. How are we as a community responding to this?"
- Rachel (CM)
 - "I want to come back around to the "are we feeling safe" question. Given that we work in a grocery store I feel much safer and more in control of that. We've been very responsive to workers saying "I can work in this

way but not in that way" and lots of reminders about take days off and zone out sometimes"

- Chris
 - "In terms of the way I think about what we can contribute at this time a lot of the conversation has been pointed inward, but part of our responsibility is outward. How can we help our owners and get a better understanding of what our community needs and how we can serve the community."
- Amina (CM)
 - "It's true that we haven't had time to plan 4-6 months ahead, but that's because we don't know the landscape in 4-6 months. I think the board's most essential function is to monitor reports. In terms of members engagement I think that the board can do a lot to reach out to members. Folks are really excited about the ways we've adapted."
- Ashley (CM)
 - Asks board to create some sort of statement for the next issue of Grassroots. Appreciations for both CM and member-owners.
 - "Think about what really feels like priorities. What do you need from the CM at a time when we're maxed out over what you maybe just want. From a visionary perspective I'd be curious what the board's thinking is about meeting our ends at a moment like this. On a side note I'd be super willing to reach out to some GMs in NCG's system and get in contact with their boards"
- Eleanor
 - Affirms interest in taking up Ashleys NCG offer on reaching out to other co-ops
- Jenny O
 - Expresses need to wrap up conversation for the evening. Good information and a better overall picture was received. Ongoing conversations will take place over the next couple of months.

• 1. NCG Member Agreement

- Ashley-NCG Link (CM)
 - NCG changed the terms of the membership agreement for the first time in five years. Board needs to reaffirm membership. Board chair and NCG Link need to sign form and express commitment to maintaining membership. No major change in document, just commitment to continuing status quo
- Questions?
 - How long have we been a part of NCG?
 - About 15 years
 - How much do we pay to be a part of NCG?
 - Rachel isn't sure. Benefits include UNFI discounts and co-op deals coupons and co-op basics. Would have to weigh payment in

dues vs benefits earned through membership. Also gives access to all statistics on other co-op members.

- Amina-quarterly around \$1400-1500
- Ashley-NCG Link
 - Optional operational programs are separate from the base agreement being discussed this evening. To Ashley's understanding it looks like a continuation of prior business.
- Proposal: Jenny O signs off on agreement, co-op continues relationship with NCG
 - All members accept proposal
- 2. Invoice Payment
 - **Proposal**: Co-op should pay the lawyer invoice
 - No questions, no stand asides, no blocks
 - Chris recuses himself from the agenda item
 - All members accept the proposal
- 3. Link Role Update
 - Rachel (CM)
 - Current interim link. There is one interested CM. Very challenging moment for anyone to take this on as a new commitment. It would be best to have the person shadow me (Rachel) and then pass it on at an appropriate time. Rachel feels comfortable doing the interim position for a while. Amina and Padrice are producing most reports other than 2.3. Plan to reach out to remote employees to work on Board stuff. No ends report has been produced yet due to pandemic.
 - Best email to use is the CM link email instead of Rachel's personal email to maintain consistency
 - Jenny O
 - It makes perfect sense that the ends report is delayed. Make sure Amina and Padrice are on CM Link list so that information is flowing efficiently
 - Rachel (CM)
 - One think I was thinking about (before the pandemic) was the board orientation which is something Jen was working on. [Jen affirms]. I want to make sure I can support you in that. We also need to discuss getting Gail a new contract if that is indeed happening and supporting that position.
 - Jenny O
 - Kahadish never sent out Gail's job description, that needs to be done.
- 4. Patronage Dividend Introduction
 - Rachel (CM)
 - If we had net profit of \$40,000 the portion that is eligible for profit is sales to member owners. So if 65% of annual sales were to member owners then that part would be allocatable. We can allocate all or part of it but we have to pay out a minimum 20% if we choose to allocate.

- The last time we paid out members was 2015 fiscal year. I can forward charts with more information.
- 5. Policy Reflection: IMR 2.3: Financial Condition
 - o Naoki
 - This report is really encouraging. In 2018 there was a lot of concern about the direction of the board. What the CM has shown is that in 2019 they have continuously improved the financial position of the co-op.
 - When is the last time we posted a \$50,000 profit?
 - Brion
 - I appreciated the formatting. I found the form much easier to read than in the past.
 - Rachel (CM)
 - We exceeded some of our targets for reasons that are not ideal or good like having key positions vacant. But if those positions had been filled we would have hit our targets on some key indicators. In past years we've focused specifically on sales growth and not net income or labor percentage and then to change the focus and then achieve those goals was really wonderful to do.
 - These numbers came through RFS and me and Miles but they haven't been through our CPAs. There may be changes but I anticipate the net profit to either stay the same or go up, not down. We paid out patronage dividends in 2012 and 2013 and the dividends that went unclaimed then could be eligible to become income at this point. I could resubmit the report or just give the board an FYI based on what the board would like.

• Monitoring

- All members come prepared to act, find interpretations reasonable, find data adequate.
- All members agree with assertion of compliance
- Proposal: accept report as written
 - Questions
 - Brian-what percentage of net income will go to tax?
 - Rachel-unclear due to factors such as retained loss and potential dividend. Should be available for next board meeting.
 - Naoki-You mentioned that some positive net income indicators were not good (vacancies). If these things had not happened how much of our profit would disappear?
 - Hard to determine
 - Chris-is it possible to calibrate this line as our new goal?
 - Rachel-This would be unwise due to vacancies over the past year and upcoming costs.
 - All members accept proposal.
- 7. Policy Reflection: IMR 2.0 Global Policy

- Elanor
 - I see that the current ratio is one to one that we shall not fall below. Currently we are well above that. Is there any sort of liability in going well above that ratio?
- o Jenn
 - Having a high ratio is an indicator of playing it more conservatively. We have a lot more assets than we are utilizing. It can be an opportunity to do things that are less conservative.
- Brion
 - People's for quite some time has been very conservative with its assets. What often happens is that companies with as many assets as we do will invest those assets in growing the company. Our growth may be stagnant right now because we are so risk-averse.
- Rachel (CM)
 - I was thinking more of the debt/equity ratio and that's part of why the CM has spent so much time thinking of what to do about growth. Trying to grow in a lot of the traditional ways in Portland is difficult because our property values are so high that when we had pro-formas done on properties nearby there was no way to make growth happen until we bring our labor percentage down. We need to work internally to get to a place where our labor percentage is low enough that lenders will lend to us and we can achieve that growth. What the CM needs to work on is being in a place where we can take risks that we think have a good chance of succeeding.

Announcements

- Anything that needs to be announced to the board.
- Brion
 - The census is still hiring so if you know of people that need a flexible 18/hr job please get in touch with me.
- Naoki
 - Jenny Leis has a class at PCC on visual thinking
- Rachel
 - The farmer's market is happening tomorrow in theory. Limited to 25 people. Hope to support local farmers any way possible.
- Checkouts