


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

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

Attended by:

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

CM/Staff: Amina, Brita, Rachel

Member-Owners: Josue, Kimberley, Christopher

Guests: Courtney from Montavilla Co-op

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	9/22/20	Brion, Padrice	1/21	Brion and Padrice will bring a proposal for policy changes to 2.7 and bring back to board work session in early November.
2	10/27/20	Gayle, Brion, Eleanor	1/21	Gayle and Eleanor will add the communication statement and other things to the website.
3	10/27/20	Brion	1/21	Brion, as Secretary, will update 4.5.7 and appendices G and H to the policy register by December.
4	10/27/20	Brion	1/21	Brion, as Secretary, will update 3.3.4 as proposed, amending the last sentence to read, "The Board's understanding of its policies takes precedence over the CM's interpretations of that policy."
5	11/24/20	Claire	2/21	Claire will make a proposal for 2.2 policy reflection language for December.
6	7/28/20	Chris, Claire, Rachel	?	Chris, Claire, and Rachel will work on the Spending Retained Earnings proposal and bring it back later.
7	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.) [Note: Printed materials need to be produced at least 4 weeks in advance.]

8	11/24/20	Rachel	1/21	Rachel will report back about 2.5.1 in January CM FYI.
9	6/23/20	Eleanor	2/21	Eleanor will put together a proposal about policy reflection on 2.8.
10	11/24/20	Claire	2/21	Claire will circle back and let CM know what happened in discussion about 2.5.8 by February.

POLICY NOTES

Policy	Date	Note
2.7	9/22/20	Include tenure average in next report.
2.0 Global	10/27/20	Tabled to November. Next time mention that owners may invest more than \$180.
2.3	10/27/20	Change operational definition of 2.3.6 to reflect a response to the policy requiring the timeliness of payments

DECISIONS:

NEW COMMITMENTS:

MINUTES APPROVAL:

- Brion requested more clarity in the minutes so they will make more sense to people who read them later. Gayle advised that the best way to get that clarity is for Board members who notice something being unclear to suggest alternate language prior to the next meeting.
- There is an unfinished sentence from Rachel: How to deal with stuff like this when it seems important to fix it but not necessarily important to bring the entire report back - is there another way to accomplish that?

DECISION: November meeting minutes accepted with change above from Rachel.

AGENDA REVIEW:

- No changes

Member Owner Forum:

- N/A

0) Meeting Agreements

- Read by Eleanor.

1) IMR: 2.1 - Treatment of Patrons & MOs

Sponsor: CM Link

Purpose: decide

- Brita: Highlights: In 2.1.1a, we pulled some survey results. Health inspection was perfect, no corrective measures needed. We had high turnover on Safety Committee, hired new Operations Manager. This is the only part where we were out of compliance because we weren't able to have quarterly walkthroughs. We hired Marketing & Membership Manager (myself), a role that was unfilled for most of the year. Have gotten very efficient at filling customer requests. Survey happened right after pandemic started. Much of what CM worked on this year was regarding safety protocols for the pandemic, and we got excellent feedback. Lots of member engagement.

- Claire: Want to acknowledge what a hard year it was. Great to see all the results in the good-to-excellent range!
- Brion: Thank you for this format. Much easier to read. Question about 2.1.1 data: culturally appropriate item seems outside statistical variance.
 - Brita: I noticed the same thing and have the same curiosity. No specific data to back it up. Product solution seems to have improved, so it's surprising. Some people want us to carry meat products. This is the most glaring example of where we're missing some of the market because of our decision to be a vegetarian store.
- Eleanor: I'm impressed that MOs consistently rate their experience higher than non-member customers. Shows how the work CM does in working with MOs and what we're about and our Ends really makes an impact. Also impressed about the amount of work in the background, specifically around safety training, code words for unsafe situations, etc.
- Chris: This is a long, detailed, work-intensive report. Lots of sections, lots of data. It would be easier to read (and probably produce) if operational definition and data for each section were near each other.
 - Jenny: Let's hold this process observation aside--let's note it but not go into it right now.
- Naoki: This report is great, very clear and easy to read. The one thing that I got stuck on is on the interpretation of "unsafe" (2.1.1.a). Expected to see something like the number of accidents, etc. Operational definition shows what is being done to prevent lack of safety but no data on how we did.
 - Amina: There is the report from Safety team.
 - Naoki: I read it as worker safety. Now I see that it's both customers and staff. No issues.
- Claire: I would love to see info about if a customer slipped on ice and had to go to insurance--any claims that had to go to insurance.
 - Amina: No incidents occurred; if there had been, they would have been in the report.
- Jenny: Did anyone come unprepared to act? No. Does anybody find operational definitions or interpretations unreasonable? No. Any inadequate data? No. Does data not demonstrate compliance (aside from the one not in compliance)? No. Does anyone have any issues with the plan to get into compliance?
 - Eleanor: Uploading agenda and minutes on a schedule to the website: in discussion with Gayle. Not anything to hold back accepting.

DECISION: The board accepts IMR 2.1 as written.

2) Policy Reflection: IMR: 2.1 - Treatment of Patrons & MOs

Sponsor: all

Purpose: discuss/decide

- Amina: Do you want emergency preparedness in the report?

- Eleanor: Definitely
- Brion: Would be good to know that there is an emergency preparedness committee.
- Claire: Suggest reduce number of times you have to type in the year to reduce likelihood of typos; maybe just say at the top of the report what year this data is for.

Amina will look through policy register and see if emergency preparedness is in any of the policies, especially 2.5, by January.

3) IMR 2.0 - Global

Sponsor: CM Link

Purpose: decide

- This is a re-presentation of this report.
- Amina: We made the change that was requested, more data about the Juneteenth discount.
- Anyone come unprepared? No. Find operational definitions or interpretations unreasonable? No. Inadequate data?
 - Naoki: Would it make sense to include things like “How do members feel about democratic control of the co-op?” Is it working? Do they feel they actually have democratic control? Also, what have we done outside the co-op to inform people about why co-ops matter?
 - Amina: Ends report includes it. Not sure what “opinion leaders” means. Good idea to discuss what it feels like to members, since obviously members don’t control everything.
 - Chris: I think the “known illegal activity: none” is incorrect.
 - Amina: Are you saying this is incorrect because of the issue right below it? It actually is correct.
 - Chris: Yes, that’s what I’m talking about, but I still disagree that it is correct.
 - Temp check: One person agrees with Chris, majority of board feels it’s okay as it is.
 - Jenny: Edginess alert: This is specifically about Black Lives Matter. I am noticing that the two people who disagreed with how it is written are white males.
 - Chris: Not about BLM; I just think we didn’t follow the law. It’s not an issue of race.
 - Will: I think what we did was illegal.
 - Claire: I don’t think anyone here is a lawyer, and this issues has not been raised to the court, so we need to note our own limitations in discerning if something is a legal interpretation or not.
 - Temp check: Do we need to change the wording? No, we will move to the consensus process.
- Any outstanding questions or concerns with this report?
 - Block: Chris, because it’s not good policy to accept a report that we know has

incorrect information.

- Stand aside: Will, because I think Chris is technically right, but we don't need to do anything about it.
- Brion: Would like to move towards having a board where we can work through stuff. I acknowledge that this is important to you, Chris, and thank you for standing up for your principles. I think the disagreement might be on the word "known."
- Jenny: Do you want to flag this as a topic for a work session?.
- Brion: I do think it's a good idea to work on this at a work meeting.

DECISION: Board accepts IMR 2.0 as written, with one block and one stand-aside.

4) Policy Reflection: IMR: 2.0 - Global

Sponsor: all

Purpose: discuss/decide

- No changes.

ANNOUNCEMENTS:

- Naoki Yoneyama was unanimously approved via email to come back to the Board in an interim seat until the next election, effective Dec 5, 2020.

5) IMR: 2.3 - Q3 Financial Conditions

Sponsor: CM Link

Purpose: decide

- Rachel: This report comes 4 times a year, the only one that comes more than once a year.
- Through Q3 we still have net income, but the ratios are a little different than they have been years, because we took on debt. We took out a PPP Loan, which changes some of the key indicators. Some determinations have not yet been made by the government. Still need to learn how it affects taxes, how much of the loan may be forgiven, etc.
- It looked like there was a request last time to change wording in 2.3.6, but I didn't do that. Ask Board to re-read it and see if they need it to be rewritten. I interpret it as one thing to "not do any of these three things," not three separate things. The ask seems not so much about timeliness as having the patronage information available for the board when it needs it. So I don't think it needs to be rewritten.
- I added in the results from the CPA financial audit from 2018 finances. I changed the wording: Even though there are no material weaknesses (which are worse), I think we are out of compliance because there are significant deficiencies. I think this is more accurate.
 - Chris: To clarify the ask for 2.3.6: Policy says the CM shall not allow tax payments or other government filings to be overdue, inaccurately filed, or filed so late as to

etc.

- Rachel: My point is that I think the policy is one thing: The info about dividends has to get to the board on time. To do that, here are 3 things not to do.
- Chris: In terms of whether this is one thing or three things, the operational definition is written as though it's three things, too. So I think it is three things.
- Claire: Rachel, thank you for your integrity.
- In 2.3.9, I added in the results of the CPA financial audit of our 2018 finances. I changed the wording to use language from CPA.
- Anyone unprepared to act? No. Operational definitions or interpretations unreasonable? No. Inadequate data? No. Besides 2.3.6 and 2.3.9, is everything else in compliance?
 - Naoki: I would like to ask that we figure out if the operational definition was influenced by the pandemic situation. Would be great to have more information. Also, plan for compliance for significant deficiencies: Should board know what those were?
 - Rachel: Chris, Claire, and Brion expressed interest in being on the audit committee, so I sent the information to them. We haven't had an audit committee meeting yet. That committee will bring it to the board.
 - Since we had already done this budget with these key indicators before COVID, it hasn't changed this year. Before COVID, I would have said, "Look for next year's budget to have a higher net income." Right now, I don't know if you'll get a budget next year that is affected by COVID, or things out of compliance because of COVID.

DECISION: Board accepts IMR 2.3 as written.

6) Policy Reflection: IMR: 2.3 - Q3 Financial Conditions

Sponsor: all

Purpose: discuss

- Brion: Rachel, I suspect that at times you feel shorthanded on the finance team. I want you to know that I feel really confident in your management of all of this. You are so transparent, work so well with us, and have such integrity, and I really appreciate that. And CM, I know you're feeling the pain of changes in staffing, etc, but I feel very positive about how you're managing everything during the pandemic. Very pleased that we're doing as well as we are. Would be great to let the Portland population know how well we're managing the pandemic compared to other grocery stores and managing the welfare of the store. It would be great to have a larger conversation about this, a way to get the word out, maybe add to core membership. But thank you all so much. I feel really confident in the way the CM are shepherding the store.

7) Create Board announcements email list

Sponsor: Chris

Purpose: decide

- Amina: This could be an opportunity for collaboration with CM. We have an existing email list of all the members.
- Board agreed that more conversation was needed about this item, and further discussion during this meeting was postponed.

Meeting ended at 8:30 pm.