


Board Meeting Minutes
Tuesday, May 24, 2022; 6-8:30pm

Facilitation: Jenny

Minutes: Gayle

Vibes/Celebration: Sarabell **Clean-up:** n/a **Scribe:** n/a

Attended by:

Board Members: Will, Brion, Claire, Sarabell, Jinju, Eleanor, Bruno, Amanda

CM/Staff: Jen, Rachel

Member-Owners: Marc

Guests:

COMMITMENTS:

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	2/22/22	Eleanor, Bruno, Sarabell, Jen	6/22	Bruno, Sarabell, and Charlotte will join Grocery Story event planning team with Eleanor. [Update March: Communicating with John, next step is choosing a date. Jen will be point person for the Book Club, with help from Bruno and Eleanor.] [Update April: Still need to set a date and decide in person vs Zoom.] [Update May: Still working on finding a date. Team is now Eleanor, Bruno, Sarabell, and Jen. Jen will keep Charlotte in the loop.]
2	7/27/21	Brion, Amina	6/22	Brion and Amina will meet to talk about policy 2.0 to address unlawful but prudent activity by April 2022 board meeting.
3	3/22/22	Eleanor, Bruno	6/22	Eleanor and Bruno will bring discussion around customer complaints to a work session or board meeting
4	3/22/22	Brion, Rachel	6/22	Brion and Rachel will get together by May to create timeline for creating board budget for 2023.

5	5/24/22	Sarabell, Eleanor Amanda	6/22	Sarabell, Eleanor, and Amanda will flesh out wording and ideas for getting the word out about choosing the 2023 End. Coordinate with Charlotte and Gabi; copy Jen.
6	5/24/22	Jinju	6/22	Jinju will share photos and recordings from preliminary visit to Farmageddon.
7	5/24/22	Jinju	6/22	Jinju will connect with Charlotte, Tamara, maybe others to partner with for farm tour.
8	5/24/22	Sarabell	6/22	Sarabell will intro produce folks to Jinju to explore re farm tour.
9	5/24/22	Jen	6/22	Jen will ask Dusty if a HOO could help with farm tours; need to know time commitment, a new HOO position vs reassign; other questions.
10	5/24/22	Eleanor	6/22	Eleanor will have Board discuss choosing a farm tour champion at a work session.
11	2/22/22	Claire	7/22	Claire will put together a proposal for a Work Session charter in the next month, and we can discuss it at a work session.
12	1/25/22	Claire	7/22	Claire will bring how to operationalize staggered Board terms back to the elections committee and will report back next month.
13	1/25/22	Claire	7/22	Claire will include Consent Agenda as an item in the Board Orientation.
14	1/25/22	Claire	7/22	Claire will look into what other Boards do for Board compensation (consult with Jade) and also look into tax implications. [Update March: 50% of boards get gift cards, other 50% get discounts. Next step: Claire will work with CM on connecting with HR and lawyers to discuss alternative board member compensation.]
15	3/22/22	Claire	7/22	Claire will create an agenda request to discuss future board self-monitoring.

DECISIONS:

DECISION: April minutes approved as written. (Claire and Brion abstained)

DECISION: Board accepts IMR 2.3 as written and in compliance except for 2.3.6, with plan to get into compliance accepted.

DECISION: The Board will raise the hourly rate for Jenny Leis to \$100 per hour, backdated to February 2022. Between May and June Board meetings, discuss an additional increase, and prepare performance feedback to share with Jenny.

NEW COMMITMENTS:

Sarabell, Eleanor, and Amanda will flesh out wording and ideas for getting the word out about choosing the 2023 End. Coordinate with Charlotte and Gabi; copy Jen.

Jinju will share photos and recordings from preliminary visit to Farmageddon.

Jinju will connect with Charlotte, Tamara, maybe others to partner with for farm tour.

Sarabell will intro produce folks to Jinju to explore re farm tour.

Jen will ask Dusty if a HOO could help with farm tours; need to know time commitment, a new HOO position vs reassign; other questions.

Eleanor will have Board discuss choosing a farm tour champion at a work session.

M-O FORUM:

- None.

AGENDA REVIEW:

No changes.

MINUTES APPROVAL:

DECISION: April minutes approved as written. (Claire and Brion abstained)

1) IMR 2.3 Financial Conditions and Activities, Q1

Sponsor: CM Link

Purpose: decide

- Everything except gross margin was on target or better. There are two sets of numbers for most metrics due to PPP forgiveness and how those monies were applied.

- Question: Use of PPP: Why are we using that to go above what we had budgeted for making up the deficit as opposed to saving it?
 - o It's really just theoretical allocation; all of the money came in in 2021.
 - o Didn't we have to report how the money was used?
 - We had to show that we had the qualifying expenses in the covered time period, and we did. It was awarded in 2020 and forgiven in 2021.
- Question: What's behind the margin erosion?
 - o Need to talk to buyers. Probably it's that our costs have risen in bulk department, but or might be a stocking error on our part.
- Anyone unprepared to act? No. Operating definitions unreasonable? No. Inadequate data? No.
- Proposal: Accept IMR 2.3 as written and as in compliance except for 2.3.6.

DECISION: Board accepts IMR 2.3 as written and in compliance except for 2.3.6, with plan to get into compliance accepted.

2) Facilitator Compensation

Sponsor: Eleanor

Purpose: decide

- We discussed this at length at a work session and decided to bring it to the board to discuss openly.
- Jenny's current rate is \$65/hour. The budget for next year assumes a rate of \$90/hour in anticipation of this request for a rate increase. Further discussion at tonight's meeting led to a consensus that the rate should be at least \$100/hour, based on industry standards and great appreciation for Jenny's work.
- Proposal: Raise the hourly rate for Jenny Leis to \$100 per hour, backdated to February 2022. Between May and June Board meetings, discuss an additional increase, and prepare performance feedback to share with Jenny.

DECISION: The Board will raise the hourly rate for Jenny Leis to \$100 per hour, backdated to February 2022. Between May and June Board meetings, discuss an additional increase, and prepare performance feedback to share with Jenny.

ANNOUNCEMENTS:

- Voting for Board of Directors starts tomorrow!
- Wine & cheese tasting in the courtyard 2-4 on Friday the 27th!
- Question from Charlotte: Is anyone interested in picking up the farm tour work, working

with Charlotte?

- We have 8 candidates on the ballot (7 seats). Meet the Candidates event will be at the Annual Meeting, which will be digital. Next Elections Committee meeting will be determining the format of the Meet the Candidates event and talking about how to assign the varied term limits.

3) Ends Report

Sponsor: CM Link

Purpose: educate

- We'll start with seeing if folks have questions to help you understand things you read in that report. Then we'll take the time to celebrate and share, hearing from each board members a couple of things that really stood out for you. If there are a lot of questions, we'll ask people to put them in the chat so we can collect all of them and CM can see them and answer them.
- Question: How long have we been involved with the Twin Pines Cooperative Association?
 - o More than 10 years.
- Question: How do we give a discount to members of other co-ops, since we don't have anything on the register for that?
 - o Incomplete answer: We have "member" accounts for Alberta, Food Front, and "other." We've fallen out of the habit of asking, since it's been so long that we've had a member patronage dividend. We should retrain cashiers to ask something like, "Are you a member of this or any other co-op?"
- Favorite report of the year! Highlights: Double Up Food bucks grew from about \$26K to more than \$35K; that demonstrates the collective need for this—204 new customers got that help, and maybe previous customers are using it more. Seven farms are on 5 or fewer acres. Business advantage of this: didn't lose supply chain. 93% organic, 48% bulk/produce. Vegan white chocolate and non-alcoholic beer!
- First and maybe last time to see Ends report. Loved interpretation and definitions. Making change through cooperative business—empowering. Interesting to see top-selling items. Happy to see Double Up Food Bucks match increased to \$20 from \$10.
- So powerful to participate in Double Up Food Bucks both in farmer's market and in store. Words of appreciation from customers are so powerful.
- Masking policy: people's gratitude on this stance much more common than pushback.
- Appreciate the work we've not only maintained through pandemic but also improved.
- Love outreach to BIPOC growers.
- Double Up Food Bucks is a step towards food for all.
- So much more bulk & produce than other stores!
- Would love to make sure that this information gets out to our members, farmers, communities!
- Impressed with continued emphasis on local famers/products (and the co-op exclusive

flavors of Lionheart Kombucha for example!), and the way we were able to avoid non-sustainable packaging/containers.

- Gratitude to Amina for creating the template for this report! Made it so easy to write this report that you all have appreciated.

4) 2022 and 2023 Ends Work

Sponsor: Eleanor

Purpose: discuss

- Last year, we elected to focus on Thriving Cooperative and Local Economies for 2022. Main goal tonight is to figure out how to choose the End to focus on for 2023. If time, check in on 2022 work. Also, if time, how do we get the word out about what we're doing?
- Historical context: We picked the one for 2022, but we were strongly in favor of MOs picking the next one. Advocate against doing this at the digital Annual Meeting, since we only had 3 people last year. (One idea, something a former board member advocated for: An email list that Board could use to communicate with Member-Owners.)
- Probably too late to get on ballot, but there should be another way to get member decision on the 2023 End if that's what we want.
- Temp check: How important to let MOs choose the 2023 End focus? 5 thumbs up, 3 neutral.
- Another option: Annual Meeting PLUS other ways. Could have a survey that has a QR code link and/or web link in-store.
- For wider distribution: Sending out digital poll in addition to in store; multiple avenues of communicating with MOs.
- Proposal: Board team to flesh out the idea with Board and CM (especially Charlotte and Gabi)? Sarabell, Eleanor, Amanda.
- Any 2022 End project updates?
 - o Book club on hold until we get date finalized. Presentation will be on Zoom.
 - o Charlotte wants to know who can support farm project since Josue is stepping down and Jinju is in Korea. Tamara (Farmer's Market coordinator) came to the farm visit and seemed to be excited about it, they but might not have bandwidth to lead this project. What about a HOO? Produce team may also be interested.
 - Can someone on Board partner with Jinju since she will be transitioning off the Board in July. Would like to have continuity.
 - Maybe we can discuss at a work session.

Sarabell, Eleanor, and Amanda will flesh out wording and ideas for getting the word out about choosing the 2023 End. Coordinate with Charlotte and Gabi; copy Jen.

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Meeting ended at 8:30.