


Board Meeting Minutes
Tuesday, August 24, 2021; 5:30-8:30pm

Facilitation: Jenny **Minutes:** Gayle, after the meeting
Vibes/Celebration: Amina **Clean-up:** n/a **Scribe:** n/a

Attended by:

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

CM/Staff: Amina, Brita, Andie, Rachel

Member-Owners: Linn, Christopher, Iris

Guests: Chris Eykamp

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
3	1/26/21	Sarabell	9/21	Sarabell will reach out to Alberta Co-op Board on how they handle self-monitoring. [Update 7/27: Will bring to August work session.] [Update: to September work session.]
5	7/27/21	Eleanor, Claire	8/21	Eleanor and Claire will work on appointing new board members. [Update: will do in September]
6	7/27/21	Eleanor		Eleanor will pick date for orientation and plan it after appointing new board member(s).
7	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.
8	7/27	Brion, Amina	4/22	Brion and Amina will meet to talk about policy 2.0 to address unlawful but prudent activity by April 2022 board meeting.

DECISIONS:

- **IMR 2.6 accepted as written, in compliance.**
- **Proposed re-write of IMR 2.7 approved.**

NEW COMMITMENTS:

- Jenny will review Section 2 in the July minutes to see if anything is missing. Brion thought there might be. She will send any further text to Gayle to include in the revised July minutes.
- Gayle will revise the July minutes and resubmit for approval next month: (1) strike “I guess we need formal acknowledgement” [of Hunter declining seat] under Announcements, and (2) add Jenny’s further text to Section 2, if available.
- Brion will make sure the Board will plan more time (either at work session, officers meeting, or Board meeting) to hear from CM, other Board members, etc. about the structural future of the NMEC by 10/1/2021.

MINUTES APPROVAL:

- Gayle emailed out July minutes yesterday.
- Brion wants to strike out the phrase “I guess we need a formal acknowledgement” Announcements on page 7, regarding Hunter declining the seat.
- Jenny will review Section 2 in the minutes, and see if anything is missing. Brion thought there might be.
- Bumping decision on approval until next month.

COMMIT: Jenny will review Section 2 in the July minutes to see if anything is missing. Brion thought there might be. She will send any further text to Gayle to include in the revised July minutes. Brion will send her the email so she knows where to look.

COMMIT: Gayle will revise the July minutes and resubmit for approval next month: (1) strike “I guess we need formal acknowledgement” [of Hunter declining seat] under Announcements, and (2) add Jenny’s further text to Section 2, if available.

AGENDA REVIEW:

- We are dumping the “Appointing New Directors” item, and instead Choosing End for 2022

M-O FORUM:

- N/A.

1) NMEC

Sponsor: Brion, Eleanor

Purpose: listen, discuss

- Jenny: Sarabell will facilitate this conversation, with me as backup if needed.
- Sarabell: Feels neat to be in the same “room” to hear different experiences and positions in relation to Member Engagement, and hearing that there is some confusion about that. I’ll just share that I feel that what’s most important in this is to have some open space conversation, like gather what people’s experiences have been, how to hone and fine-tune what they are. There are 4 different bodies working on Member Engagement at People’s, and those are:
 - the Membership & Marketing manager (Brita);
 - the CET (Community Engagement Team), which is comprised of the Membership & Marketing manager, the Farmer’s Market person, and our Design manager;
 - the Board; and
 - the NMEC.
- Sarabell: I’m new to this position, but maybe in your lived experience, it has seemed like having that much redundancy or overlap makes it unclear sometimes who’s doing what. I’m imagining and understanding that that leads to some clumsiness and disheartenment and frustration. “I thought we were doing this!” That is a phenomenon that can be avoided, but it is also really common. So, a little bit of gentleness in recognizing that this kind of pattern can occur. Let’s do better; we didn’t foresee this kind of overlap when the charter was written in 2019, and so we just want to appreciate and acknowledge and recognize the ups and downs of this past year. Some goals for this conversation could be to have more clarity about roles. (What does the NMEC need from the Board; what does the Board need from the NMEC; what are we asking of CM?)
- Sarabell: We’re talking about holding this pretty loosely; let’s get in and see what

people's experiences have been, what you hope doesn't happen again, or what you hope does. And I also want to hone this, maybe with help from Jenny, but I know the tone of it we would like is like an open space to really hear each other.

- Brion: Other than Brita, do we have anyone from the CET here tonight? Amina, great. I thought you were on that. So we have some representation from all four groups. That will be awesome for our conversation.
- Amina: It seems like the facilitation plan for this changed a couple times since the agenda planning meeting, so are you all hoping to hear directly from NMEC members? Anyone and everyone? I think we should just hear from NMEC members who aren't often at the Board meetings—an opportunity for NMEC and Board members to hear from each other.
- Brion: I do think it could be helpful to—certainly, Brita is on the NMEC, but also here as M&M manager, and also from a CET perspective. I don't know that any group, other than maybe the CET and Brita, have had a chance to talk together about this stuff.
 - Amina: I think that's true, Brion, but I will say that from a facilitation standpoint, that wasn't what we prepped for in this segment, and I think we should say out loud that there has been a lot of tension, and I think Brita has been feeling a lot of that as Marketing manager. I just don't feel good about actually putting out my coworkers for this right now. There's a way to have that conversation with staff, but the purpose of this meeting was really just to hear from the NMEC to connect to the Board as a Board committee. This was Jade's recommendation as a Board consultant, so I'm a little bummed she isn't here. Check.
 - Sarabell: Yeah, me too. And I wonder how this feels as we're sort of forming and reforming and reforming. I'm just acknowledging from what we just heard, and thanks for that—we need to have the right conversation for the right space with the right people at the table, and it feels important that we're all here. Maybe this is a first step to hear from NMEC and make sure to frame the more engaged version coming up.
- Sarabell: The floor is open. I don't know if there's any more framing that anyone else would like to put in.
- Christopher: I just wondered if, instead of preamble-ing, we should just start talking, if that would be welcome...Cool. I think that there...wow, I'm not even sure where to start. Maybe that's part of the confusion or frustration right now. I think there are people who were elected to the NMEC who want to do meaningful work at the co-op and who are committed to the co-op's wellbeing. My sense is that there's a lack of, maybe, organization, and there's probably agreement from the others on NMEC that there's a lack of empowerment, and I would say that

personally, I've felt a lot of frustration, and I've felt, in my experience, a lack of cooperation... for many reasons, and I'm not trying to point fingers exactly with that, just trying to name it. I would really like to have our agency—NMEC's agency—be based on election rather than being granted by the Board or by any other group at the co-op. I would really like our power—and I'm looking for power with, not power over—with this sense of agency to not be subservient to the Board but where different groups within the broader co-op community can have transparency, in many directions, we it's not hierarchical in that sense. We're overlapping in circles or circle-like shapes, not a pyramid or triangle. That's what I envision, and I get a sense that the same sentiments would be shared, and other folks can talk for themselves.

- Iris: Thank you Christopher and everyone. I'm so sorry—when this was planned, I was so excited for this meeting, and events have transpired with a new job that I have to go soon. It has been a really rough ride. Christopher was here before I was, and probably Brita and Brion, but some of us just came on during the pandemic, so there's that, too—we haven't had that in-person chance to really get to know one another and form those bonds and understanding that can be pretty helpful. But echoing what Christopher said and even in the framing, there is a tremendous amount of overlap, and there seems to be in a lot of our meeting a sense that a lot of people are spread thin. Everyone has very good intentions, but often our check-ins feel like trauma-bonding. Again, pandemic, and Portland, and all the problematic aspects of a city like this. There does feel like we have been gathered together to get something going, but every time we try to engage that desire to do good work together, we're kind of swatted down, to be totally honest. We would come up with an idea and be told "Are you kidding me? That's a terrible idea" or "We're already doing that idea somewhere else. How could you not know that? You all really need to be in better communication with people. It's just so weird, because as a Member-Owner of around ten years, that's just not my idea of the co-op. The co-op feeds my soul, and whenever I'm not there for awhile, I have to get back to People's! The world feels so much better when I get a dose of People's. So it was just very jarring to go from my concept of People's, just being a shopper there, to now this. I think everyone here is here for a reason. We're not here for the big bucks. We're here because we want to be doing it and we believe in the co-op and what we're doing, but oh my gosh, it just feels like a waste of everyone's time. I don't think ANY of us want it to be that way! So how can we somehow translate this energy, this excitement, this desire to further the co-op—not just for Member-Owners, but for our entire set of communities. Not to distill or erase the individuality of each community—how can we serve all of the communities as a co-op by modeling the kind of world that we want as a co-op? I feel like we're really coming up short of that, and I would like for that not to be the case. I trust

everyone, and the reasons everyone is here. I just really hope that we can come to something. I'm sorry that I have to dash—I am so terribly sorry, but it was really wonderful to see you all.

- Sarabell: Thank you for sharing your passion and your experience.
- Sarabell: Welcome, Jade!
- Jade: Sorry, I guess I wasn't 100% clear on what's the formula...
 - Sarabell: That's the theme! 😊
 - Jade: Right! In this case, though, I'm pretty sure it was probably me.
 - Jenny: Just so everyone knows: Jade is a consultant who works with co-ops across the country.
- Sarabell: We're really glad you're here, Jade. What we're doing is an opportunity to hear from NMEC members...Not clear how much time we have remaining on this item. We're realizing, of course, that this is one conversation, and there will be another conversation, but this is an opportunity to all be together.
 - Jenny: There's about 12 more minute planned for this, unless the Ends can take less time. I'll ask Eleanor about that in the background.
- Sarabell: While we have Jade here, we welcome NMEC members and Jade to speak.
- Jade: I do have some comments. I don't know if everyone on the committee has had a chance to speak yet.
- Linn: I feel like a number of things have been said already; thinking about what I can add productively...It feels to me, after a year, that probably there were—and maybe still are—different expectations that have not necessarily been spoken between these groups, probably because these groups have mostly not met each other, and just 100% from our little mini-world of NMEC, what this committee is, I think we had come to with different expectations. I came to it thinking that this was sort of, had sort of a strategic planning role in the communications with regard to the co-op and governance of the co-op. A group outside the Board to deal with—and maybe this is a conflict of interest—but potentially involved with elections to the Board, and that this was a little bit of a funny combination in a way, engagement with governance, but I really like that—I feel like there is a lot of creativity that can be engaged by that combination. But I feel like—others in the co-op may have a different idea of what the committee is or that it was created for different reasons. For example, to assist the staff with marketing or engagement activities. It's not that I didn't think that would happen, just that I didn't think that would be a central role of the committee, or that there would be marketing plans created by staff...that we would be like Hands-On Owners but for marketing, that we would help out with them. I definitely didn't have that definition of what the committee was; I thought it would be a little more autonomous role, with the

understanding that the Board is still the Board, but what level of autonomy would a subcommittee (that is not really a subcommittee, because we're not on the Board, but we're a Board-created somewhat-separate sort of committee) would have. The NMEC doesn't have a budget, for example. It doesn't have autonomy over any type of activity...and maybe it shouldn't, but I think that raises the question of Should, or why does, this thing exist if it doesn't have those kind of things. And I think that we have been questioning that most recently. We're all really passionate about this and want to figure out how to serve the co-op best and not trip over each other or, inevitably, make each other feel bad by the fact that we have these different expectations that I don't think I've completely, comprehensively named. I think there are probably other ones.

- Sarabell: Thanks so much, Linn. I'm really appreciating hearing your passion and hearing that you sense there are all these different groups of passionate people that have different expectations of what they thought the committee was about—the clunkiness of that and the painfulness of that. And I'm hearing you're interested in clarity about agency, to really feel agency, a sense that there has been lack of empowerment and cooperation. A feeling of being “swatted down” was represented. So that's here and real about people's lived experiences, and it's good that we're going to talk about it more, because there's a sense that there has been some suffering on behalf of being change agents in a community that we love, care about, want to make a difference in. I know that's true for the other groups that we're not hearing from in this conversation.
- Brion: Something that I presented with the NMEC and I also want to make sure the Board is present with: When the charter for the NMEC was rewritten in 2019 by Finnley (who was the CM member of the Board), Chris Eykamp (who might still be on the call), and myself, we rewrote it coming out of our Board retreat with Jade, when we realized that the Board wanted to be more involved with member engagement directly instead of having a subcommittee that's focused on it. We rewrote the charter, the three of us, within a few months' time, but without consulting the current members of the NMEC, the members of the CET, or the M&M manager, which I don't think we had at the time. I will say that I was unaware that there were other entities that were involved in member engagement, and I don't know if Finnley or Chris was aware of that. So when we constructed the charter, it had some inherent flaws in that no other group involved in member engagement was involved in its creation, and in some cases, there wasn't even awareness of them. That certainly has added to the complexity of this year, with this newly-elected committee, and I have certainly framed for that committee multiple times that this is an experiment, this charter, and we're kind of muddling our way through it. It feels great that they requested, and also the CM requested, and that the Board has made space to have this conversation, because I think we're

all in agreement that member engagement is one of the most important functions of the co-op. I want to thank the members of the NMEC for having gone through the pain and struggles of the last year as we've tried to figure this out throughout the pandemic.

- Amina: We talked with Jade a little about this at the agenda planning meeting, and it was really good to hear from her about the context of NMEC committees at other co-ops. I think a lot of the issues we're having feel personal but are actually structural. They're coming out of a situation where we have a Marketing department and we have a collective management and a staff, and we're still dealing with a structure that was useful to co-ops like us before we had paid staff or a paid Marketing department. I'm curious to go into that, how a lot of it is really a structural issue for the Board to revisit about what it is that this committee should be focused on. As the charter stands now, there are two items, which are member engagement and elections. I'm wondering of NMEC members have anything to share about how their experience was on the recent election. I know Eleanor wanted to hear about that when we were meeting about this, especially at this position now where we're still needing to appoint people to the board. How has that side of the work been going for the committee?
 - Christopher: I was hoping Linn would speak. I didn't really have much of a role with the elections part. The NMEC kind of split to folks who were going to focus on the elections and folks who were working on coming up with a plan which we formulated into this Co-op 101 thing, which I have quite negative feelings around currently. We did talk at the last NMEC meeting about whether it makes sense for us to be putting attention into other things when elections are not getting enough candidates. We don't even have all the seats being filled, let alone people making choices between candidates, so that's problematic. I don't know that those things are mutually exclusive. Maybe both things need to be moving forward. I don't really have a good answer.
 - Brion: I think the elections process this year was complicated by it being Brita's first time managing the election in her current role—I don't know if you were involved in other ways in the past, Brita. I wasn't very experienced at it. I think Christopher and Naoki were the only ones who had done an election in the past. We had a lot of new people, and I don't think it was communicated well to the entire NMEC body that the election process needed a lot of help and support, so we did split up in the way that Christopher noted. When I made the NMEC aware that we had some struggles with the election process and actually lost a Board member due to miscommunication about the election process, my experience was that all the NMEC members were really surprised to hear that and feeling like they

wanted to be more involved so that could be managed better in the future.

- Jade: My understanding this time was to hear from NMEC about issues that have come up and for the Board members to take that in, maybe have some thinking about how to resolve the situation, which is somewhat complex. When I had spoken to the agenda planning committee...for those who don't know me, I served on the Board of Directors of a food co-op for 14 years, was Board president, and have been a consultant for this co-op for about 4 years now. I work with about 50 food co-ops across the country. The conversation that you have been having about this committee is one I've heard at least a dozen times at different co-ops. Really, Brion hit the nail on the head, and someone else brought this up: At co-ops, we used to not be able to afford staff, so people who were owners would volunteer to fill in all the things that needed to happen. It was complicated, and it was kind of crazy, but there were smaller organizations, less complex. There wasn't, for example, much competition. Double-digit growth was common; we could make a lot of profits and a lot of mistakes and not have to worry about it. Nowadays, the fineness and complexity of a grocery is really critical, and we've really done a lot more differentiating. For some folks, that feels a little sad, and for me, too; I did the cash register at the first co-op that I joined as a worker-owner, and that was super fun to do that. But now, I wouldn't be a good fit for working at a cash register, and there are also laws that complicate it, too—volunteer actually cannot legally do the same work that paid people are doing. So what's been happening at co-ops across the country is an understanding that it's actually easier on everybody if delegation is super clear, like who is doing what. That's actually not really normal for those of us who are just going through our day-to-day lives—I make the food AND I wash the laundry AND I fix the car. So you get in a co-op and you want to help do all these things, but what winds up happening is that you have to be super clear about who decides, who has been delegated this. So I stepped in, and I heard Iris talking about “I get this idea, and I kind of get slapped down,” and I thought, that happens when you're doing something that someone else is already doing, and they don't know what you're doing, and they've already thought it through. So that ability to get super clear on who is doing what is critical. Brion talked about how member engagement is an important piece of being a co-op, and it is—it's our differentiator, that we're owned by the community. However, the voice of management (CM) versus the voice of the Board—they're really going to talk to owners about different things. There might be a little bit of overlap, but not really that much. And that's why any type of member engagement should be talked about with both groups. Marketing, you know, is about increased sales, and that's a CM job, but there are some other things that are a little bit more in the grey area. The Board is talking to the owners as owners, from a membership position. They're talk about what the purpose of the co-op is—why are we doing this work?

Why does the co-op exist? How do you support the Board to do its work? What kind of communications does the Board have with the owners? It's going to be a different type of communication than it would be from the CM. So I remember when that charter came up in the retreat, and I remember thinking at the time that it looks a little fuzzy to me—I was concerned at the time that there wasn't real clarity in what was the Board's job and what was the CM's job. I know at the time there wasn't Marketing in the CM, and that made it even harder, because you could see this gap and you wanted to fill it in, but it's the CM's job, and they've been delegated to managing sales. To me, a Board committee should be doing Board work. If the CM wanted to have a committee of members doing stuff, I don't know that there would be anything stopping the CM from doing that, but then it would be super clear that the CM is guiding that group, and the Board would be guiding the group that's doing work on behalf of the Board, like purpose, Ends, what matters. Not as a shopping vehicle, because the CM's got their finger on that. They know who's buying what, how much of it is selling. This is why, like Amina said, it feels personal but is really structural. It does take some time to tease out what is the role, and I spent about an hour this week talking to a Board that had put together an engagement committee, and they were having a really tough time figuring out their purpose; they said "We're here to increase sales!" When you communicate really clearly about why the co-op exists and why it matters to them and how it is living out their values, they probably will shop more at the co-op, but that's not the purpose of BOARD engagement with owners. The purpose is to have that democratic sense of knowing what our owners care about, not what they want to buy. It really takes some conversation and thinking through what IS the role of the Board and what are the priorities of the Board as a Board, and be super clear to not cross any lines that have been delegated to the CM. Having collective management system can be tricky, especially when you have owners who don't understand the increased complexity of a multi-million-dollar organization. They aren't like they were thirty, twenty, even ten years ago. So that's what I wanted to bring: Being really clear about the roles that the CM and Board play and making sure they don't overlap. To resolve this, I would go back to the charter for the committee and really talk through, maybe with the CM or CM Link, what are the pieces that feel a little iffy. There may be things in the charter where the Board needs help with some of the stuff that it's doing, and it would go to the CM for that, but it wouldn't be a CM task. Just getting clear who is DECIDING each type of thing is important.

- Sarabell: Thank you for that framing! I think we do need to get clear on the charter, and maybe that's something we can get to this evening: Are we reworking the charter? Next steps? Who's in the next conversations? Recognize that this has been hard, and it would be nice for it not to be as hard.
 - Jenny: I feel like that is one of the questions that's on the table right now

- with the group of people here, knowing that there are a lot of different experiences, and we've only heard some of them. We haven't heard from everyone involved in all these different pieces. Now might be the time to decide if we want to re-look at the charter, now that we have new information and experience. Maybe that charter needs updating. So I wonder if that's a question that this group should answer together tonight, and then, based on that, the next step is who should be in the conversation to talk about what is the role for the NMEC, and go from there. And then if that conversation, having more space and time, could flush out the different needs and experiences. So tonight was a "tease" of a conversation that allows us to go into a bigger one. We have about 5 minutes left of this.
- Brion: Process point: I feel like we're a little bit in a rush to action and, being aware that that's typical of white supremacy culture, I don't want to just rush to doing something. I want to have some time to consider what we should be doing.
 - Sarabell: Yes! We have 5 full spacious minutes to talk about it now, knowing that we'll have other conversations following this. Let's get a read on what do we think our next steps are? Who's going to be in those conversations? Just to wrap up this item for now.
 - Jenny: A longer conversation to flesh these perspectives if the charter should be updated.
 - – Sarabell: Christopher, Linn, any reactions to what Jade just said?
 - Christopher: Jade, I appreciate your sharing your extensive experience. I heard you talking about the Board's engagement and the staff engagement, and I'm wondering about this idea of a third group, the Membership Engagement. Perhaps the NMEC group is a third option idea.
 - Brion: Just to add to that, that was the focus of the work that we did a few years ago. We were thinking that the if Board does take on its own member engagement, what might it look like if there were Member-Owners who actually had some support from the co-op around engaging themselves on things that matter to them? Obviously, MOs can organize at any time and do their own thing, but what might it look like if it was somewhat supported? I think we found out that what that might look like is stepping on a bunch of toes, and so we need to figure that out better. But that was the central question that we asked ourselves 2 years ago, and it was attractive enough to us from multiple perspectives that we had on the Board (which certainly limited it). So I think that's something worth pursuing as a question and conversation. What the ultimate answer to that question is is

unclear at this point.

- Anima: Another thought about next steps: I think it was great for the Board to hear from the committee tonight. I think it would be great if we plan to have the Board hear from the CM about what our thoughts and observations are, and maybe for the Board to talk about this (maybe in a work session) for the Board to decide where you all want to go, whether it's rewriting the charter, scrapping the whole thing—whatever it is, to plan for some time as a Board to come back to what you'd like to do.
- Linn: I was going to say something similar, except I think directing everything through the Board might be disjointed. I would love to hear from members of these 2 different entities of the CM and Board members. Myself, I don't even know that many people personally, so that would be great, to have more of this conversation, to hear more people's perspectives, and to get a sense of where to draw the lines and what people are interested in working on. I don't think it's necessarily the case that members of the CM should only be involved with member engagement at the level of Sales. We are all so entwined in the Ends that we have to find ways to work with each other but also not step on each other's toes.
- Sarabell. Right. We're hearing that in the next conversation, we need to figure out who needs to hear who and who needs to be at the table. It's important to hear from NMEC tonight, and to do some relationship repair, hearing from each other would be important.
- Jade: Closing remarks: The frequent reference to Sales was kind of a placeholder of the sort of things the CM is interested in and that the Board probably would not work on, because there are a number of things as a co-op where the Board has directed the CM to do a lot more than sell products. So those things that are delegated really are delegated, and really, at a certain extent, it comes down to what capacity your business has, and you are running a business. You're a co-op, which is an association of people, that's running a business. There are two separate pieces: the association and business piece. So it's really about understanding the capacity of both of those parts to bring in this other element. I think about the accountability chain, where they fit in the structure, and who has the time and energy to support the Member-Owners in staying engaged. A lot of different things to consider. That's my ending idea: That there's a lot of wonderful stuff that we would love to do as a co-op but sometimes we don't have the capacity for.
- Sarabell: Thank you so much, Jade, and everybody. Clearly there's a next conversation to be had, and the question here is What are the next steps? Who's convening that?

- Amina: If you all don't have an idea yet of where the meeting's going to be, you could write a commit that's like, The Board will plan more time (either at work session, officers meeting, or Board meeting) to hear from CM, other Board members, etc. about the structural future of the NMEC.
- Christopher: "Nothing about us without us." Changes were made to this committee without the people on the committee being part of the decision. I have a sense that this is still an issue. I feel on the outside, coming to the meeting already part of discussions with thoughts on the matter. It's my first time meeting Jade. And at the beginning, when Sarabell talked about what we want out of this meeting—who's the "we" who has these intentions? No one has asked me my intentions for this part of the meeting that pertains to me. My tone--I feel defensive, not aggressive. My concern is that CM and Board will make the decisions again without us who are the small group of people who are on the NMEC. Obviously, you have the power to make decisions without me and Iris and Linn in particular, but I am requesting that you include us in these conversations and not just use power of the charter or power of position to exclude us.
- Amina: Organizationally, the Board should be aware of and in communication with its own committees, making sure that it's delegating things to the CM and committees well. Board should be the responsible party moving this forward.
- Sarabell: Thank you for this robust conversation! I feel like there's a lot here.
- Jenny: I really want to thank everyone from NMEC who showed up here tonight, and Jade for coming here and offering her perspective and historical context and wisdom of delegation. We're really at the start of getting all of us in a room and unraveling what happened in the last couple of years and the complexities. Obviously, there are a lot of feelings in that. Everyone wants to feel meaningfully engaged and effective and working cooperatively. There have been some bumps. We've gotten some of that out on the table, and that will be flushed out more and explored more.
- COMMIT: Brion will make sure the Board will plan more time (either at work session, officers meeting, or Board meeting) to hear from CM, other Board members, etc. about the structural future of the NMEC by 10/1/2021.

ANNOUNCEMENTS:

- Will has got a lot of fresh cut Bamboo!

2) Choosing an End to focus on for 2021

Sponsor: Eleanor

Purpose: decide

(moved to end of meeting)

3) IMR 2.6 Emergency Link Succession - Monitoring

Sponsor: CM Links

Purpose: monitor

- Anyone unprepared to act? No. Anyone find definitions unreasonable? No. Anyone find inadequate data? No. Anyone find anything not in compliance? No.
- Proposal: Accept as written, in compliance. No one abstained, stood aside, or blocked.
- Sarabell: Thank you for that work! Really appreciate that we do to support ourselves.
- Brion: Process question: I have some questions about something in the (confidential) CM FYI, and we don't really have a place to talk about that.
 - Jenny: Could email questions before the meeting. Should be asked directly to Links, not at a public meeting.

DECISION: IMR 2.6 accepted as written, in compliance.

4) IMR 2.7 Compensation & Benefits - Policy Update

- Brion: Board already discussed this extensively in a work session. We are trying to streamline and simplify reporting. There had been a lot of other

items that had been included in #1, and we also removed a redundant section. Both the Board and Padrice Stewart (CM working on Personnel) worked on this update

- Proposal: Accept as written, in compliance. No one abstained, stood aside, or blocked.

DECISION: Approve the proposed IMR 2.7 rewrite. Text below.

Policy Title: 2.7. Compensation and Benefits

With respect to employment, compensation, and benefits to employees, consultants, or contract workers, the CM shall not cause or allow jeopardy to financial integrity or to public image. Further, without limiting the scope of the previous statement, the CM shall not:

1. Establish compensation and benefits that are inequitable, or that fail to foster a democratic workplace;
2. Promise or imply permanent or guaranteed employment;
3. Establish employment contracts, consulting contracts, or contract employment over a longer term than revenues can be safely projected. In no event shall a contract be longer than one year. All contracts must provide for possible cancellation due to losses in revenue.

5) Policy 2.5 Assets Protection - Policy Update

- Josue: At the June meeting, a small group of us committed to simplify Policy 2.5 regarding asset protection, and we used Columinate as a guideline. Proposed update: The CM shall not cause or allow cooperative assets to be unprotected, inadequately maintained, or at unnecessary risk. Further, without limiting the scope of the previous statement, the CM shall not allow unnecessary exposure to liability or lack of insurance protection for claims of liability. DISCUSSION POINT: The original language listed several types of liability insurance, and question is asked, Do we specifically add the Board to this policy?
 - Amina: I don't want to limit it to just the Board. We have liability insurance for all kinds of things at the co-op.
 - Rachel: I do know that we have Directors and Officers insurance.

- Right, so since Board insurance is already included, I don't think we should add it specifically.
- Brion: It seems like having the insurance that covers all those groups that were mentioned in the original language is super important, and we may not realize we don't have it until something happens, which would be a bad situation to get into. I'm wondering what the impetus for changing that language was. We wouldn't want to get into a situation where we might miss one of those things because they're not enumerated in policy.
- Amina: The Columinate template does not list out the individual groups. Realistically, I don't think we're ever going to forget to insure the Board. I think we'll be okay n not having that spelled out in the policy itself. It will show up in our Operational Definitions and won't get forgotten.
- Rachel: We also have an insurance policy that isn't listed, like for HOOs.
- Jenny: So Board, what do you think about not listing all the entities?
 - Eleanor: That would be my preference, to adhere most closely to the Columinate template.
 - Brion: I'm fine with that response. What's coming up for me is that we don't really have a window into the work of the CM; we just delegate responsibility. So in simplifying these policies, the Board is electing to not be super proscriptive about certain things and is putting more of it behind that wall that we don't see behind. I'm noticing that I feel a little cautious. It's not that I don't trust the CM; I'm just noticing that in choosing to simplify and not be more defined, I as a member of the Board am relinquishing a sense of ownership over detail.
 - Amina: But we submit these reports and tell you all the kinds of insurance we buy. There's an opportunity in each report every year to verify if our operational definitions and data are what you're looking for. So I think the question is more: Do we lose anything by writing that kind of detail into the policy, and what will we gain if we do it? I think the Board absolutely does know, and will know, what kinds of insurance we're purchasing.
 - Brion: I appreciate that, Amina. For me, I know that I don't have a lot of tools as a Board member to see detail behind a lot of this

stuff. You do provide it in IMRs. But it's really hard for me to track that existed my first year on the Board versus things that exist now, and if something were ever to go missing from an IMR that I should be asking from my fiduciary responsibility, I might not even know that I should be asking that question. I totally agree with the point you just made, and I also see the possible issue of a loss of detail.

- Jenny: This is that murky part of policy governance. What's the best balance between specificity and simplicity? There's no clear answer.
- Sarabell: Can there be a link in the policy register to see some of the history?
- Brion: I'm having a similar thought. Something that's missing is better tools for the Board in perpetuity, so Board members after us can have access to what has gone before.
 - Jenny: That speaks to a larger issue that applies to all of the policies.
- Jenny: So coming back to 2.5.2 and whether or not to add the Board. It sounds like generally people are okay with not, keeping it nonspecific. Does anyone feel otherwise?
 - Josue: We are also talking about moving some text from 2.1 into here.
 - Brion: I would want to be looking at 2.1 and 2.5 side by side to think about that.
 - Amina: Vibes check: We were just talking about moving something from one policy to another. Something feels off.
 - Jenny: I think this is in the context of this meeting tonight, where we have been feeling tension about different roles and having our different hats on.
 - Sarabell: I do think it's related to access of information. If there's an underlying feeling that there's not access to the information, there will be a reaching for more. Feels like a larger conversation about access to information.

- Jenny: I'm going to propose that we don't try to consense on this tonight. Looking at this alongside 2.1 could be done in a work session or put it on next month's agenda to walk through it. [Agreed.]

No decision.

2) Choosing an End to focus on for 2021

Sponsor: Eleanor

Purpose: decide

(moved here from earlier)

- Eleanor: Context is based on the work that we've done to prioritize what we want to work on in the coming year. One of those is a sense of joy and purpose around Board work; Naoki and I put together an action plan that we looked at at the last meeting. We talked about that action plan at our work session and decided that we wanted to move forward with it, and the next step would be for us to come to this meeting and select the Ends section that we want to focus on in 2022. We have a short amount of time for this agenda item, which I think is okay. What I propose we do is to take about a minute each to share thoughts about the Ends section that's resonating the most for us to choose for our 2022 focus, and then we can take stock of how we feel after everyone has shared their thoughts.
- Josue: #1: Safe and welcoming community where all are valued. #2: Access to healthful foods our customers can trust.
- Sarabell: #1: Social and economic justice. #2: Thriving cooperative and local economy.
- Brion: #1: Social and economic justice. #2: Safe and welcoming community where are all valued. #3: Progressive land and animal stewardship.
- Eleanor: #1: Passionate community working together for sustainability. #2: Progressive land and animal stewardship.
- Will: #1: Sustainability. #2: Progressive land and animal stewardship.
- Jenny: Lots of diversity of priorities, so we won't come to a decision tonight. (Also, Claire is not here, and we'll want her perspective also.) So Eleanor, we will put this back in your court to think about how to bring us to the next decision.

Meeting ended at 8:32.