


peOple's
 FOOD CO-OP **Board Meeting Minutes**
Tuesday, September 22, 2020; 5:30-8:30 pm

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

Attended by:

Board Members: Eleanor, Claire, Brion, Chris, Will, Sarabell

CM/Staff: Amina, Rachel, Padrice

Member-Owners: Christopher (NMEC)

Guests: n/a

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	8/25/20	Gayle	10/20	Gayle will update the member engagement chart in the packet based on information from Brion on 9/22.
2	8/25/20	Jenny	10/20	Jenny will update consensus symbols
3	3/24/20	Rachel, Eleanor	10/20	Discuss resources and documents that are needed for new Board members and generally plan the orientation. [In progress]
4	6/23/20	Eleanor	10/20	Eleanor will put together a proposal about policy reflection on 2.8.
5	9/22/20	Gayle	10/20	Gayle will update the August minutes with the change requested by Claire.
6	9/22/20	Brion, Padrice	11/20	Brion and Padrice will bring a proposal for policy changes to 2.7 and bring back to board work session in early November.
7	7/28/20	Chris, Claire, Rachel	?	Chris, Claire, and Rachel will work on the Spending Retained Earnings proposal and bring it back later.
8	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.)

9	9/22/20	CM Link: Policy 2.7	?	Include tenure average in next report.
---	---------	------------------------	---	----------------------------------------

DECISIONS:

DECISION: August minutes approved with change requested by Claire (to replace third bullet point): Claire called attention to a couple of comments in chat from Amina and Yurel. Amina voiced concerns that Will mansplained how to open a bank account (this is not reflected in the minutes as minuter was drafting the proposal). Vibes and dynamics are noted. Proposal accepted with one stand-aside (Chris).

DECISION: Board Officers will be Eleanor President, Claire Tenscher Vice President, Brion Oliver Secretary/Treasurer.

DECISION: Board accepts IMR 2.7 as written.

DECISION: We will adopt these hand signals, with the change to eliminate “or comment” from the definition of Clarification.

NEW COMMITMENTS:

Gayle will update the August minutes with the change requested by Claire.

IMR for Policy 2.7 will include the tenure average.

Brion and Padrice will bring a proposal for policy changes to 2.7 and bring back to board work session in early November.

MINUTES APPROVAL:

DECISION: August minutes approved with change requested by Claire (to replace third bullet point): Claire called attention to a couple of comments in chat from Amina and Yurel. Amina voiced concerns that Will mansplained how to open a bank account (this is not reflected in the minutes as minuter was drafting the proposal). Vibes and dynamics are noted. Proposal accepted with one stand-aside (Chris).

Gayle will update the August minutes with the change requested by Claire.

AGENDA REVIEW:

- accepted as written

Member Owner Forum:

- n/a

0) Meeting Agreements

- Meeting Agreements were read. This will be done at the start of each meeting.

1) Elect Board Officers

Sponsor: Eleanor

Purpose: decide

- Proposed slate: Eleanor President, Claire Vice President, Brion Secretary/Treasurer

DECISION: Board Officers will be Eleanor President, Claire Tenscher Vice President, Brion Oliver Secretary/Treasurer.

2) Monitor IMR 2.7: Compensation and Benefits -- with concurrent training

Sponsor: CM Link/Chris

Purpose: educate/decide

- Chris and Jenny will use this report monitoring as a training in how to do policy report monitoring.
- Chris: Policy governance is a general approach to a board managing a complex organization. It is essentially a way to avoid micromanagement. It's a framework for delegation. We provide policies which are limitations on what CM can do. In order to verify the policies are being followed, we ask CM to create a report to demonstrate that they're following the policies.
- Jenny: Outside of the limitations in the policies, CM can do anything "within reason."
- Chris (in response to question): Policy governance has been around since about the 70's.
- Padrice: When policies are framed in the negative, they are limitations.
- Jenny: Last year, Board decided to start by zooming out, looking at the big picture, and offering appreciation for the report/contents of report.
- Claire: I appreciate the work that goes into these. I know it takes a lot of work and effort.
- Brion: There was a lot of clarity. It was easy to follow.
- Jenny: I give time for report writer to introduce things before we go into the monitoring.
- Padrice: There has always been a problem between our management structure and the policy of equitable salary. We are a collective, and we will probably always be out of compliance, because we compensate everyone equally.
- Jenny: After monitoring the report, we take some time for policy reflection. Did we express what we needed? Do we want to make any changes to the policy?
- Decision tree guides us through the process.
- Brion: Can you speak to the PTO accrual rate in 2.7.4?
 - Padrice: For year 0-1, same as Portland sick time (1 hour for every 30), around a

week; 1-2 years around 2 weeks, etc.

- Brion: 2.4.7b?: Would it be appropriate for a member of the board to come to the “open discussion” about compensation?
 - Padrice: About 8 years ago, there was interest from a board member in attending a CM meeting, and it was not allowed. Might be better question for Rachel or Amina.
 - Rachel: I don’t have a direct thought. I feel like CM is reluctant to let non-CM come to CM meetings. I don’t know of anything that sets it off the table, but I feel like the CM would be more open to having other events where we got together rather than at a CM meeting.
 - Padrice: It’s a CM meeting, and “open” means not a report but an open discussion.
- Will: 2.7.1b: When is it appropriate to ask a question about this and its noncompliance?
 - Jenny: It will come up as we go through the flow chart.
- Jenny: I ask these questions as “upside-down question,” e.g. “Did any board member come unprepared to address this report?” (none)
- Jenny: Did anyone find operational definitions/interpretations unreasonable?
 - Chris: Part of what we are delegating to CM is for them to take the definition that we have created and make it more specific, and explain what it means as we evaluate our work at the co-op.
 - Will: I have some question about (not sure if it’s interpretation or not) 2.7.1b, question of appropriate compensation for specific job skills. Who defines it and in what way?
 - Brion: We make the policy and CM interprets it.
 - Will: Okay, so my question is, since the report says that that is not happening, and I’m assuming it comes from the self-survey where the score is under 3, so I’m assuming that’s why it’s reported as non-compliant?
 - Padrice: Yes, that is why.
 - Will: So I’m guessing there is some difference of opinion on equitable pay vs dominant stance that implies some people are worth more than others.
 - Padrice: That’s what the open discussion will be about. Did we rate ourselves so low because no one is getting paid enough, or because some people think they should be earning more because of their specific skills?
 - Sarabell: It was speculation, but I think it will be more clear after the discussion.
 - Amina: We are asserting noncompliance for 2 reasons: we’re unsure we’ll ever be in compliance, and we want to find out what the low numbers mean. So both of those are part of it.
- Jenny: Did anyone find the interpretations unreasonable?
- Jenny: Is there adequate data?
- Chris: Part of this is that it’s supposed to be an evidence-driven process.
- Brion: In addition, there is also the idea of: is there any data that’s missing?
 - Eleanor: Any idea why participation wasn’t higher?
 - Padrice: Part of it is the circumstances of the quick turnaround this year. We were supposed to send it out in March, but we got re-prioritized by COVID.

Usually I would campaign for people to fill it out, go talk to people face-to-face, etc. I was surprised we got as much response as we did! I am open to setting a benchmark for participation, but I don't think we've ever done that.

- Brion: Is there a definition of how long people stay in the job? 2.7.1d “length of service” and talks about attracting qualified staff at starting wage, but I don't see any data about tenure/length of service.
 - Padrice: I always wondered about that myself! It appears in the Ends report but hasn't been part of this report.
- Brion: Would it be problematic to ask for it to be included here?
 - Amina: Might make more sense to have it in 2.2, treatment of workers.
 - Brion: I could see that as well.
- Jenny: Does the data demonstrate compliance?
- Chris: This one is pretty self-explanatory. Again, we're using the “reasonableness” standard that we've talked about.
- Jenny: Whenever there is noncompliance, is there an acceptable plan for getting into compliance?
- Claire: If we do want to request a change, when do we do that?
- Jenny: Definitions of stand-aside vs block: Quick answer: It's in a similar spirit of “is it reasonable enough?” Accept doesn't necessarily mean “yay I love it” but it is acceptable. Stand-aside: Personal disagreement but okay with group moving ahead with it. Abstain: I'm not part of this conversation (not prepared, not at meeting, etc.) Block: This is antithetical to our mission. It is against what we do as an organization. More on all of this at orientation.
- And stand-aside? No. Blocks? No. Abstentions? No. Active consent? Unanimous.
- Padrice: When I look at all the things people are bringing to the CM, I am really excited.
- Claire: **Official request that we include the tenure average in next report.** [Jenny will bring this up vs “speaking with one voice” at some point.]
- Eleanor: I see that 0/11 new hires attended consensus and facilitation training...?
 - Padrice: It's usually given during the summer, and we've fallen behind on all things like that.
- Eleanor: Do you know what the reason was for a 69% response rate to the survey?
 - Padrice: Because of pandemic response I didn't do as many follow-ups and reminders as I have in past years. This is part of the reason why we are having the CM open discussion. The survey was due to go out to staff in March or April, and since we were reprioritized with immediate operational concerns on how to stay open, it didn't go out until later, and staff did not have as long a response period. I would love to write about that next year.

DECISION: Board accepts IMR 2.7 as written.

IMR for Policy 2.7 will include the tenure average.

ANNOUNCEMENTS:

- Amina: Annual Meeting will be on Saturday, Nov 7, with state-of-co-op in the morning, and prizes, etc, to celebrate 50th anniversary.
- Brion: We can save on Columinate if we enroll with consultant by Oct 15, which is before our next work meeting, so look for email.
- Eleanor: Someone reached out to board from community media center; forwarded to Rachel.
- Jenny: TLC Farm is not having annual apple fest but has overabundance of apples. Inviting small groups of people to come and harvest some apples, make your own apple cider.
- Rachel: We got our PPP loan!

3) IMR 2.7 Policy Reflection

Sponsor: all

Purpose: discuss

- Chris: Policy reflection is looking at the policy itself given the conversation we just had. Is it giving us what we want? Do we want to make changes? Can we make it better?
- Will: It seems to me that we give CM a lot of breadth to accomplish the overall objectives we give them, and generally speaking, they do a really good job. One of the choices they have made is the way they do compensation. It appears to be a problem for them to be instructed that people should be appropriately compensated for specific job skills. This is an artefact of the way that dominant culture handles wages, Our collective management wants to do this in a different way. I think they should be allowed to handle compensation in a way that works for them. Maybe CM can give us guidance on how to word this? Should we just remove that sentence?
- Chris: I generally agree. I am agnostic about how CM chooses to do compensation. But if the intent is to make sure people are being paid fairly to get the right people in the job, maybe that phrase does say something about what we want, even if
- Eleanor: What about saying “wages will be fair and competitive” there?
- Amina: I like that too, because it gets us beyond defining “living wages.”
- Will: I don’t like “competitive wages” because it implies you will need to compete about wages. Most people don’t stay in a job just because of wages. Emphasis should be on the cooperative value rather than the wages.
- Eleanor: Maybe use something like “compensation” rather than “wages.” Also, we do measure non-compensatory data elsewhere.
- Brion: Does CM find the word “experience” difficult also? Do we mean “length of service?”
- Jenny: This could be a good deep conversation for a small group with at least one CM and one board member.
- Sarabell: What about “appropriate compensation?” (deleting “for specific skills”)
- Amina: The word “ignore”: Odd word, please think about what you’re actually getting at.

Brion and Padrice will bring a proposal for policy changes to 2.7 and bring back to board work session in early November.

4) Board Meeting Agreements: Hand Signals

Sponsor: Jenny

Purpose: decide

- Eleanor: I think it turned out pretty cool!
- Claire: I think “wrap it up” could be kind of aggressive.
- Rachel: Clarification vs Direct Response? Both jump stack. What is the difference?
 - Amina: Direct Response is group needs to have information before proceeding.
 - Rachel: Clarification: I’m missing the information I need to keep going.
 - Claire: So perhaps eliminate Illuminating Comment? Proposal for Clarification: **Question** that could help illuminate (**eliminate “or comment”**).
- Chris: Can we say “list” instead of “stack”?
 - Amina: Stack is pretty common. Changing to list might be confusing.
- Brion: Propose we accept as is and refine it in work session.

DECISION: We will adopt these hand signals, with the change to eliminate “or comment” from the definition of Clarification.

5) Conflict Resolution Policy

Sponsor: Eleanor

Purpose: decide

- <bumped out a month>

6) Meta-Interpretation

Sponsor: Chris

Purpose: decide

- Chris: What’s in the packet is not reflective of what we discussed in the work session that we had after the packet was completed.
- New part is
 - The Board can accept, reject, or clarify policy interpretations at any time. The Board policy and interpretations take precedence over the CM’s interpretations of that policy.
- Entirety is
 - 1. The Board will develop policies instructing the CM to achieve specified results for specified recipients at a specified cost; and that limit the latitude the CM may exercise in choosing the organizational means for achieving those results. The Board may change or update its policies at any time.
 - 2. As long as the CM uses any reasonable interpretation of the Board’s Ends and

Executive Limitations policies, the CM is authorized to establish all further policies, practices and plans for the cooperative. The Board can accept, reject, or clarify policy interpretations at any time. The Board policy and interpretations take precedence over the CM's interpretations of that policy.

- Rachel: What does “Board interpretation” mean?
 - Eleanor: I think the consultant meant the broad interpretation of “interpretation.”
 - Rachel: I would appreciate a different word here, some synonym.
- Brion: I need some more discussion about this at a work session.
- Rachel (in chat): This would fix this for me: “The Board policy and the Board’s interpretation of their policies take precedence over the CM’s interpretations of that policy.”

7) Commitment Chart Review

Sponsor: all

Purpose: update

- See Commitment Chart updated above.