

## PEOPLE'S BOARD AGENDA

**Tuesday, March 24, 2020, 5:30 - 8:30 PM**

Facilitator:	Jenny Leis	Time (1):		Vibes/Celebration (2):	
Minutes:	Nick Townsend	Scribe (1):		Clean-up (2): Jen, Will	
		<u>Presenter:</u>	<u>Purpose:</u>	<u>Time:</u>	
<b>Settling &amp; eating</b>			Enjoy!	30 min	
Facilitator: Ground Rules for meeting, <b>Turn Off Cell Phones</b> , etc.		Facilitator		1 min	
Grounding and Focus (Check-ins)		Everyone		10 min	
Member-Owner Open Forum		Owners	address board	10 min	
Agenda review, approval, and officers		Facilitator		2 min	
Minutes/commitments review		Minuter	approve minutes	5 min	
<b>1) NCG Member Agreement</b>		Ashley	decide	10 min	
<b>2) Invoice Payment</b>		JennyO	decide	10 min	
<b>3) Link Role Update</b>		Rachel	update	10 min	
<b>4) IMR 2.3: Financial Condition</b>		Rachel	decide	20 min	
<b>5) Policy Reflection: IMR 2.3: Financial Condition</b>		all	discuss	5 min	
Stretch & Restroom Break- <i>don't wander off.</i>		All		10 min	
			<b>1st Half Total -</b>	<b>93 min</b>	
<b>Announcements</b>		All	announce	1 min	
<b>6) Patronage Dividend Introduction</b>		Rachel	discuss	30 min	
<b>7) IMR 2.0: Global Policy</b>		Rachel	decide	10 min	

8) Policy Reflection: IMR 2.0: Global Policy		all	discuss	5 min
9) Consent Agenda Proposal (if time)		JennyL	discuss	5 min
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
<b>Total</b>				<b>150</b>

## 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	<del>Eleanor, Brian</del> 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. <b>Fulfilled</b>
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. <b>Cancelled/Crossed off</b>
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. <b>Fulfilled</b>
8	2/25/20	Gayle	3/20	Gayle will update the President's FYI report with info from Brion. <b>Fulfilled</b>
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. <b>Crossed off</b>
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**
  - 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)



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 Ashley’s 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.





- 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?
- 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**