

People's Board Meeting Minutes

Tuesday, August 25, 2020; 5:30-8:30 pm

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

Attended by:

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

CM/Staff: Amina, Rachel, Brita, Yurel, Nick

Member-Owners:

Guests: n/a

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
new	8/25	Gayle, Brion	??	Gayle will update the member engagement chart. Brion will let Gayle know who attended the Q3 event.
new	8/25	Jenny		Jenny will update consensus symbols by September work session
new	8/25	Rachel, Amina		The finance team will research if closing the US Bank account will affect the co-ops credit score and present that information to the board by the next meeting.
1	4/23/19	Rachel, Amina	9/20	CM will clarify and explain 8.6, allocation of net loss, in time for the 2019 patronage decision.
2	3/24/20	Rachel, Eleanor	10/20	Discuss resources and documents that are needed for new Board members and generally plan the orientation. [In progress]
3	12/3/19	CM Link	9/20	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	9/20	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	10/20	Eleanor will put together a proposal about policy reflection on 2.8 for next meeting.
7	7/28/20	Brita	9/20	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:

- Change signers on People’s Food Cooperative account at Point West Credit Union. Remove Miles Uchida and Kris deMaria. Add Rachel Markley and Amina Rahman.
- Change signer on People’s Food Cooperative account at Advantis Credit Union. Remove Gabriela Leora DeLeon-Larson. Add Amina Rahman.
- The Board of Directors of People’s Food Cooperative, located at 3029 SE 21st Avenue, Portland, OR 97202, authorizes the Collective Management (Through Rachel Markley and Amina Rahman) to open an account for the cooperative at Trailhead Credit Union. Signers on the account will be Rachel Markley and Amina Rahman, unless a

Board Officer is also required to be a signer.

NEW COMMITMENTS:

- Gayle will update the member engagement chart. Brion will let Gayle know who attended the Q3 event.
- Jenny will update consensus symbols by September work session
- The finance team will research if closing the US Bank account will affect the co-ops credit score and present that information to the board by the next meeting.
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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: for July

- Will requests that on page two his phrase “agricultural material” be changed to “agricultural bounty” to reflect his recollection of his words
- July draft has no closing piece
- Review will be bumped to next month

AGENDA REVIEW:

- Commitments taking a long time. Reviewing the commitment chart before break to strengthen the flow of the meeting.
- All board members consent to agenda
- Eleanor agrees to monitor vibes

Member Owner Forum:

- N/A

1) Board Training: Introduction to CM Structure and CM Links

Sponsor: Rachel

Purpose: Discuss/Educate

- CM links will introduce themselves
- Rachel: I guess at this point I've worked at food co-ops for 32 years, I guess. I worked for a year at a traditionally structured food coop in Philadelphia, and then a small collectively operated co-op in Mariposa. I was part of their really large expansion but I left before the new location open. I worked there for 22 years. I moved from Philadelphia to Portland to work at Peoples and for my child's school. I wanted to work at a collectively run co-op that had a strong social justice stance. And I wanted there to be a democratically run school for my kid. We moved nine years ago. I brought a lot of experience because I did all sorts of things at Mariposa, including produce, grocery buying, and finance. I have never done HOO coordination but I've done many other roles. Despite my experience, I think I have learned more working at Peoples than I did before. I also served on the board at Mariposa. For people who don't know, currently here, I started as operations manager, and then for a while I was the FET STC, and then when the finance team turned over I joined the finance team. My favorite food from Peoples is fruit from Columbia Bloss or vegan hazelnut chocolate bar.
- Amina: I'm from Portland and I went to college at Reed. Reed and Peoples have a long history that I've learned about through my time at Peoples. I came to Peoples through thinking about the solidarity economy, I have been a union organizer for 6-7 years and think of co-ops as the most exciting places we can look at on how to restructure our economy. I came to Peoples not through food but through wanting to practice a cooperative structure. I've been at the coop for a little over a year, originally as external development coordinator, which is mostly long term planning. Recently I've taken on some more CM link work and work that the internal development manager used to do. I "steer the steerers" as the DM and try to wrangle those folks on how to use our business plan to keep us on track for what we'd like to see. I live in Aloha. The food I'm thinking of from Peoples lately is soy curls.
- Rachel: did all board members get a chance to read the documentation?
 - General agreement
- Rachel: one of the things that is really unique about Peoples is that we have a collective management. There are not many coops with that structure. Most have a general manager or are worker-owned. Worker-owned things can

have a hierarchical structure. We are consumer-owned and collectively managed. There are just a couple co-ops like us. Alberta, Olympia, there was one in New England but it just ceased. Most co-ops would not have a CM link, they'd have the general manager (GM) speak directly to the board. Instead we have the steering team body and the personnel team body, both of which have coordinators. So there's one body that thinks about personnel and performance and wages, and one that thinks about priorities and where we're going.

- Eleanor; does this structure change often? How stable is this current structure? How long has it been in place?
- Rachel: this structure currently has been in place for about nine years. Before that there was a positional steering team, with a handful of CMs based on position. It was not representational. It didn't have anybody who was a grocery keeper, or whose primary job was working on the floor. There was a decision to make the structure even flatter. We've done one or two check backs since then to see if that has achieved what we wanted it to, and generally people seem to think it's made headway towards our goals. There's still a perception that some positions have a lot more power than others, and we're working on how we hear from everyone while letting people's expertise weigh heavy in the decision we make. One thing that helps with that is jurisdiction, which sets clear lines around which people or teams can make a decision. And even if, say, Amina and I are the finance team and some decision is our jurisdiction, we'll often ask for outside input to see if there's anything we haven't thought of.
- Rachel: Does anyone have any questions?
- Amina: This chart (co-op org chart) doesn't reflect the sizes of the various teams. The finance team is me and Rachel, currently the buyers team is the biggest.
- Rachel: There's a lot of turnover in the front end positions, and covid changed the front end team because some people were just gone, and other people went on leave. So that really changed the front end team.
- Brion: with regards to power dynamics, I'm curious how you guys manage that. Obviously there's seniority, length in the industry, age, positionality, I'm curious how that's managed.
- Rachel: It's a thing that comes up. I feel like to some extent what's happening and what's important has been reworked in recent months. It is also an ongoing conversation and something people have feelings about. One of the things is people come into collective management and they forget that they're the management. They petition the management to do something different and forget that if they're interested in something they have the

power to do that. People come in and are like “you all are doing this thing” and it’s like, you’re the management too. What are the tools you need to perceive that and understand that it’s not being done to you. They come from a setting where the only thing they’re allowed to do is sort of complain about the way things are. For a while there were not the trainings that needed to happen for collective managers. Recently we’ve been working on having more trainings around that. I don’t know if that answered your question.

- Brion: I’d be curious to hear Amina’s perspective is on this.
- Amina: I wouldn’t say much more than what Rachel said. The CM has done a lot of work and taken on a lot of shapes and sizes. There’s been turnover over the past couple years related to dynamics and power. When we talk about power there’s good power and more negative aspects of power, like not feeling included in conversations or power hoarding without accountability. We’re always having those conversations. The old development manager situation being split into two was in response to people not knowing what that person did and that position holding too much power. The personnel manager is another example that we’re working on. But that requires people to take responsibility.
- Jenny: Quick process check. Will is in on stack, and then Brion, any other questions? No others.
- Will: It’s unclear to me from the chart and discussions, who constitutes the CM and who constitutes people who work at the store that aren’t CM.
- Amina: There’s around 25 people on the collective or collective track. There’s a nine month process where we check in with folks and confirm them to the collective. There’s a non-CM group of workers, including subs. Subs do lots of different jobs including cashiers or stocking based on what we can train subs to do and to give relief to CM staff who are sick.
- Rachel: There are three people who are part-time scheduled, who are not subs or CM. It’s been written into the structure the entire time but only recently have people who have filled this role. Two are long-time CM who couldn’t continue to do that work.
- Will: So there’s 25 on the CM? How many other work in the store?
- Amina: our sub pool is around 10-15. There are also HOOs, who are not paid for their labor.
- Brion: Open to receiving an answer at a later date. I imagine that it’s easier for boards to work with a hierarchical structure, like with a general manager. That may or may not be true. As a board we can talk about our thoughts with the CM and how it works and our relationship with that, but I’m curious from a CM perspective, where do you guys see the challenges of the board CM relationship and holding each other accountable and the challenges

unique to navigating that as a collective structure.

- Amina: For me the answer feels tied up in getting to know who does what. With the GM is the myth that one person can be responsible for and “at fault” for everything. The collective gets the workers involved in the process.
- Rachel: I feel like the questions are more important than us talking more.
- Chris: We are required by our policies to communicate directly with the links and not through other CM. If you feel like that does not work we should work out a different structure.
- Amina: I feel like you should know who we’re talking about when we bring it to you.
- Rachel: I feel like it’s important *who* the general manager in. I’ve seen giant piles of money disappear. What is the GMs relationship with the staff. Our structure has some problems but its a lot more transparent. There’s not one person who checks everyone elses work. In some ways it's not as simple as that. Talking with Miles, who worked for people’s at twenty years and then became Food Front’s GM, that hierarchical structure didn’t fix everything there’s always problems and you work to fix them.
- Nick: Spoke about the feeling of subs in the structure of the collective

Commitment Review

1. Rachel and Amina: More time needed, but not lots.
 - a. Commit moved to next month
 2. Rachel and Eleneor orientation planning. Would like to be moved to October.
 - a. Commit moved to October
 3. Refund happening.
 - a. Commit moved to September for verification
 4. Rachel CPA report. In next CM FYI
 - a. Moved to September
 5. Completed, accepted as complete
 6. Eleanor requests move to October.
 - a. Moved to October
 7. Brita move IMR Calendar
 - a. Delegated to correct person. Bumped to September
 8. Left as vague
 9. On tonight’s agenda. Crossed off
 - a. Crossed off agenda
- Brion notes that member engagement section on the website is out of date. Gayle’s responsibility. **New Commit: Gayle will update member**

engagement chart. Brion will let Gayle know who attended the Q3 event.

Announcements

Board Orientation will be 10/24, 1-5pm and 10/25, 1-5pm

2) Conflict Resolution/Communication Proposal

Sponsor: Eleanor

Purpose: Decide/Consensus on documentation

- Twelve agreements on conflict resolution ready for consensus. Maybe the best way to go through this is read through it together and then I'll make my proposal
- See "Board Meeting Agreements" for reference of twelve agreements
- Eleanor: At the last meeting we decided to use process signals. Jenny is going to amend the agreements to include these signals.
- Eleanor: I propose to the board that we hold this document as agreements we make to each other and read at the beginning of each meeting
- Claire: Should we see what you're (Jenny) adding before approving it?
- Jenny: I can tell you with my voice what these signals are, or you can decide that now.
- Brion: I suggest we can approve the written stuff now and accept the pictograms next month. My preference would be to get the written stuff in form today
 - Chris seconds this
- Sarabelle: I wonder how future amendments to these agreements would work?
- Eleanor: I think you'd propose an agenda item and we'd discuss it and consensus on that.
- **Commit:** Jenny will update consensus symbols by September work session
- **Proposal:** accept boarding meeting agreements as written and discuss pictogram signals next month
 - All board members express active consent
- Conflict resolution document will be discussed at the September work session. Chris requests that more board members weigh in on the document and process. Eleanor says all edits are welcome. No board member voices concern with the process.

3) Policy Metainterpretation

Sponsor: Chris

Purpose: Discuss/decide

- Chris: This is something that flowed out of our last meeting and an ongoing problem I've experienced on the board where board members have had a hard time understanding what we can do with policy and how translating

policy to CM works as a process.

- Chris: It is not my intent to change anything in this policy, but just to clarify the way policy governance works. The first change I made is just a wording change, combining numbers one and two, which said similar things, into a single item. On the new version there's a part in grey, which is the combination. The part that I added is that the board can update or change policy at any time. I also added a message to the board saying that in cases where a policy is unclear we should stay closest to the original version as intended. I also added that CM interpretation should never take precedent over board policy. My proposal is that we change the policy to what's written here. That's my presentation.
- Amina: I think it would help to be a little more clear in number two, I think that the added text is not talking about the policies that we (CM) can create, I think what you're talking about is reasonable limitations of execution policies, I don't think they're the same thing. I think parsing them out would be more helpful.
- Eleanor: Originally this was a separate number three, we rolled it in so that it wasn't a totally separate point that we had to monitor.
- Claire: I think it's confusing because there's two things referenced in the same clause.
- Chris: What if number two is only about interpretation, and then number three is about CM being free to establish additional policy not covered by board policy.
- Brion: I'm struggling with this. I'm not sure this meets the objective. I'm not sure why we're talking about interpretation. The board doesn't use interpretation. The CM uses interpretation.
- Rachel: in the last board meeting we had a policy that was "the CM won't do this" and the CM interpretation was "we won't do that unless we consult the board"
- Brion: I don't want to be obstructionist, I guess i just don't understand what's blocking us currently. What power does this give us.
- Rachel: I think this is just a reminder. It's just putting it there so that people remember that the board can say an interpretation is reasonable.
- Brion: I don't know that I'm fully signed on to remind ourselves of a power we already have. I'm not overall opposed to this. I'm just not quite understanding what we're gaining from it that we don't have.
- Will: do you remember what the problem was that caused this?
- Brion: I do but I think I remember it differently than others.
- Will: And we were unable to resolve it...
- Brion: Do you want me to interpret what I think the problem was?

- Will: My understanding was the problem was that we read this policy that said the CM couldn't do something without consulting with the board, so the CM said "hey board here's what we did". It was a disagreement about what consult meant. The way the action took place was the CM did an internal decision making process, and then came and told us their decision. We didn't think that meant consulting. We didn't have a problem with what the CM decided, it was a process question.
- Amina: The question was what does the board do when the CMs operations interpretation doesn't meet the board's approval.
- Brion: my understanding is the board has the ability to decide to consensus in that moment, and Amina blocked that, and the facilitator failed to stop that process. We could have taken the authority to respond to the request that was put forward in that meeting. I'm not quite sure why we're changing policy to give us power we already hold.
- Eleanor: I definitely hear that point of view that we don't need to change policy. One thing convincing to me is this policy is where I went to resolve my point of view, to find insight, and I couldn't find any insight. I think it could be added or not added.
- Chris: That was a compelling story to me as well. Another thing is that the way that it's written currently is that it ends that the CM can use any reasonable interpretation and then it ends so it seems that the CM has the last word, which is not the case. I think something is needed to resolve that. I think it is useful to be reminded of how this works. Especially because we have turnover with the board, and we don't always get the best training, so it needs to be written close to where people go to find information and answers.
- Brion: I think if we removed the first black bolded line (If any interpretation is vague...) in number two and we kept the last two sentences, which I think addresses what we're talking about, that maybe feels less troubling to me.
- Sarabell: I acknowledge that I'm just getting started in this, and I think I need to understand better the order of operations, like that the board has the last word, the ultimate call. I'm also kind of curious, because of the previous item about the board and the CM understanding each other. I'm curious if it's important to reiterate whether the board has the last word.
- Eleanor: With regards to brions change, that goes a long way in making me more comfortable with this change. If we consensus to not do that, that's perfectly fine.
- Sarabell: Some of the language like "will never" I'm wondering what's being served with that language. I trust the board's perspective but I'm honoring that I'm having some conflict about that within myself.
- Brion: I really appreciate you bringing attention to use of language and not

using words that are too loaded. I can see using “do not” or something softer in place. Sarabell, if you don’t feel able to consensus on this I think we could table it and come to consensus on it later.

- Will: If everybody’s comfortable taking out the stuff highlighted, we might resolve another question by taking out the last sentence also. The language is really harsh.
- Jenny: This item has gone over and it sounds like there’s more discussion needed. You all had a conversation about it, everyone’s a bit more woven together on how the board and CM work together, Chris you’re still owning this item so you could bring it back next month. Any last words on this?
- Eleanor: adding it to agenda for work session

4)) Banking Changes:

Sponsor: Rachel

Purpose: Decide

- Rachel: There are three discrete decisions, we don’t need to get through all of them. The first is that the finance team would like to open a new account at the Trailhead credit union. We have too much for it to be insured in the accounts we currently have at banks and credit unions. Trailhead needs a corporate resolution for us to open an account, which is the board. It needs to be clearly stated in the minutes. Do people have any questions about Trailhead or the need to open this?
- Chris: Trailhead has no connection to other credit unions we do business with? For insurance purposes.
- Rachel: I haven’t found that out yet but I will.
- **Proposal:** Consent to authorize Rachel Markley and Amina Rahman to open a Trailhead Union account in the name of People’s Food Co-operative
 - **Decision:** The Board of Directors of People’s Food Cooperative, located at 3029 SE 21st Avenue, Portland, OR 97202, authorizes the Collective Management (Through Rachel Markley and Amina Rahman) to open an account for the cooperative at Trailhead Credit Union. Signers on the account will be Rachel Markley and Amina Rahman, unless a Board Officer is also required to be a signer.
- Item 2. Rachel: Closing our account at US Bank. We have an account with about \$5000 dollars to get change because they used to have a branch near us where they don’t anymore. Trailhead has a much closer branch now and I’d like to close this account so we have fewer accounts to manage.

- Claire: Is this going to affect our credit or anything?
- Rachel: I don't know. It's the only account we have with a non-credit union. I don't know if that would affect our credit rating.
- Claire: I don't know how reliant on credit we are, but if we are it would probably be good to know before making this decision.
- Rachel: We have a really good cash position and what I've been told we need to work on is our EBIDAP.
- Jenny: Do board members feel like we need to know more about credit rating before making this decision?
 - Basically split. How do you want to proceed?
- **Commit:** The finance team will research if closing the US Bank account will affect the co-ops credit score and present that information to the board.
- 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).
- Third item: Rachel: Changing the signers on our two other credit union accounts: Point West and Advantis. Several of the signers are old members of the finance team. We'd like to change it from Chris and Miles to me and Amina. The other one is in my name and Gabi's name, because Amina was not confirmed. We'd like to change Gabi's name to Amina's name.
- **Proposal:** Change the names as written in the 8/25 board packet
 - All board members express active consent

Review Decisions & Commitments