


**Board Meeting Minutes**  
**Tuesday, March 23, 2021; 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, Will, Sarabell, Naoki

CM/Staff: Amina, Rachel, Kahadish

Member-Owners: Chris, Courtney

Guests:

**COMMITMENTS:**

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	3/23/21	Eleanor	4/21	Eleanor will send Brion the text and link for website content so he can send communication statement to Brita.
2	10/27/20	Brion, Brita	4/21	Brion will send Brita the communication statement and other things to add to the website.
3	10/27/20	Brion	4/21	Brion, as Secretary, will update 4.5.7 and appendices G and H to the policy register by December.
4	1/26/21	Sarabell	4/21	Sarabell will reach out to Alberta Co-op on how they handle <b>this issue</b> by February. Brion will help.
5	6/23/20	Secretary	4/21	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.] <b>[Update 1/21: In a holding pattern; election is being moved back.]</b>
6	02/23/21	Eleanor	Spring 2021 retreat	Eleanor will let <b>Murals</b> sit for a few days so people can add more, than collate the notes and bring them back at the next meeting <b>[Update 3/23: Will move to retreat]</b>
7	7/28/20	Claire, Rachel	4/21	Claire and Rachel will work on the Spending Retained Earnings proposal and bring it back later.

8	11/24/20	Claire	4/21	Claire will circle back and let CM know what happened in discussion about 2.5.8 by February. <b>[Update 1/21: Claire will also do some research on emergency preparedness, eliminating the need for Eleanor's previous commitment.]</b>
9	3/23/21	Gayle	4/21	Gayle will add Claire, Brion, and Will to engagement chart: Q1: Board Office Hours for Member Owners.
10	3/23/21	Sarabell	4/21	Sarabell will take leadership on next steps for white-passing affinity group's conversation about micro-aggressions.
11	9/22/20	Brion, Padrice, Eleanor	5/21	Brion and Padrice will bring a proposal for policy changes to 2.7 and bring back to board work session in early November. <b>[Update 1/21: Eleanor will put it on the work session in February.] [Update 3/23: Not yet done in work session.]</b>
12	1/26/21	Eleanor	9/21	Eleanor will take the consent agenda idea on and develop it to bring back. Jenny is willing to help.

## POLICY NOTES

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

## **DECISIONS:**

**DECISION: February meeting minutes accepted with addition that Rachel was also not in the minuted breakout room.**

**DECISION: Accept IMR 2.3 with acknowledgement of noncompliance in 2.3.6 and 2.3.9, with adequate plan for compliance.**

## **NEW COMMITMENTS:**

**Gayle will add Claire, Brion, and Will to engagement chart: Q1: Board Office Hours for Member Owners.**

**Sarabell will take leadership on next steps for white-passing affinity group's conversation about micro-aggressions.**

## **MINUTES APPROVAL:**

- Add that Rachel was also not in the minuted breakout room
- Abstain: Naoki & Brion; Claire & Eleanor abstaining from second part

**DECISION: February meeting minutes accepted with addition that Rachel was also not in the minuted breakout room.**

## **0) Meeting Agreements**

- Read by Brion.

## **AGENDA REVIEW:**

- No changes

## **Member Owner Forum:**

- N/A

## **1) Strategic Role of the Board - part deux**

Sponsor: Naoki

Purpose: discuss

- Most of this section of the meeting will be done in Mural.
- Naoki: Context: Last month, we talked about the strategic role of the board. A lot of good questions came up from that conversation: Will we step on CM work if we do the strategic focus? Will we be doubling any work? What really should the board do when

we only meet for a few hours once a month? Management and board together having the strategy conversation. In the first part today, we'll discuss what came up when you read the article. In the second part, we'll do an exercise to place different tasks for Board or CM. The idea here is to really level up the role of the Board in the co-op, add more value and also make our role more exciting, strategic rather than bureaucratic.

- Eleanor: One thing I thought about a lot is the “Top Leadership Team” (TLT) and what that looks like in a cooperatively managed co-op. We work so closely with Amina and Rachel, our Links. So is it Amina and Rachel that form that TLT? Would Brita be included as well if we were to have these safe-space strategic conversations, since Brita is so instrumental in planning the election and the marketing and the messaging of the co-op, and Gabi is involved too, so does it become a broader group of CM represented there, or do we just keep working with our Links?
- Jenny: Thank you for those awesome questions! I want to keep people from responding directly, since we only have about 6 more minutes. I want to hear more people's input. What else came up for you? Questions, insights, takeaways?
- Brion: I really appreciated the context for creating learning sections in every board meeting. Each of us brings different things. We need the enhanced education in our time together so our time together is really useful.
- Eleanor: I felt a little surprised to read right at the beginning what a universal struggle it is to figure out where operations end and strategic role begins.
- Brion: List of questions in the article was great.
- Eleanor: In reading this, I was really excited to see a lot of these practical suggestions, and one of them was about having a calendar that tracks a CSL schedule throughout the year and holding ourselves to deadlines. We have a calendar for monitoring reports; holding ourselves to something like that would be a tactic we could use.
- Naoki: This was the first time I read an article that talked about the collaborative work between the Board and the CM. What if the Board and CM have a conversation about “Why does the co-op exist today?” What value do we create? We've talked a lot about Board/CM relationship, and this is a way we could find alignment and excitement.
- Brion: In the spirit of the article, I want to let the CM talk as well!
- Rachel: Might be too large a group if it was Steering Team Coordinators and the Board.
- Amina: Felt alleviating to know strategic work isn't just the plans we make but also just the practice of having conversations and a container for that. This is about creating a container more than about creating a plan.
- Jenny: Great segue into next part! Here's the link to the Mural...

Mural exercise:

- Naoki: Instructions: As you read in the article, one of the first things is for Board and CM to define the line between our roles. For the next 5 minutes, drag tasks into where you think it belongs: Board, CM, Shared, Not sure. If disagree where something was put, drag it into Not Sure.

[TO ADD: data from mural]

- Jenny: What are the next steps? Questions or concerns?
- Naoki: I never thought about recruiting new members as part of my role on the Board!
- Eleanor: I added that. It's something I've been thinking about a lot. We could help grow membership overtime. CM does great marketing to get the co-op out there.
- Amina: I love that--maybe the Board has its own way to add more to the organization.
- Eleanor: I love having the CM in the conversation, so maybe we should continue this in another Board meeting rather than a work session.
- Amina: Another thing Naoki and I talked about was this leading up to the retreat; maybe we can continue it there.
- Brion: Maybe invite CM to part of the work session? Some will probably move to subcommittee work.
- Jenny: Naoki & Amina: Continue escorting this to the next things? Yes. Yay! Great job, everybody!
- Claire: I just had a thought. A group not on this chart is the Members. Remember that Members are not on this chart. Something to think about. Board has things assigned, but keep in perspective that we are elected by members, so we should always have in mind what their needs are.
- Amina: I understood it to mean that as being threaded through all the gathering input, but maybe thinking about membership and non-membership would be helpful.
- Naoki: Sometimes we've used the term "community" where we could have put Member-Owners.
- Brion: Some of this work I could see the Board inviting MOs to participate. It could strengthen the process in the future.

#### ANNOUNCEMENTS:

- No takers on Board office hours on Saturday. Next one is a weekday evening, so maybe we'll get a different crowd of people

**Gayle will add Claire, Brion, and Will to engagement chart: Q1: Board Office Hours for Member Owners.**

### **2) 2.3 Financial Conditions & Activities (Q4 2020)**

Sponsor: CM

Purpose: decide

- Rachel: Right under the Commitments chart there's the chart about policy reflections, and there's something from there that I should have updated that I forgot to, since I was doing it right at the tail end of getting everything ready for the CPAs before going on vacation. Didn't update language about not being late and measuring that in the operational definition. But I copied it in and highlighted it so I won't forget to update it in the next one!

- Rachel: These numbers are not absolutely final, since there may be some findings from the CPAs that will affect them, but they're pretty close, and we came through to the end of the year without a loss, which is really great, since it was a super challenging year. If you think about what our original key indicators were that we set when we were planning for 2020 and how close we came to the ones that we could still hit, I'm really impressed with us for hitting our margin and having an income and stuff like that! So those are the main takeaways for me. You can see that there was a jump in the quick ratio, the current ratio, and the debt-to-equity, and almost all of that jump is due to having a loan for the first time in years, which is the PPP loan, and so that's why there was a big change in them.
- Brion: 2.3.9 is shown to not be in compliance, but there's not a plan for compliance.
  - Rachel: I think it can be left out because this will come back in 2 months and it will be in there.
  - Brion: Just a note to the board: the audit committee (myself, Rachel, and Claire) did meet and talk through all of those items.
  - Rachel: The parts of it that are work going forward are on the Finance Committee (myself and Amina)'s slate to continue working on.
- Naoki: Our cash situation is pretty impressive, knowing everything that's happening. CM should be proud! It's pretty amazing! Thanks for sharing this good news.
- Claire: How is PPP stuff going? Have they given instructions for how to apply for forgiveness?
  - Rachel: Other deadlines have been more urgent; this is next one I will work on. Very likely it will be forgiven. Trickiest part is whether payroll/HR expenses are within acceptable margin of decrease. If in doing the prep work it looks like it won't be forgiven, we can pay it off right then, and then we won't have paid very much interest on it. We should at least partially be forgiven.
- Claire: Curious about Oneonta Co-op membership (p 13? of packet in P&L). Will send page number to Rachel offline.
- **Proposal: Accept IMR 2.3 with noted noncompliance in 2.3.6 and 2.3.9, with plans for compliance at the end.**
- Naoki: How much time do we need to spend on tiny amounts? (Stepping back into our role.)
- Jenny: Anyone unprepared to act? No. Interpretation or definitions unreasonable? No. Inadequate data? No. Data not demonstrate compliance: No except 2.3.6, 2.3.9. Plan for 2.3.6 and 2.3.9 compliance unreasonable? No.

**DECISION: Accept IMR 2.3 with acknowledgement of noncompliance in 2.3.6 and 2.3.9, with adequate plan for compliance.**

### 3) 2.3 Policy Reflection

Sponsor: all

Purpose: discuss

- Any needs for policy reflection? No.

#### **4) Recognizing and addressing microaggressions**

Sponsor: Naoki

Purpose: discuss

- There will be two affinity groups with separate breakout rooms: White-passing; BIPOC.
- Should we have minutes (from the white-passing affinity group only)? Decision of group: No.
- No minutes were taken in the breakout rooms.

**Sarabell will take leadership on next steps for white-passing affinity group's conversation about micro-aggressions.**

Meeting ended at 8:31 pm.