


Board Meeting Minutes
Tuesday, July 27, 2021; 5:30-8:30 pm

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

Attended by:

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

CM/Staff: Amina, Rachel

Member-Owners: Chris, Christopher

Guests:

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	3/23/21	Sarabell	8/21	Sarabell will take leadership on next steps for white-passing affinity group's conversation about microaggressions. (Jenny can be a sounding board.)
2	9/22/20	Brion, Padrice, Eleanor	8/21	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.]
3	1/26/21	Sarabell	8/21	Sarabell will reach out to Alberta Co-op Board on how they handle self-monitoring. [Update 7/27: Will bring to August work session.]
4	7/27/21	Gayle	8/21	Gayle will add to Q3 member engagement chart: Naoki, Brion, Claire, Eleanor attended Election event at the co-op.
5	7/27/21	Eleanor, Claire	8/21	Eleanor and Claire will work on appointing new board member(s).
6	7/27/21	Eleanor	8/21	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	7/27/21	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.

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: April minutes approved as revised.

DECISION: June minutes approved as redacted by Amina.

DECISION: Board accepts IMR 2.0 as written.

DECISION: IMR 2.8 accepted as written, with acknowledgement of noncompliance with 2.8.1.

DECISION: Board acknowledges that Hunter Sunrise was elected to the Board but declined his seat.

NEW COMMITMENTS:

Brion and Amina will meet to talk about policy 2.0 to address unlawful but prudent activity by April 2022 board meeting.

Gayle will add to Q3 member engagement chart: Naoki, Brion, Claire, Eleanor attended Election event at the co-op.

Eleanor and Claire will work on appointing new board member(s).

Eleanor will pick date for orientation and plan it after appointing new board member(s).

MINUTES APPROVAL:

- **DECISION:** April minutes approved as revised.
- **DECISION:** June minutes approved as redacted by Amina.

0) Meeting Agreements & Grounding

- Meeting agreements read by Josue.
- Grounding offered by Amina.

AGENDA REVIEW:

- The “sendoff shenanigans” will happen after break instead of at end of meeting.

Member Owner Forum:

- N/A

1) Welcome New Board Members

Sponsor: Eleanor

Purpose: update

- [skipped at first since Hunter not here; came back before announcements to welcome

Josue as an officially elected board member!]

2) IMR 2.0 Global Executive Constraint - Monitoring

Sponsor: CM Link

Purpose: decide

- Amina: Asserting compliance on this. This and 2.8 are both big-level policies or talking about how we are reporting to the board, so it all feels a little bit “meta.” No known illegal activities, no signs of such. We are in compliance with all 7 cooperative principles. There is some newer work on Cooperative Principle 6, a lot to do with “PDX Co-op Collab,” our collaborative project--excited about that!
- Brion: Really want to acknowledge Amina for the complicated work on both 2.0 and 2.8, looking back over a whole year. Report is well organized and easy to digest. Great read.
- Claire: Really want to acknowledge the work of running a co-op and the community support. Great to be reminded of that. Important details!
- Sarabell: Very proud reading this! Love how it is concisely compiled but says so much about who we are. Favorites are the education and training information and the cooperation among cooperatives and seeing that come to life and be thriving. We are continuing to educate our community and continuing the co-op brand. I want to hang it on the refrigerator in the co-op and read it all the time!
- Claire: Which of the things in the 6th Principle, Cooperation among Cooperatives, excites you the most in your work? Asking any CM present.
 - Amina: I think the PDX Co-op Collab is one of the most exciting things we’re up to. I’m a little biased, because I’m part of that, but the co-ops in the area have talked about wanting to do this for a year and a half, and we’ve been cooperating, but it has really gotten going since last year. NCG is looking at us with interest in what we’re doing here. Maybe they can bring it to other regional hubs around the country. I feel really proud of this.
 - Sarabell: Just twinkling what Amina said.
- Brion: Operational definition, second one, about conforming to laws and regulations. Can you talk about why that is the meaning of compliance the CM has agreed on?
 - Amina: That boilerplate also goes with the second one. We’re not just capturing illegal activity we might be fined or sued for, but illegal activity of any kind, so that casts a wider net. Do you have a different idea of what the operational definition should look like?
 - Brion: I’m aware there might be other ways of measuring compliance, so curious why using this one. I was thinking compliance might be not having any illegal activity. I know there was kind of an issue around the discount at the register around Juneteenth. Just wanting to understand it a little bit more from a CM perspective.
 - Amina: I think “successfully sued or fined”--people can be sued about anything. Wanted to get to the heart that if we know of anything, we are on the hook to tell

you.

- Sarabell: It doesn't make sense to list all the things we do that are not illegal! Instead, we'll make sure that if we know of anything that is illegal, we will tell you about it.
- Rachel: That's similar to what I would say. It captures the fact that there could be unknown things, but if there is anything known, we will report it. Unknown could be someone at the co-op doing something that was illegal that the CM didn't know about, or we did something that we didn't know was illegal but then were sued successfully.
- Brion: Thank you. So the common denominator between those two things is the shared definition of compliance. I do remember talking about this year; sorry I can't recall the conversation. Want to understand the intention behind having an answer like there are a few things out of compliance but we could still accept is as in compliance.
- Amina: That's easy to answer: I've just been answering it going with the majority of the points.
- Jenny: When you look at the Policy Governance flow chart, if the data does not demonstrate compliance, but there is a plan that the board agrees with, then you accept the report with acknowledgement of noncompliance. You can also choose to not accept the report, or you can accept it as not in compliance but have consequences (that you specify). And I know that it feels better to say that a report is in compliance with a few exceptions rather than non-compliance but it's more accurate, according to the flow chart which guides us, to say that a report is accepted with non-compliance with regards to XYZ (with whatever plan the board agreed with to get into compliance).
- Did anyone come unprepared to act? No. Anyone find interpretations unreasonable? No. Any inadequate data? No. So proposal is to accept the report as written.

DECISION: Board accepts IMR 2.0 as written with acknowledgement of the plan to get into compliance.

3) IMR 2.0 Global Executive Constraint - Policy Reflection

Sponsor: all

Purpose: discuss

- Brion: Do we need to change the policy to address the issue of “unlawful but prudent” activity?
 - Amina: Maybe we don't need to change the policy, but there may be times that the right thing to do is not legal at the time, so we would talk to the Board about it.
 - Brion: How about if you and I check in about it later, a few months before we review this policy again? Sure.

Brion and Amina will meet to talk about policy 2.0 to address “unlawful but prudent” activity by April 2022 board meeting

4) IMR 2.8 Communication and Board Support - Monitoring

Sponsor: CM Link

Purpose: decide

- Amina: This came to the board a year ago and was resubmitted a few months ago, so it may seem fresh. Asserting compliance except for timeliness of reporting, which had to do with turnover in the Link position. We made a lot of progress, but still not completely compliant. When we schedule our goals for next year, we might want to talk about putting this 2 months after 2.3 instead of 1 month so Rachel doesn't have to scramble.
- Amina: Thank you for completing the survey. It seems like having 2 Links has been working better for the Board and that we've made progress on getting everyone resourced.
- Sarabell: I found this very educational, learning what your lenses are, when you are communicating with whole board and when not. I learned about the communication through Links by reading this.
- Did anyone come unprepared to act? No. Anyone find interpretations unreasonable? No. Any inadequate data? No. Besides 2.8.1, anything out of compliance? So proposal is to accept the report as written.
 - Sarabell: I would like to hear how it's landing, have a sense of where people are at.
 - Will: I didn't comment because I would just repeat what I've said a number of times, which is that the CM is doing an excellent job and improving all the time. I have a better understanding than most of the myriad things it takes to run a business like this with so few glitches, particularly in the past year and a half of pandemic. They're not perfect, because they're human, but they identify their weaknesses and find ways to improve.
 - Josue: I second what Will said. I often don't say much because everything looks great.

DECISION: IMR 2.8 accepted as written, with acknowledgement of noncompliance with 2.8.1.

5) IMR 2.8 Communication and Board Support - Policy Reflection

Sponsor: all

Purpose: discuss

- Brion: I have a question I should have asked in the first section. So 2.8 is about communication and support of the Board, and I want to ask the CM Links how the communication is going from your perspective. Do you feel like you get direct

communication from the Board? Are there ways we could support you better.

- Amina: I'm happy to discuss that more at some point. Also, want to point out that there could be more frequent check-ins with your admin.
- Brion: Can we talk about this at next officer/link meeting? Sure.
- Jenny: Also with me as your facilitator.
- Rachel: It would help me to be tuned into what's coming up for you in the next work session and what you talked about at the last one, so I can be aware of where your attention is. I don't *need* to know this, but I would like to.

ANNOUNCEMENTS:

- Brion: Bylaws amendment passed.
- Brion: Hunter Sunrise declined his seat on the Board.
- Brion: There will be more information from Brita about the organizations that are going to get the donations.
- Jenny: Outdoor concert this Sunday at the farm--get in touch if you'd like to come.
- Eleanor: CM has achieved the Double Up Food Bucks, already happening at the register, people are finding out. There may not be any other co-ops doing this!

DECISION: Board acknowledges that Hunter Sunrise was elected to the Board but declined his seat.

6) Board Priorities Action Plan - Purpose & Joy in Board Work

Sponsor: Eleanor

Purpose: discuss/decide

- Eleanor: Naoki and I put together an action plan to advance the "Purpose and Joy in Board Work" priority. Remember that at our retreat, we came up with four priorities: Perpetuate our Board into the future; Sense of purpose and joy in Board work; Efficient and simple Board work processes; and Engaging meaningfully with our Member-Owners. I'm particularly excited about the Purpose and Joy in Board Work item because, as I look at it, it will help perpetuate our Board into the future by being fun and dynamic, and also, the way Naoki and I put forward the plan, it will create many opportunities to engage meaningfully with MOs.
- Eleanor: Since then, we've talked about these in breakout sessions and started creating action plans for each. Tonight we will be talking about Purpose and Joy in Board work. Naoki (knowing him as you do) kept coming back to the Ends. Our Ends are what make us unique and unlike other grocery stores, and it is a living document that belongs to our MOs. Part of our work is to keep revisiting the Ends and make sure they are alive and up to date. We propose that for 2022, we select one End to be the focus for the year. Over the course of the year, we'll tell the story of our co-op through the lens of that End, shape and review our policies through the lens of that End, learn about that End as a Board and

educate MOs about that End. Then, in the 2022 election, we can ask members what End we should focus on the following year!

- Eleanor: We would increase our Board's awareness of the chosen End and educating ourselves, maybe bringing experts in to talk to us about agriculture, etc.
- Eleanor: We would keep the End relevant and alive! Maybe there would be an update to the End, and maybe there would not. We want to let our MOs know that the Ends are the key ways we distinguish ourselves from other groceries.
- Eleanor: We would focus our policies based on our Ends! We might want to update one or more of our policies based on the End.
- Jenny: Wow! Awesome, very thought-through work and presentation!
- Eleanor: Timeline: Once we select our End for this year (maybe in this meeting, maybe at a work session, maybe at a separate meeting with Jade, maybe at our orientation), we have the rest of this quarter and the final 3 months of the year to start to remind our MOs that the Ends exist and what they are. Claire and I put together an Ends trivia game. Maybe we do some kind of outreach to MOs with an eye-grabbing campaign, maybe with help from Brita. Then we would spend the final months preparing for that End to be the focus for the next year. We could do articles in GrassRoots, get T-shirts made, plan a fundraiser around it, coffee chats, presentations from experts. Social media, website, email list. We would also be educating ourselves on the End for the next year. Think about doing policy reflections with the chosen End in mind. Signage in store to promote the End and the awareness campaign. Reach out to media outlets or co-op organizations, other co-ops. Put to a vote from MOs in 2023.
- Sarabell: This is so brilliant! So focused! No specific questions, just feeling the joy and purpose right now!
- Eleanor: We talk about member engagement quite often. But what do we talk about with them? Rather than small-talk, this gives us some actual structure, what we want to hear from them about.
- Brion: Appreciate all the work on this and the timeline of one End per year. My thoughts are going from transitioning from the work you did to the actual steps to make it happen.
- Eleanor: Next step would be to put names in these boxes. Who's interested in doing some work on how we select the 2022 End? Work session, ask CM Links, ask entire CM? Let's get names on the commit chart and get started on them. If someone doesn't care how we pick the End but is excited about creating member engagements about it, you could put your name down for that.
- Brion: Should we all work on picking the first End, or should a subgroup of two or three do that and the rest of us sign up for other things?
- Eleanor: It would be great for those who have strong feelings or preferences to raise their hands, and those who have no preference to add their names later.
- Brion: I propose that all board members should be active in one of these Q3 items now if feasible.
- Sarabell: Is these a step we're missing (or have already done) to say that the Board has buy-in for this strategy?
- Eleanor: Yes, let's consense on this.

- Jenny: Any questions or concerns with trying this proposal on?
 - Claire: I'm behind the proposal. One thing we should be cautious around is anything requiring Board member work on this. There are some other things I'd really like to work on and am not sure that working actively on this right now is something I can commit to. Like filling the open seat is a priority for me, and I'm working on a documentation thing as well.
 - Eleanor: I was in Zen mind with how I originally thought about this. And yes, filling the open seat is critical for perpetuating our Board work. So now I'm thinking let's do as Brion suggested and all work together to choose the End, then see who can take on the other pieces. Also open for people to say they don't have time or energy right now and will step back for now and step back in later.
 - Jenny: So not a requirement to participate, but a request for feedback when asked? Yes.
 - Brion: I acknowledge that there are 4 things we said we want to work on, and there are three other things besides this, and I'm working on one of those. I'm thinking about member engagement and reworking the NMEC charter, etc. We all have things we're each focused on with just one or two other people, but I'm seeking something where we're all working on something together over time.
 - Sarabell: Even if we're not all directly working on this project, can we get buy-in so that whatever lens we're choosing to use for our focus this year, we have that in mind when we're doing any project that we're doing. Not extra work, just hold this thread as part of what you're doing.
 - Eleanor: That makes a lot of sense to me, and I love how you said that! Things we might want all board members involved in: How we want to educate ourselves on this End, and whether we put this to a vote for MOs--check in early next year on if that's the way we want to go.
 - Jenny: The creative tension here is making sure we are in some sense doing this as a whole Board together while not making it a burden that distracts from other work some people are more focused on--what pieces needs the full Board's attention?
 - Jenny: Side note for Eleanor and/or Gayle: I think you'll want to update this proposal with some of this conversation so it's all written out what you're agreeing to or not, and also putting it into the orientation for future Board members.

Summarizing what I have so far:

- **1. There is a hope for whole board to feel we're doing this together, and there are specific pieces that the whole board will be asked to participate in:**
 - **a Choosing the End for 2022**
 - **b. Educating ourselves on the End**
 - **c. Deciding whether to put it to a vote for MOs**
- **2: Use the chosen End as a lens to look through in any work you do this year.**
- **3. No requirement for everyone to work on the other parts of this proposal, but there is a request for timely feedback.**

- Jenny: Temp check on spirit of proposal: 4 thumbs up, 1 neutral (Claire: Burned by how poorly attended our events so far have been, hard to be enthusiastic.)
- Jenny: Getting to some place of closure at this meeting, would it make sense to add other ideas you'd want to have put into the proposal (like the things I was rambling) and have Eleanor write them up to bring back?
 - Claire: I think there's a benefit to us coalescing around the idea of the proposal since there's a lot of positivity about it in general, then figuring out implementation in future work sessions.
 - Brion: Not understanding the urgency in approving this right now before we know more.
 - Eleanor: My feeling is that the third quarter is almost over. I'm okay with the Board saying we like this general idea and figure out the implementation details later.
 - Brion: We're in relative alignment with this and want to start working on it but may not need a formal consensus.
 - Sarabell: I was really just wondering if we had buy-in, and it sounds like we do, so I don't think we need to formally consense.
- Eleanor: No formal proposal needed. As long as board feels this is the right direction and it isn't a waste of time, I'll just bring something more fleshed-out to our work session.
- Jenny: Huge high-fives to Eleanor and Naoki!

Meeting ended at 8:33 pm.