



Board Meeting Minutes

Tuesday, February 23, 2021; 5:30-8:30 pm

Facilitation: David Osborn **Minutes:** Gayle **Vibes/Celebration:** Sarabell **Clean-up:** n/a
Scribe: n/a

Attended by:

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

CM/Staff: Amina, Brita, Rachel

Member-Owners: Iris, Chris

Guests:

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	9/22/20	Brion, Padrice, Eleanor	3/21	Brion and Padrice will bring a proposal for policy changes to 2.7 and bring back to board work session in early November. [Update 1/21: Eleanor will put it on the work session in February.]
2	10/27/20	Brion, Brita	3/21	Gayle and Eleanor will add the communication statement and other things to the website.
3	10/27/20	Brion	3/21	Brion, as Secretary, will update 4.5.7 and appendices G and H to the policy register by December. [Update 1/21: Brion will email CM Link to get permissions for editing the policies.]
4	1/26/21	Sarabell	3/21	Sarabell will reach out to Alberta Co-op on how they handle this issue by February. Brion will help.
5	1/26/21	Eleanor	3/21	Eleanor will take the consent agenda idea on and develop it to bring back. Jenny is willing to help.
6	6/23/20	Secretary	3/21	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.] [Update 1/21: In a holding pattern; election is being moved back.]

7	02/23/21	Eleanor	3/21	Eleanor will let Murals sit for a few days so people can add more, than collate the notes and bring them back at the next meeting
8	7/28/20	Chris, Claire, Rachel	4/21	Claire and Rachel will work on the Spending Retained Earnings proposal and bring it back later.
9	11/24/20	Claire	4/21	Claire will circle back and let CM know what happened in discussion about 2.5.8 by February. [Update 1/21: Claire will also do some research on emergency preparedness, so Eleanor's action item can be closed.]
10	1/26/21	Claire	?	Claire will take the lead on further changes to 2.2.

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:

DECISION: January meeting minutes accepted.

NEW COMMITMENTS:

Eleanor will let Murals sit for a few days so people can add more, than collate the notes and bring them back at the next meeting.

MINUTES APPROVAL:

- Naoki and Sarabell: stand-aside (don't remember reading them)

DECISION: January meeting minutes accepted.

AGENDA REVIEW:

- No changes

Member Owner Forum:

- N/A

0) Meeting Agreements

- Read by Brion.

1) Strategic Visioning Intro

Sponsor: Naoki

Purpose: discuss

- Naoki: Opportunity to reflect on what the role of the board is. Articles suggest outward vision rather than internal preoccupation, strategic leadership more than administrative details. This is why policy governance was created; it allows us to create value through thinking in the long term, thinking outside the box.
- When you read the articles, what came up as our role? Anything surprising or interesting? Any ideas on how we can change the way we do things?
- Claire: The importance of gathering data, especially in the thinking strategically article, remembering that we are representatives. Also: how vibrant co-ops can be, cool thing to be a part of. My first take-away was let's see how we can build those connections, and acknowledge this is a hard time to do that.
- Eleanor: Thinking how our model of collective management differs from general

manager. CM have taken on a lot of the engagement/"linkage" with members and have helped to culture the community that we have at People's. So I think what we're called upon to do, since we haven't been carrying that mantle very well, is to figure out how to intermix our efforts with those CM already have--not to duplicate them or contradict them, but to fit in. Can we amplify anything the CM are doing? Study & engagement--think we should talk about it each month by getting things on our agenda at board meetings and work sessions.

- Will: Don't have useful comments on the articles. I read them, lots of good information, nothing I have to comment on.
- Brion: I would like to spend more time thinking about what they're saying and having a conversation about it. The moment is really around the youth of our board; hard to do extra reading, extra work since smaller group, lots of time spent learning how to be board members and how to interact. Want to figure out a way to have board members here longer than a 3-year term of service. Maybe there are ways to increase structure for ourselves to help us grow into it.
- Josue: I read the articles. Thoughts not organized at the moment, but agree with what has already been said. As the newest board member, I enjoyed reading them and will probably say more as we talk about it more.
- Sarabell: I didn't get a chance to read Thinking Strategically. The other one I thought was really interesting because we're already doing some of what they talked about. Intrigued by some of the practices. Counterpoint and role play really stood out. Might help keep us from becoming entrenched--try on a different view.
- Iris: Would love to get my hands on those articles and read them! [Claire will email them to Iris right now!]
- Amina: Equilateral triangle was very interesting. Learning it's not just fiduciary was a great stretch to learn about.
- Claire: The piece about attachment and fear of change. Had thought about it in terms of personal relationship but not in terms of board function.
- Naoki: Lexington co-op saw resistance to change at first. We need to be aware of that sort of thing as we take on this work. Do this in partnership with the CM. Don't work in a silo. Would love to continue this work, making sure that we find a balance between our fiduciary work and the other work we do.

2) Strategic Visioning Exercise

Sponsor: Eleanor

Purpose: discuss

- Thanks to Naoki for spurring us on to this work, and to Josue and Jenny for helping me put it together.
- In prep for board meeting, each member was asked to write an imaginary "obituary" for People's Co-op in the year 2050. The intent was to capture all of the things that were most important in People's 80 years' history at that point.

Next, the group spent time in the Mural application to read everyone's obituaries and make notes on what stood out.

Afterwards:

- Notes will be collated and presented at the next meeting. Eleanor will leave the mural untouched for 3 more days so people can reread, add or change notes.
- Naoki: Thank you, Eleanor and Josue! Context: The goal of the exercise is to get the juice flowing on why people come to the co-op, as well as looking at where we might have blind spots. I hope some of you got frustrated, wondering "why is no one talking about that?" There might be other co-ops we want to talk to and get more perspectives; there might be things that we on the board, because of our privilege or our backgrounds, might not understand. Most important to remember is that our job is to gather input from the community and use that to set a long-term strategy, mission, etc. Not just 9 people deciding on the future! This exercise was just to get us thinking.
- Josue: Wondering what this exercise would look like if People's stayed open but the obituary was for the Board!
- Brion: Acknowledge that CM job is about visioning and strategy; need to be in conversation with CM about how we collaborate and inspire each other.
- Rachel: Also feel like one thing that happens is that even though CM thinks about this, we are often so stuck in the day-to-day that we don't see this at same level that Board is, so we can really support each other.
- Claire: Noticed nobody mentioned that it is a vegetarian store! It limits some sales but also draws some people in.
- Iris: Not selling meat is an important part of why I shop here.

Eleanor will let Murals sit for a few days so people can add more, than collate the notes and bring them back at the next meeting.

3) Social Ecology Discussion

Sponsor: all

Purpose: discuss

- David: Intent is to include any aspect of the interpersonal relationships between Board members, or between the Board as a whole and other people or groups. Open space to think about alignment about ways of being, relating, interpersonal dynamics, that we want to explore further. This information will be used by the Board at their upcoming retreat.
- Brion: Note that Brion, Claire, and Rachel will be in the audit group so won't be capturing or generating ideas for retreat.

In the Social Ecology room:

- Sarabell: What grows here? What's decomposing? What's in the sunlight, in the shadows?
Group dynamics.
- David is taking some notes on themes in Mural.
- Amina: Struggling a bit with the metaphor. Position of CM Link at Board meetings: feels weird to know how to participate as link when not allowed to speak unless asked a question? Could talk about CM as a whole, board as a whole. As a person of color, I also want board to do more work around how to work with people of color; board is behind what a lot of the CM has done. Board meetings feel like a white space. Not sure how board can do engagement in community when it is coming from such a space.
- Naoki: Amina, can you say more about what you're seeing that's concerning?
- Amina: I often see microaggressions happen at board meetings. In the arc of an organization doing racial justice work, board is behind CM. Maybe CM hasn't brought the board along. Also complicated because the board is our boss.
- Sarabell: Thanks for naming those things. This came up around the Red House fundraiser, for example. We can share information with MOs (and maybe board) around this. I have felt a little uncomfortable with the board as the interface with the public when they haven't had that background. Now is the time to
- Amina: The board has typically been cis white men; this is a symptom of a larger issue that we have. Our base also has wealthy, land-owning white men. There could have been a lot of community engagement, but a small group of white men were talking on behalf of all MOs. This is played out even in MO forums.
- David: Would be happy to be in dialogue about these things if anyone wants to reach out. If the CM and board are in alignment about how to intentionally prioritize certain voices, that could help move toward equity in the organization.
- Iris: Thank you to Amina and Sarabell for bringing that forward. I am a white person but have encountered issues as a queer trans person, being misgendered, people making comments, etc. Resolutions Northwest has a great video about this.
- Brita: I think it would be helpful to have more alignment between board & CM. Would like Board to be not just fiduciary, be interested in what CM does beyond monitoring. Building relationships would make the organization feel more intersections. Both CM and Board have roles in making this happen.
- Sarabell: This is another limb of a similar thing: Board's desire to have direct line with MOs: how does that build rapport with CM? Movement towards having more info from Board to MOs could include anti-oppression work. It speaks to trust, wanting to feel that any of us could represent to MOs. It is totally appropriate for Board to be in touch with MOs. Feels like something is a little off because of disconnect of trust and relationship between Board and CM.
- Amina: I don't think this is tied to any racial group, but a dynamic at Board meetings is that we get bogged down in the weeds, micromanaging, stress. Hard to discern priorities for many people in the pandemic. We lose track of the large things we agree about by getting stuck in little details.
- Josue: Strong believer in stand up, step down, but I don't see many others coming forward--would like to hear what else Sarabell has to say.

- Sarabell: What has been in the way of building these dynamics? What are the fears that hold us back? The CM Board seat is sometimes disorienting, because I really feel part of both groups, but I identify more as CM.
- Naoki: Interesting, Sarabell! What is behind it? When I joined the board, this theme of board/CM relationship has been there the whole time. Now I am curious about how we could think about what's making things not work. Would love it for us to work on that.
- Themes: Equity/anti-oppression; CM/Board relationships and dynamics; working at right level within board meetings.

ANNOUNCEMENTS:

- Sarabell: Celebrating spring coming in the Produce department!
- David: A couple things from my view at Alberta Co-op (where I facilitate): Reach out to me for more info. You're all talking about some similar stuff to us. Board initiated planning process 6 or 8 months ago to think about governance, role, big picture. CM/Board relations come up a lot. Partly through my initiation, we are in experimental phase of structuring things differently: Monitoring done in committees, then comes to full board on consent agenda. Leaves more time for bigger picture thinking at board meetings. Meetings are going from 3 hours to 2, but committees are meeting more, so probably a wash. Hope is for more spaciousness for bigger-picture stuff at board meetings. Organization hired an equity consultant, mostly working with CM but also with Board. Feel free to connect with me or with Alberta board members. Interesting that a lot of advice from Columinate is about Board/GM rather than Board/CM.
- Rachel: Committees doing monitoring: divided by types of policy? David: They had several standing committees already, so moved monitoring to most relevant committees.

Meeting ended at 8:33 pm.