


Board Meeting Minutes
Tuesday, July 28, 2020; 5:30-8:30 pm

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

Attended by:

Board Members: Claire, Eleanor, Debbie, Naoki, Brion, Chris, Sarabell (CM board seat), Will

CM/Staff: Amina, Rachel, Brita

Member-Owners:

Guests: n/a

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	4/23/19	Rachel, Amina	8/20	CM will clarify and explain 8.6, allocation of net loss, in time for the 2019 patronage decision.
2	3/24/20	Rachel, Eleanor	8/20	Discuss resources and documents that are needed for new Board members and generally plan the orientation. [In progress]
3	12/3/19	CM Link	8/20	CM Link will make the refund happen for the person whose membership was terminated once they provide an address. [In progress; they want it sent electronically, waiting for info]
4	5/26/20	Rachel	8/20	Rachel: When get CPA report, bring 2.4.12 graph and chart back to the Board. [In progress.]
5	6/23/20	Rachel, Eleanor	8/20	Rachel and Eleanor will check in at the Link-President check in about other things the BoD needs to be supported right now.
6	6/23/20	Eleanor	8/20	Eleanor will put together a proposal about policy reflection on 2.8 for next meeting.
7	7/28/20	Brita	8/20	Brita will update the IMR calendar on the website.
8	7/28/20	Chris, Claire, Rachel	?	Chris, Claire, and Rachel will work on the Spending Retained Earnings proposal and bring it back later.

9	7/23/19	CM Link	?	CM Link will bring the topic of names on bank accounts back to the Board when Finance Team has another eligible person. [Update 5/26/20: Amina has now been accepted to CM!]
10	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.)

DECISIONS:

DECISION: June minutes approved as written. (Chris, Claire, Debbie, Sarabell abstained)

DECISION: Accept IMR calendar as in board packet. (Abstain: Claire, Debbie)

NOTE: The Board of Directors took out-of-meeting action between the July Board meeting and August 1st to formally vote via email, with unanimous agreement, to approve the PPP loan application.

NEW COMMITMENTS:

Brita will update the IMR calendar on the website.

Chris, Claire, and Rachel will work on the Spending Retained Earnings proposal and bring it back later.

STATUS ON A PREVIOUS COMMITMENT:

[from May 2020: Rachel will follow up with NCG and other co-ops to create a new operational definition of 2.3.1 that explains why 0.5% net income is adequate, or redefines adequate net income, including potentially without a set number.]

July 2020 status: Most co-ops use 1-3%; we will use 1% next year and will explain why it was 0.5% before.

MINUTES APPROVAL:

DECISION: June minutes approved as written. (Chris, Claire, Debbie, Sarabell abstained)

AGENDA REVIEW:

- accepted as written

Member Owner Forum:

- n/a

1) Welcome New Board Members

Sponsor: Eleanor

Purpose: discuss

- Introductions: Why ran for board; skills bringing to board; favorite co-op treats.
- Eleanor: I ran for the board originally because I am inspired by the people who make up People's! I had been casting about for a new place to buy my food someplace where it felt like I was investing in something that bore more fruits than a typical grocery store. I tried a few different co-ops and stores around town, and I found that after going to People's a few times, it just clicked with me and I knew I wanted to be involved in some way, and some members of the CM suggested that I run for the board. Skill/perspective: I am work in public health, so I think a lot about the social determinants of people's health, and having access to healthy food and access to personal connection is such a big part of that, and People's is a vehicle to both of those things. My favorite thing at the co-op is the cold coconut water!
- Naoki: Even before moving to the US, in 2014, I looked for a food co-op, and People's came up, so I knew that when I moved to Portland, I wanted to be part of this co-op. I was trying to become a HOO, but it was difficult with my schedule, and then I saw that there was an opportunity to join the Board. So I've been on the Board for 3 years, and I think the main thing I took away from the 3 years has a lot to do with anti-oppression. I have learned so much. I feel like a better human because of this, and I understand so much more the challenges and my bias and things like this. And I was wondering how to stay connected and continue to grow, and NMEC is a good way for me to be involved, less time commitment and structure.
- Chris: When people talk about how they came to the co-op, a lot of people came to the co-op looking for something like People's. For me, it was completely the opposite. I live across the street from the co-op, and when I first came here, I only shopped here occasionally. I come from a completely different universe in terms of eating and food, but over time I have changed myself, changed my diet, changed a lot of things such that the co-op aspects of it are more of a draw than they were at first. The reason I ran for the board was that I do a lot of community stuff with the neighborhood and other communities, and I wanted to get more MOs involved in making decisions and have it feel more like their co-op than just a store they shop at. My favorite thing at the co-op this time of year is a toss-up between the beer and the coconut ice cream!
- Will: What originally brought me to the Board: 10 or 15 years ago when I was on the Board, they were looking for people who had experience in business, and I was a small business consultant for 25 years. What interested me in becoming a member of the co-op, and I've been a member since before it reincorporated, my lifelong interest in developing sustainable systems for the equitable and sustainable distribution of agricultural bounty. I came to Portland in '69 and helped start a co-op over by the university that got eaten up and merged with another co-op that ended up merging with Food Front. But I had belonged to the San Francisco Bay area co-op where I grew up. The reason that I ran for the Board this time is it seemed like I had some skills that would be valuable to the co-op,

based on things I had heard from Board members at that time. My favorite food from the co-op is some of the organic ice creams and some of the organic chocolate!

- Brion: IN this moment of transition, I want to take a moment to honor our ancestors: Italian grocery store that was here before us; the many people who founded the food co-op movement; people who generated the community willpower to create People's; all the MOs; all the people who have worked at the co-op, as well as the many board members who have come before us; facilitators. And also the people who are going to come after us: Board members, workers, MOs, and shoppers, and even the legacy of people who have benefited from our community and from People's having been around, and the number of people who can benefit from the co-op in the next few years, extending into the future the kind of impact that People's can have. I've been on the board for a year, and I know that the composition of the people who come to the meetings is a lot different from just under a year ago, and a lot of changes have occurred, often painful change. I feel good about the people that we have here now and all the work that we've been doing to be creating positive change together and building a co-op that we take a lot of pride in. I feel that we're going to be able to nurture it into its next chapters. I've been a shopper at People's since mid-80s and multiple co-ops around the nation. Have been a HOO, a vendor at farmer's market as food manufacturer; worked with food & nutrition for a long time as well. Then I got really involved in running a nutrition education company; it was an international company, so my focus was not on local. When I left that position, I really wanted to reconnect with local community and thought immediately of People's, since it's been an important part of my experience living in Portland for a long time. My background as an organizational development person, finding people and situation solutions to organizational challenges, seemed like it would be a good fit to bring to the Board. It's an honor to serve in this capacity, and I'm only just starting. Fave food item changes more than seasonally! Currently into oatmeal, making my own Muesli-like thing from bulk foods.
- Debbie: I was more involved with Food Front when I lived on the west side. Came back to People's because my son was a HOO and MO, and he lived nearby and got a lot out of shopping here. In semi-retirement now and thought it would be good to become a HOO also. Learned about how People's management is structured, became very excited to get to know more about it and understand it better. Worked as a HOO once a week, heard things about the Board, thought that would be another way to contribute and got pretty excited about it. I see my life as having been lived in segments, and I would say that about 10 or 15 years ago, when I lived in Flagstaff, I began to think that I really wanted to have an opportunity to focus on spiritual awareness and understanding. I ended up with cancer, explored Sedona and the concept of spirituality, and it was a pretty amazing experience. I think now that this period of my life is about understanding culture and society and how that impacts my life and other people's lives . Getting more and more opportunities. Sometimes challenging and difficult, but it's exciting and fulfilling. Brought a new chapter to my life. Especially excited about understanding the unique language that is spoken at People's.
- Eleanor: Conscious of time; we'll put the planning of the orientation and retreat to

another time.

- Claire: Strong believer in co-op business process. I don't think there are enough co-ops and want to promote that as a business structure. Also, bulk food so important; the more packaging we have, the worse position we put ourselves in. There's a big intersection of those things; People's has a large bulk section, so it's lovely for that as well as preserving the model. People should know that my mom started a grocery store in Mt Shasta; my sister runs it now. I know this role is different, and I'll do my best to be aware of that. I also worked in Minneapolis for INFRA, which is like an independent natural version of NCG. It's interesting seeing how the two organizations work. Favorite food from People's is PNW apples!
- Sarabell: My intro to People's was when I lived back east and traveled out west for the first time in 2003. People's was very memorable to me with the natural building, natural materials, and the way that the community felt. Eleven years later, I moved here, and "This was the place!" I was a HOO, sub staff, now on CM for past 2 years in produce department and also personnel. People's wove my life from the east coast to the west coast. Really looking forward to this role on the board! I appreciate that I get to speak from the perspective of both MOs and CM on Board: I'm a Libra/spider/weaver sort of person, being in multiple communities and seeing how we can connect and understand each other, celebrate and get curious about differences. Very personally committed to our Ends of social justice and economic justice. I'll be bringing my own in-progress learning, enhancing my capacity to do anti-oppression and anti-racism work. Also work as a mediator and somatic educator; like helping people when things are hard and seeing how we can work through. I feel super committed about the potentials of our community, especially in these really potent times that we're in. I look forward to this journey. Fave food right now is blueberries!

2) Conflict Resolution/Communication Proposal

Sponsor: Eleanor

Purpose: decide

We have recognized as a board our need to do work on anti-oppression. We formed an anti-oppression subcommittee which anyone on the board can join. Asked JennyL to work with us, came up with a 60-page document, then thought about how to create something that is a clear and transparent process we can use. We have 2 documents to present today: A set of 13 Agreements and a 3-part document on Communication, Tips, Conflict Resolution Policy (work in progress). Goal for today is to consense on the 13 Agreements:. (Note: The version shown below has a few edits that were made after the meeting.)

The Thirteen Board Meeting Agreements for People's Co-op Board Members

To be read at the beginning of each Board Meeting to remind board members and set the tone for guests.

Adopted: Planned for July Board Meeting

Updated: July 2020

People's Board of Directors agree to follow these 13 Meeting Agreements. People's Member-Owners are invited to attend any and all Board Meetings. We welcome your input and opinions always. All guests at Board Meetings are asked to follow Agreements 7-13.

Board Member Agreements

1. **Come prepared** (*be specific about what we mean; i.e. read your packet*)
2. **Share your point of view**
3. **Hold ourselves and each other accountable to our agreements and Code of Conduct**
4. **Use mutually agreed upon process signals** (*specify what these are or link to a resource*)
5. **Listen to understand and ask clarifying questions**
6. **Enter the consensus process open to the ideas and views of others**
7. **Arrive on time** (*consider alternate language, e.g. we have a limited amount of time; we value you showing up on time as much as possible*)
8. **Respect the facilitation process**
9. **Approach new perspectives and disagreement as an opportunity to grow and shift**
10. **Assume positive intent**
11. **Acknowledge your impact on others, intended or not**
12. **Encourage diverse opinions and experiences**
13. **Treat one another with dignity**

- Agreements 1-13 apply to board members; agreements 7-13 apply to anyone who comes to a meeting.
- Claire: Is arriving on time seated in white supremacy? And what about when, just, life happens?
- Eleanor: The idea is that we are making our best effort to be on time. Our time together is limited.
- Brion: I think there's intent and what can be read. If we're thinking about inclusion, we might want to find a way to expand on this to explain our intent.
- JennyL: Recommend we get feed back about this now, then have a deeper conversation about it later in a work session rather than making a decision about it now.
 - Board agrees.
- Debbie: Be prepared: Noble thing to do, but it will take me awhile to catch up on all the information. Can we have Cliff notes? :) I am apprehensive of being as prepared as I would like to be.
- Jenny: Let's continue getting comments but not discussing them right now.
- Naoki: Knowing meetings will be on Zoom for some time, should we have an additional agreement related to working in virtual space?
- Will: I think what we're running into is a fairly basic unresolvable conflict between having time structured vs time not structured. I was brought up with the idea that being on time to meetings shows respect for other people's time. In a lot of cultures, acting by way of the clock is not a value. I think that's part of the problem we're running into, and I don't know how we accommodate that.
- Jenny: Lively discussion to get into in your work sessions or anti-oppression meetings.
- Amina: Recommend expanding #1: **"Come prepared. Read your packet."** Also re time in #7: **"We have a limited amount of time at our board meetings, and we value showing up on time as much as possible."** We don't need to discuss the concept of time

and its roots.

- Claire: “Process signals” is kind of vague. Would be helpful to say what those are or where to find them.
- Eleanor: We will work on this at our August work session and bring it to the next meeting.
- Brion: Really appreciate everyone who put time into this.

ANNOUNCEMENTS:

- Rachel: Brita was hired into the Marketing & Membership position!
- Naoki: Want to acknowledge all the work that Gabi has been doing in the interim.
- Eleanor: We’ll be sending survey re comfort with in-person socially-distant orientation.

3) PPP Loan

Sponsor: CM Link

Purpose: decide

- Rachel: Most of the info was in the packet; hope everyone got a chance to read it. One of the rationales to getting a PPP loan: depending how long COVID is an issue, our currently great cash position may dwindle. Forgiveness is not 0% or 100%. Criteria are that we (1) use it for payroll and (2) don’t let payroll go down. In general, NCG says most co-ops are on track to have loan 85% forgiven. Unforgiven part is 1% interest rate.
- Will: How do they decide what percentage can be forgiven?
- Rachel: Will ask CPA for more info. Deadline is Aug 4. My guess is that 85% is because payrolls are lower than pre-pandemic for other reasons and/or using it for things other than payroll, utilities, mortgage, rent.
- Chris: It strikes me that even if we’re only forgiven 50%, the interest being so low means it’s still a great idea.
- Brion: No issues with getting the loan. Don’t know how well the co-op will be doing a year or two from now; maybe we should save off some of the current cash to repay just in case.
- Is the proposal that we do the loan?
- Rachel: We have to “consult with” the board before taking any debt, It doesn’t say board approval; it’s kind of vague that way. It’s a discussion rather than decision. Looking for any concerns or resistance. Proposal is to move forward with that.
- Jenny: Two process questions: (1) Someone said we could open a bank account to pay it back; (2) How would you report back to the board on it, checks and balances?
- Rachel: It comes up in 2.3, CM FYI, 2.4
- Chris: Suggest we take consensus.
- Amina: Suggest not doing that to remain consistent. This is a consult, not a decide, as policy is currently written.
- Jenny: Yes. Policy reflection on 2.3 could change the wording if board feels the need.

- General sense is that there were lots of smiles and nods about going ahead and taking the loan.
- Rachel: We're applying for it with our usual bank that we've had a relationship with for some time.
- Brion: The word "consult" is in the operational definition rather than the policy itself. I do perceive a difference there that I am interested in pursuing eventually. But I have no objection to getting this loan.
 - Rachel: Agree that it operational definition, not policy wording, good point.
 - Amina: Policy lists types of things board needs to approve, and in my opinion, the PPP loan is something other than that.
 - Brion: I do perceive a difference there. I don't object to the loan, but I might object to the process.
- Naoki: I feel some frustration because it's another example of how we get stuck.
- Jenny: Zooming out: Even though there is general support for the loan, there is some concern about the operational definition. We went on the operational definition from last 2.3 that was agreed upon. This is probably a conversation for next time monitoring 2.3.
- Rachel: Since everyone is in agreement that we do this loan, let's say we're done with this item for now, and Board can discuss change to operational definition in a board work meeting.

NOTE: The Board of Directors took out-of-meeting action between the July Board meeting and August 1st to formally vote via email, with unanimous agreement, to approve the PPP loan application.

4) Updated IMR Calendar

Sponsor: CM Link

Purpose: decide

- Rachel: I think there were some crossed wires earlier in the year. The IMR calendar that was approved was the previous year's, but there were some mistakes on it on the website that were copied over. So this is just a moving things around of things that haven't happened yet and making things show up the correct number of times. I left the board policies on there as they were.
- Brion: Thank you for putting the work into this to unravel it!
- Proposal: Accept IMR calendar as in board packet.

DECISION: Accept IMR calendar as in board packet. (Abstain: Claire, Debbie)

Brita will update the IMR calendar on the website.

5) Spending Retained Earnings

Sponsor: Chris

Purpose: discuss/decide

- Chris: This is a proposal for a new item, 2.5.11. We currently have no policies around spending of retained earnings. (*See packet for proposed wording.*)
- Rachel sent something similar from Alberta Co-op and also thought \$5000 was too low; it caused a lot of busywork. Alberta has a tiered approach for less than \$10,000 and more than \$10,000. Intent is not to disapprove things; spending large amount of capital is something Board should have some oversight in.
- Eleanor: In favor of making the threshold at least \$10,000, maybe having an “inform” function in the FYI for things below that threshold.
 - Rachel: This was dropped for awhile, but we do inform the board of capital expenditures in the FYI, and the last two have had it in there.
- Amina: Curious what gap this would cover since we already do inform about capital expenditures in FYI.
 - Chris: I tried to write this so borrowing for operational uses that are paid back would be exempt from this. The main goal is to have some control over the spending of capital and make sure there is this flow of information and everybody is on board with large expenditures.
- Brion: I don't feel I can consense on this without the CM Board member in the discussion [Sarabell had to leave early]. When this first came out, we didn't have someone in that role, but since we do now, I want to have their input.
- Naoki: Is it fair to say that this item comes from your experience and frustration about the way long-term planning money was spent? Also, we have a policy that CM shall not use restricted funds for any other purpose than what it's restricted for. So maybe we already have a policy addressing some of that. Wondering what the value is for the board to monitor this.
- Rachel: My first reaction was to reach out to other co-ops. I am not opposed to the board having an amount over which the board should approve it. I wouldn't want to go with the current proposal but would want to work with the board to capture how best to inform board of what we're planning on buying, then inform the board if we end up making a large purchase that wasn't on the plan.
- Claire: Since we'll be discussing this more, it would be great to see more about large purchases. Also, sometimes things don't have to be based on past experiences.
- Brion: I think \$5000 is 0.5% of our cash reserve. Maybe we should look at it as a percentage instead of a fixed amount?
- Jenny: Maybe Chris, Claire, and Rachel would like to work on this and bring it back later.

Chris, Claire, and Rachel will work on the Spending Retained Earnings proposal and bring it back later.

- Additional information from Zoom Chat:

From Naoki (he/him) to Everyone: 08:17 PM

From Columinate (we have the same policy): 2.3.11. Use restricted funds for any purpose other than that required by the restriction.

From Chris (Board) to Everyone: 08:19 PM

I was told restricted funds related to funds such as those left to us by a former owner in her will.

From Naoki (he/him) to Everyone: 08:19 PM

I see. Jade may be a good support here to know what other co-ops do

From Amina (CM, she/they) to Everyone: 08:20 PM

Chris, Claire, Rachel - you can reach out to Food Front, too, to get another perspective.