

4	10/26/21	Sarabell	2/22	Sarabell (re board perpetuation) will reach out to former CM facilitator connected with a lot of organizations; ask co-workers for more ideas [Update Nov: Connected with Jinju. Talked with coworkers, HOOs, Cory. Connected with coworkers on how to navigate other possible interest. Will do a broader outreach.] [Update Dec: No news.] [Update Jan: No news.]
5	10/26/21	Eleanor	2/22	Eleanor (re board perpetuation) will reach out to farmers, suppliers, farmer's market vendors [Update Nov: Prospect in the works, someone who reached out to her randomly.. Reached out to a local activist to put word out. Haven't reached out to suppliers/farmers. Can get names from Rachel.] [Update Dec: In progress.] [Update Jan: Richard supplied answers to questions for board appointment..]
6	10/26/21	Brion	2/22	Brion (re board perpetuation) will reach out to someone Amina mentioned; contacts at NAYA; urban farmer events; get ideas from Naoki; how can we get names of past board members? [Update Nov: Also connected with Jinju, will have conversation this week. Others on list not addressed yet.] [not at Dec meeting]
7	11/30/21	Eleanor	2/22	Eleanor will follow up with Susan regarding Susan's 3 ideas in the Member-Owner Forum. [Update Jan: Sent a letter, haven't heard back.]
8	1/25/22	Claire	2/22	Claire will bring how to operationalize staggered Board terms back to the elections committee and will report back next month.
9	1/25/22	Gayle	2/22	Gayle will add asking about recording to the Agenda Review section of the agenda.
10	1/25/22	Claire	2/22	Claire will look into what other Boards do for Board compensation (consult with Jade) and also look into tax implications.
11	1/25/22	Eleanor	2/22	Eleanor will reach out to John Steinam (Grocery Story) author to come talk to Board and Member-Owner community about the power of grocery co-ops.
12	1/25/22	Jen	2/22	Jen will come up with about 8 potential books a to consider for a Co-op Book Club with 4 books in 2022. [Include a book on anti-oppression to discuss the intersection between our capitalist economy and thriving local and

				cooperative economies and racism. Include Grocery Story Offer free/discounted books to interested Member-Owners?]
13	1/25/22	Sarabell	2/22	Sarabell will start a doc for Board to start brainstorming questions to add to the Member-Owner biannual survey that will go out in June 2022 related to the 2022 End.
14	1/25/22	Josue	2/22	Josue will contact at least 4 farms to think about farm tours
15	1/25/22	Jinju	2/22	Jinju will work with Josue and go to farmer's market and talk to vendors to see what farms we could visit—farm tour or video tours.
16	7/27/21	Eleanor	?	Eleanor will pick date for orientation and plan it after appointing new board member(s). [Update Sept: No new board member yet; we have prepared talking points that we would like the CM to share and are considering reviewing our Board discount.]
17	1/25/22	Claire	?	Claire will include Consent Agenda as an item in the Board Orientation.
18	7/27/21	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:

DECISION: August minutes approved as written. (Jinju and Claire abstained)

DECISION: December minutes approved as written. (Jinju and Brion abstained)

DECISION: We will move back towards staggered terms by having the three candidates with the most votes serve 3-year terms, next two would have 2-year terms, and next one would have a 1-year term.

DECISION: We will not elect new people to NMEC in this election, but volunteers are warmly welcomed to help. (Will stood aside, Jinju abstained)

DECISION: We will start using a Consent Agenda.

NEW COMMITMENTS:

Claire will bring how to operationalize staggered Board terms back to the elections committee and will report back next month.

Gayle will add asking about recording to the Agenda Review section of the agenda.

Claire will look into what other Boards do for Board compensation (consult with Jade) and also look into tax implications.

Claire will include Consent Agenda as an item in the Board Orientation.

Eleanor will reach out to John Steinam (Grocery Story) author to come talk to Board and Member-Owner community about the power of grocery co-ops.

Jen will come up with about 8 potential books to consider for a Co-op Book Club with 4 books in 2022. [Include a book on anti-oppression to discuss the intersection between our capitalist economy and thriving local and cooperative economies and racism. Include Grocery Story. Offer free/discounted books to interested Member-Owners?]

Sarabell will start a doc for Board to start brainstorming questions to add to the Member-Owner biannual survey that will go out in June 2022 related to the 2022 End.

Josue will contact at least 4 farms to think about farm tours.

Jinju will work with Josue and go to farmer's market and talk to vendors to see what farms we could visit—farm tours or video tours.

MINUTES APPROVAL:

DECISION: August minutes approved as written. (Jinju and Claire abstained)

DECISION: December minutes approved as written. (Jinju and Brion abstained)

M-O FORUM:

- No members came to address the Board tonight.

AGENDA REVIEW:

- Add 10 minutes closed session at end of meeting to discuss Board appointments.

1) Staggered Board Terms

Sponsor: Claire

Purpose: decide

- Claire: Bylaws suggest about 1/3 of the Board turning over at a time. We have 6 seats to elect this year! Should we (1) start everyone at 3 years or (2) start some at 1 or 2 years so they won't all complete terms at the same time 3 years from now? That would be 1 for a 1-year term, 2 for a 2-year term, and 3 for a 3-year term.
- Claire: My preference is to stagger them this way so we keep getting a few people on each year.
- Will: I've seen it where the highest vote-getters get the longer terms. I agree that we should

do this. It's what our Bylaws say we should do. We lose entity knowledge if a lot of people leave at once.

- Brion: I think we should stagger the terms.
- Jen: Not staggering would come from a pessimistic point of view that people would not complete their terms. I don't want to set our intentions in that direction.
- Temp check: We're all in favor of staggered terms.
- Now the how: Assign randomly, let people choose, or use Will's idea?
- Eleanor: I am in favor of Will's proposal.
- Brion: I strongly prefer Will's proposal since it puts the decision in the hands of the Member-Owners.
- Sarabell: Question about term limits. Can someone run again if they just served one year? [Brion: We do not have term limits.]
- Jenny: Anyone have concerns about this proposal? [Claire: Concerned about people who get less votes. We need to welcome all and treat all equally.] [Brion: What if we only have 6 people run, and they all get voted in by everyone?] [Jenny: Let's let the details be worked out offline.]
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DECISION: We will move back towards staggered terms by having the three candidates with the most votes serve 3-year terms, next two would have 2-year terms, and next one would have a 1-year term.

Claire will bring how to operationalize staggered Board terms back to the elections committee and will report back next month.

2) 2022 Elections

Sponsor: Claire

Purpose: discuss/decide

- Claire: Acknowledge that it's really hard right now to find candidates, and the nominations committee has done a lot of work.
- Proposal: Don't resume the NMEC this year, but everyone on it is welcome to be on the elections team for this upcoming election, and then Claire will devote energy to getting NMEC up and running again right after the election.
- Brion: Point of information: Bylaws do state the existence of an elections committee. Something to consider: It's not clear if nomination committee elections per Bylaws are meant to be every time we have an election or just that that's when it would happen if more members are needed.
- Claire: Point of information: There is no limit on number of people on the nominations committee, so everyone who runs will be elected.
- Josue: I support the proposal.
- Jen: I see the proposal as doable. Not worried about the language.
- Eleanor: I support the proposal.

- Sarabell: Makes sense to me.
- Brion: In the past, when the NMEC has done its work in reaching out to folks to consider running for the Board, folks also want to get more involved in the co-op. Some might choose to join NMEC first. Having both Board and NMEC open for people to join lets people get involved at different levels. I can also understand not doing it this year since we're about to revisit the charter. We could just invite people to be involved in the elections process, and they could formally run for it next time and maybe help create it. I just have a concern about eliminating ways for members to get involved. This broadens the power base; it's not just Board members choosing Board members.
- Christopher: I'm a little bit concerned, at least conceptually, that the Board might be taking away a third party being involved in Board perpetuation. NMEC provides that broader democracy. In the past, the Board wanted help with elections, finding people to run and getting people to stay. NMEC could help. It concerns me that the group took so long to ask for input; "Nothing about us without us."
- Eleanor: Temp check on inviting volunteers to help with elections without formalizing it as election to a committee? [Mixed, several downs.]
- Claire: To Brion's and Christopher's point: The Board can appoint people who want to be in the NMEC at any time. As for the question of the Board choosing the Board, we're currently in a position to approve anyone who runs anyway since we have so few coming forward. Re volunteer opportunities: We lost 3 people who resigned from the NMEC because of how it was handled. Also, half of the work is very process-driven, so bringing new people in at this point in time is difficult.
- Sarabell: I thought we were looking at a need to revamp the NMEC charter, create a better and more workable experience. I think knowing that my coworkers on the CET are doing a lot of this work already, so not sure how training volunteers would happen.
- Brion: I would not block consensus on this, but I would probably stand aside. I also really want to make sure that Christopher is getting a warm welcome (not just "not turned away") to continue volunteering in this way.
- Claire: I would say volunteers are 100% welcome, just not officially electing people to NMEC. [Brion: I can get on board with that.]

Gayle will add asking about recording to the Agenda Review section of the agenda.

DECISION: We will not elect new people to NMEC in this election, but volunteers are warmly welcomed to help. (Will stood aside, Jinju abstained)

3) Gift Cards as Board Compensation

Sponsor: Claire

Purpose: discuss

- Claire: Not making a decision, just having a discussion. We saw in Columinate an article

about alternate Board compensations, particularly a gift card dollar amount instead of a percentage discount. The discount is inequitable in two ways: (1) The more you eat, the more you earn. (2) You have to spend money to get compensation. Note that discounts are still very common in co-ops.

- Jen: Would like to do more exploration about this monetary compensation. At what point do Board members then become independent contractors? Note that \$600 is the proposed amount of the gift card, and that happens to be the threshold with the IRS that requires declaring it as income. Also, concerned about equity with HOOs, who are volunteers who are compensated with discounts.

- Eleanor: As a Board, part of our motivation was to make it more attractive to get involved.

- Brion: Previously, we tried to define ourselves as HOOs, and CM Links said the Board are not HOOs; Board of Directors are a different case.

- Brion: I will work with Rachel on drilling into the dollar amount. I see the amount set aside has been fluctuating.

- Jenny: Anyone with further thoughts should get in touch with Claire.

- NOTE: **Claire is taking on the role of chair of the nominating committee.**

Claire will look into what other Boards do for Board compensation (consult with Jade) and also look into tax implications.

ANNOUNCEMENTS:

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4) Board Documentation on Google Drive

Sponsor: Claire

Purpose: update

- Claire: We wanted a central location to save all the documentation from our meetings for our reference and for future Board members to find things easily.

- Rachel: GSuite has been free, but it might be per-person per-month charge. Please be sure to coordinate with CM on technology needs. Maybe give Board access to the board folder on the server?

- Brion: Yes, would it ever be appropriate or desirable for all Board members to have access to documentland? Might be less convenient than cloud-based solutions. Something to think about.

- Claire: Let's save the documents for now and have a technology small group discuss ideas.

5) Consent Agenda Item

Sponsor: Jenny
Purpose: decide

- Jenny: This is a meeting tool. It allows us to spend less time on items likely to have no discussion needed and more time on things we do need to discuss.
- Brion: I suspect we may need some training on how to use this.

Claire will include Consent Agenda as an item in the Board Orientation.

DECISION: We will start using a Consent Agenda.

6) Ends Work, small group work session

Sponsor: Eleanor
Purpose: discuss

- Eleanor: Not much time to work on this much, but I want to bring it back in front of the group and chime in on some activities we could get started on.

Eleanor will reach out to John Steinam (Grocery Story) author to come talk to Board and Member-Owner community about the power of grocery co-ops.

Jen will come up with about 8 potential books to consider for a Co-op Book Club with 4 books in 2022. [Include a book on anti-oppression to discuss the intersection between our capitalist economy and thriving local and cooperative economies and racism. Include Grocery Story. Offer free/discounted books to interested Member-Owners?]

Sarabell will start a doc for Board to start brainstorming questions to add to the Member-Owner biannual survey that will go out in June 2022 related to the 2022 End.

Josue will contact at least 4 farms to think about farm tours.

Jinju will work with Josue and go to farmer's market and talk to vendors to see what farms we could visit—farm tours or video tours.

Meeting ended at 8:20 pm and went into closed session.