


peOple's
 FOOD CO-OP **Board Meeting Minutes**
Tuesday, June 22, 2021; 5:30-8:30 pm

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

Attended by:

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

CM/Staff: Malorie, Amina, James, Rachel

Member-Owners: Chris, Christopher

Guests:

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	10/27/20	Brion	6/21	Brion, as Secretary, will update 4.5.7 and appendices G and H to the policy register.
2	6/23/20	Secretary	7/21	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.]
3	3/23/21	Sarabell	7/21	Sarabell will take leadership on next steps for white-passing affinity group's conversation about microaggressions. (Jenny can be a sounding board.)
4	9/22/20	Brion, Padrice, Eleanor	7/21	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.] [Update 3/23: Not yet done in work session.]
5	5/25/21	Gayle	7/21	Gayle will contact people to help fill in the blanks in the April minutes.
6	1/26/21	Sarabell	7/21	Sarabell will reach out to Alberta Co-op Board on how they handle self-monitoring.

7	7/28/20	Claire, Rachel	7/21	Claire and Rachel will work on the Spending Retained Earnings proposal and bring it back later.
8	11/24/20	Claire	7/21	Claire will review the language in 2.5 as a whole and consider changes.
9	4/27/21	Amina, Rachel, Naoki, Josue	7/21	Amina, Rachel, Naoki, and Josue will review 2.4 by July and consider simplification..
10	6/22/21	Rachel, Amina	7/21	Rachel and Amina will reach out to Eleanor to start planning Board orientation.
11	6/22/21	Naoki, Eleanor, Josue, Claire, Amina	7/21	Naoki, Eleanor, Josue, Claire, and Amina will review policy 2.5 and come back in July with any suggested changes.
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
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: May minutes approved as revised.

DECISION: IMR 2.5 accepted as written with add to plan for compliance for 2.5.8: The CM links will update the Board at the September Board meeting on 2.5.8 noncompliance.

DECISION: Board accepts IMR 2.3 as written.

DECISION: Board accepts revised Policy 2.4 as proposed.

NEW COMMITMENTS:

Naoki, Eleanor, Josue, Claire, and Amina will review policy 2.5 and come back in July with any suggested changes.

Rachel and Amina will reach out to Eleanor to start planning Board orientation.

MINUTES APPROVAL:

- **DECISION: May minutes approved as revised.**

0) Meeting Agreements & Grounding

- Meeting agreements read by Claire.
- Grounding offered by Jenny.

AGENDA REVIEW:

- No changes.

Member Owner Forum:

- N/A

1) IMR 2.5 Asset Protection - Monitoring (CLOSED SESSION)

Sponsor: CM Link

Purpose: decide

- NOTE: These minutes have had sensitive information redacted.
- Amina: IMR 2.5 is about the range of things CM do to protect our assets. We are in compliance except for 2.5 global, 2.5.5, 2.5.8. I'll talk about the parts not in compliance first:
 - Global part: REDACTED
 - 2.5.5: Training for our new OM fell down due to the pandemic. We haven't been

able to do internal audit in the past year. We plan to do one next month and then get back to our 6-month cadence.

- 2.5.8: REDACTED.
- Another thing I want to bring your attention: 2.5.1: Making sure everything is properly insured. Last year we were out of compliance about how much of the building's value was insured or not, but Rachel and I realized that the CM was reporting wrong information last year! We reported actual values rather than replacement values, and those are different numbers in the insurance world. We updated it, and now we believe we are in compliance.
- Eleanor: Ironical that freezer went out today, same day we're reviewing this! Very grateful that we have plans in place.
- Amina: Glad you said that, and glad James was here to hear it! Kudos!
- Josue: We have had a roof leak since 2001?
 - James: Actually not a roof leak; from siding underneath south-facing window or siding of community room. Have gotten quotes. Major project. Hasn't risen to priority; minor overall. It only leaks when we get a ton of rain at the beginning of the rain season. I have been looking into it, would love to get it down, but it's a lot of work for a not major problem. Has been like that for 20 years.
 - Brion: Any structural damage caused by this over time?
 - James: I don't know exactly. It's not a significant or perpetual leak...don't expect it's actually in the ceiling. Leak is happening at threshold of roof and coming in on that south face always, not on inside of store. Can of worms that's kept me from going into it myself: What's going on behind that siding? Would have to strip off all the siding on that side plus the window to find out what it is. It hasn't been enough of a priority, and it doesn't seem to be compromised.
- Naoki: REDACTED
- Naoki: Re 2.5.1 insurance: Where is the 80% from? Is that standard amongst co-ops?
 - Amina: I think 80-90% is common.
- Naoki: 2.5.5 audits: In the table you provided, there were meant to be audits twice a year, but it looks like we're doing it once a year. Or am I looking at the wrong table?
 - Amina: Couldn't find documentation of it happening in 2019, and it predates me being here. I couldn't find any information from there. Should have had one in December 2020 and this month.
 - Malorie: We did do an audit last week, so we will get back into that every-6-months rotation.
- Brion: REDACTED
- Jenny: Flow chart: Anyone come unprepared to act? No. Any operational definitions or interpretations unreasonable? No. Inadequate data? No. Plans to get into compliance inadequate? No.
- Naoki: Is this where we would ask for a 6-month followup? Yes.
 - Rachel: It would go into the CM FYI regardless.
- Proposal: Add to plan for compliance for 2.5.8: The CM links will update the Board at

the September Board meeting on 2.5.8 noncompliance.

DECISION: IMR 2.5 accepted as written with add to plan for compliance for 2.5.8: The CM links will update the Board at the September Board meeting on 2.5.8 noncompliance.

2) IMR 2.5 Asset Protection - Policy Reflection

Sponsor: all

Purpose: discuss

- Brion: Conversation about 2.5.8 was all about definition, not policy.
- Naoki: I recommend we update our policy with Columinate's more recent version. We could do it quickly with a small group.
 - Brion does not want to be in that small group.
 - Eleanor wants to be in that group.
 - Claire thinks good idea.
 - Josue will join.
 - Amina will join.
 - Naoki: Let's put this in for July.

Naoki, Eleanor, Josue, Claire, and Amina will review policy 2.5 and come back in July with any suggested changes.

ANNOUNCEMENTS:

- Naoki's last month on Board is July.
- Brion: Invitations to MOs to vote in election went out today!
- Rachel: Some of us should start planning a Board orientation!

Rachel and Amina will reach out to Eleanor to start planning Board orientation.

3) IMR 2.3 Financial Condition Q1 2021 - Monitoring

Sponsor: CM Link

Purpose: decide

- Rachel: One thing is we changed the operational definition of 2.3.1, which used to always be 0.5%. We raised that operational definition to 1%, but then, for this year, we budgeted for a net loss, noting that this is adequate for this year of pandemic. Also, we have done better than budgeted so far in the first quarter of the year. We did better or close to on target for everything that we budgeted!
- Amina: We also updated or clarified the operational definition for 2.3.6.
 - Rachel: That was the one where the operational definition did not include anything

about lateness, only about significant penalties. I simplified it and said that if we incur any penalties, we will report it. The reason I did that is because if we were supposed to pay a quarter of our minimum Oregon tax, there is no penalty incurred if I pay it one day late.

- Naoki: This report continues to show amazing financial situation for the co-op. Thank you!
- Brion: I was wondering if you could speak about the change of 0.5% to 1%?
 - Rachel: I think that in the past, NCG's recommendation was lower, based on a really long time ago NCG recommendation, and since then they have recommended budgeting 2-3%. We may eventually want to use 2-3% but not this year, especially because of pandemic. The 1% is a hoped-for intermediate on the way to budgeting for more.
- Anyone come unprepared to act? No. Anyone find definitions or interpretations unreasonable? No. Anyone find inadequate data? No.

DECISION: Board accepts IMR 2.3 as written.

4) Policy 2.4 update

Sponsor: Naoki

Purpose: decide

- Jenny: Huge kudos for Naoki for getting this finally to happen!
- Four people met (Amina, Rachel, Josue, and I), and we did this in less than an hour. Some context: Our policy had 12 sub-policies, and Columinate's had 5. We started from Columinate's and then asked ourselves if we should include it or not (which could be because we have co-managers rather than general managers). We used some things that already existed. It went well, and it was really great to have that template. Checking to see if Board has any concerns.
- Brion: Thank you for the work you did on this! The concern I have whenever we write new policies broadly like this is the difficulty of the language. It took me multiple times reading this to understand. As we put something into policy for a number of years, I wonder if we can simplify the language. Can CM take this and turn it into operational definitions with this specificity? Does this language meet the needs for CM?
 - Amina: It feels like clarification to me; there were some redundancies. Now that I have some of these reports under my belt, I have a better feel for what the board needs. I think this gets to that a lot better.

DECISION: Board accepts revised Policy 2.4 as proposed.

5) Board 2021 strategy follow-up

Sponsor: all

Purpose: discuss

- We're ahead of time! Lots of time to get back to conversation about Board priorities and strategies!
- Eleanor: We agreed that we wanted to pick up where we left off, so we haven't put any further instructions around the activity. I propose that we go back into the breakout groups that we were in previously and define concrete next steps.
- Jenny: Looking at the 4 specific priorities, what are the goals and tasks for the remainder of 2021?
- We will go back into the 4 groups from we had last time.

Here's how the document looked at the end of this next step:

2021 Priorities for People's Co-op Board

Next steps:

1. Finish making specific goals and/or action lists (at least one person who was in breakout room should be in the group discussing this)
 2. Write names and timeframes on actions
 3. Review what doesn't have names/action items: is that okay that those things don't get done?
 4. Put it all on a timeline and discuss how these will show up on board agendas or work sessions
 5. Define how we'll measure success
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1. Perpetuating our Board into the future

- Brion and Naoki already have a commitment from the NMEC to reach out to ~20 organizations to find Board nominees.
- Elections
- Training
- Support **(in #2 and 3?)**
- Sustainability
- Visibility/Events **(in #4)**
- Fun **(in #2)**
- Sense of Purpose **(in #2)**
- Finding new board members (Board and Member Owners)
- Document organization (Both or CM through the admin) **(in #3)**
- Communicate to owners **(in #4)**
 - To share what the Board does / what we are thinking about
 - To share our process regarding planning
- Board/CM relationship 1
- Study the Policy Register // education of new Board members

2. Sense of purpose and joy in Board work

What are we trying to achieve?

People's Ends are what set us apart from other grocery stores. Our Ends are a living document which belongs to our member-owners. A key piece of our Board role is to revisit and revive our ends for the present time and context in which the co-op is situated. For 2022, we will select one 'End' to be the focus for the year. Over the course of the year, we will tell the co-op story through the lens of that End, we will shape our policies to advance that End, we will educate ourselves and our member-owners about that End. In the 2022 Annual Election, we'll put it to our member-owners to select the 2023 End.

By working throughout the year on the Ends, the heart and soul of People's, we will bring a sense of purpose and joy to our work as Board members. Making the Board role more fun and meaningful will in turn attract more member-owners to run for the Board.

How will we know if we've been successful?

Objective	Success Metric	Target
Keep the End relevant and alive	Update to the End based on feedback (if applicable)	1 or more
Differentiate People's among other grocery stores as a values-driven enterprise	Percentage of member-owners for whom People's is their 'grocery home'	10% more than 2021 baseline
Increase knowledge among Board members on that End	Number of Board educations events regarding that End	1 or more
Increase knowledge among member-owners on the End	Percent of member-owners surveyed who know about the 2022 End	50%
Utilize the End to inform policies	Number of updates to a policy based on End/End update	1 or more

Where do we go from here?

Phase	Timeframe	Activities	Accountable Board Member(s)
Select 2022 End	Q3 2021 (July Board Meeting)	-Naoki and Eleanor to propose End selection at July Board Meeting, in collaboration with Links and any interested Board members	Eleanor, Naoki
Educate member-owners on the Ends	Q3 2021	- 2021 Annual Meeting Ends Trivia activity -Postcard campaign 'What is your grocery store doing to change the world?' with Ends and Ends report stats?	Eleanor, Claire

Prepare for 2022 End launch	Q4 2021	-Craft social media plan -Craft Grassroots plan -Design and order T-shirts?	
Bring awareness to member-owners on the 2022 End	Q1 2022	-Deploy social media plan -Publish GRassroots article	
Educate Board on the 2022 End	Q4 2021	-Hire expert to educate Board at Board Orientation -Start policy reflections with End--how do we weave it in?	
Educate and engage with member-owners on the 2022 End	Q1-Q4 2022	-Hold activities (interest groups, coffee chats with experts hired by the Board) -Solicit member-owner input on what the End means to them in daily life in Portland -Signage in store -Mail things to member-owners (postcards, coupons, etc. using Board budget)	
Tell the co-op story through the 2022 End	Q1-Q4 2022	-Craft Media plan (print, documentary, radio) -Collaborate with other Portland co-ops?	
Select 2023 End	Q3 2022 (July Board Meeting)	-Vote on ballot	

3. Efficient, simple Board work processes

- Data organizational structures / technological tools
- How many meetings?
- What kinds of meetings?
- How do we meet? (Zoom, in-person, mixed; pandemic response) When will it change?
- Distribution of work
- How do officers split up work?
- Subcommittees
- Identifying the work of the Board
- Policy Blitz

Discussion in Board Meeting:

- Tech piece, meetings piece, roles & responsibilities
- Claire & Brion conducting interviews with stakeholders to determine pain points, work on solutions, and bring back to group (workshopping as needed)
- Topics
 - Making meetings easier
 - ◆ Roles & responsibilities
 - ◆ Process
 - ◆ Tools
 - Officer responsibilities

- Claire - Eleanor, Sarabell, Brion
- Brion - Josue, Naoki, Claire, Hunter
- Other - Will, CM-Links, Gayle, Jenny

4. Engaging meaningfully with our Member Owners

2021 Q3/Q4 Goal:

Increase service to our Member Owners

Strategy:

- Make it easy for our members to communicate with us
- Increase dialogue, provide avenues for our members to tell us what they want from the Co-op, figure out how to do it and report back to them when appropriate.

Actions:

1. Find out what avenues we currently have for hearing from members. Which work and which don't?
2. Show up at the Co-op regularly - 'Meet the Board' drop in hours
 - ~~Increasing Sales~~
 - Increasing service to our MO
 - Increasing opportunities to interface - board members go to the coop regularly to meet MOs; need to advertise beforehand.
 - Gathering data (not just inspired or cranky MOs) ~ surveys, comment cards - and after gathering data, come back and do something with that data.
 - 'Third Place' (refers to a book) - Outside of home / work.
 - Communicating back to membership ~ Grassroots articles, website, emails, annual report
 - What matters to our owners
 - Is what our members want from the co-op changing? (* see gathering data)
 - What should we prioritize
 - Surveys (in the bi-weekly newsletter)/emails
 1. What are the main issues our member owners care about?
 2. Review the current Ends

Loop of engagement: gathering information from them, and giving back (grassroots, etc...)

Connects with the priority of Purpose & Joy, that serving our members and developing relationships feels good.

Chris suggests having a Board mailing list to communicate with owners directly.

Meeting ended at ? pm.