

PEOPLE'S BOARD AGENDA

Tuesday, June 28, 2022, 5:30 - 8:30 pm (ON ZOOM)

Facilitator: Jenny Leis Vibes/Celebration (2): Minutes: Nick

Presenter: Purpose: Time:

Settling & eating (AT HOME) Enjoy! 30 min
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Meeting Agreements Board member agree 2 min Grounding & Gratitude All 3 min Check-ins All 10 min
Member-Owner Open Forum Owners address board 10 min

Agenda review/approval, permission to record , officers
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Facilitator 1 min

Minutes review Minuter approve minutes 2 min
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1) IMR 2.5 Asset Protection Monitoring CM Link decide 25 min

2) IMR 2.5 Asset Protection Policy Reflection CM Link discuss 10 min 3) Hybrid Meetings Claire discuss 15 min

Stretch & Restroom Break- don't wander off. all 10 min
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1st Half Total - 88 min

Announcements all announce 2 min

Commitment Chart Review all update 8 min
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4) Board Gift Cards Claire discuss 25 min 5) Process for Choosing the 2023 End Eleanor/Sarabell discuss 18 min
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Review Decisions & Commitments Minuter review 3 min Check-outs all 6 min

Next Meeting: Tuesday, July 26, 2022, 5:30-8:30p

Total 150 min.

Zoom Meeting Protocol

* Our agreement is that the chat function of Zoom should be used for non-content topics only. Examples we'd like to see: 'BRB. Getting water.' 'Having sound issues.' 'Cute baby!' * Comments that are about the agenda/discussion topic and vibe checks should be done verbally. We do this to: facilitate audio-only participation, ensure that there is only one stream of focused conversation, and

most importantly because we want everyone to be ‘heard’. We will use visual symbols or the “raise hand” function on Zoom to catch the facilitator’s attention and get in line if we aren’t feeling able to jump in verbally. If you are uncomfortable speaking out you may message the board president who can act as a proxy for you. Note: Our facilitator does not monitor chat. **Join Zoom Meeting**

Meeting ID: 985 0432 5912

Passcode: 259087

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.] Update June: Ongoing
2	7/27/21	Brion, Amina	6/22 7/22	Brion and Amina will meet to talk about policy 2.0 to address unlawful but prudent activity by April 2022 board meeting. Update June: pushed to July
3	3/22/22	Eleanor, Bruno	6/22	Eleanor and Bruno will bring discussion around customer complaints to a work session or board meeting Update June: Will be brought to the next full work session
4	3/22/22	Brion, Rachel	6/22 7/22	Brion and Rachel will get together by May to create timeline for creating board budget for 2023. Update June: pushed to July
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. Update June: part of tonight’s agenda

6	5/24/22	Jinju	6/22 7/22	Jinju will share photos and recordings from preliminary visit to Farmageddon. Update June: bumped to July
7	5/24/22	Jinju	6/22 7/22	Jinju will connect with Charlotte, Tamara, maybe others to partner with for farm tour. Update June: Jinju did talk with Dusty, he needs more specifics. Bump to July
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 7/22	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. Update June: bumped to July

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10	5/24/22	Eleanor	6/22 7/22	Eleanor will have Board discuss choosing a farm tour champion at a work session. Update: moved forward to July
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.
16	6/28/22	Brion and Eleanor	7/22	Eleanor and Brion will research places to park cash in alignment with our ends, including CDs.
17	6/28/22	Jenn	7/22	CM link will bring hybrid board meetings discussion to the CM for input

POLICY NOTES

Policy	Date	Note
IMR 2.5	6/28/22	Link will update Operational Definition of 2.5.5 to say “We will not suffer any single event that results in a loss of product over \$500 (at cost) that will not be covered by insurance.”
2.7	9/22/20	Include tenure average in next report. (has this happened?)
2.0 Global	10/27/20	Tabled to November. Next time mention that owners may invest more than \$180. (has this happened?)

In attendance at meeting: Nick (CM), Jenny, Amina (CM), Brion, Claire, Eleanor, Jinju, Rachel (CM), Jen (CM), James (CM), Richard Bruno, Sarabell, Jake (member owner), Joey (member owner)

- **Member Owner Forum**

- MO Jake asks the board what the long and short term goals of the co-op + board. He also expresses a desire to move away from supporting large corporations.
- Brion responds. Short term goals are making it through the pandemic, keeping staff and customers safe and operating as a safe space during the ongoing pandemic. One long term goal is operating within our ends and refining them. The co-op has roughly a million dollars in the bank, so another long term goal is figuring out what to do with that, expand? What is People's going to look like as we have more of a footprint or impact in Portland.
- Eleanor adds that the board has been picking one end a year to focus on.
- Claire adds that the elections committee will be working on the elections process in the fall
- Jen Bishop adds that the board is the "visioning" body and the CM is the operational body. The CM 2022 goals are increase sales, revive the building (happening in July), keep the community safe, and build capacity as collective managers.

- **Agenda is accepted as written by board**

- **Last meeting's minutes are accepted as written by board**

- **1) IMR 2.5 Asset Protection Monitoring** CM Link decide 25 min

- There were three policies that CM was not in compliance with in 2021. IMR 2.5, 2.5.5, and 2.5.8
- Question: Eleanor asks for clarification on 2.5.3 "Our monitoring system ensured timely discovery of undocumented debit transactions". Were there undocumented debit transactions?
 - Yes, for example if someone took the debit card to go buy more masks they might forget to fill out the form and then the finance manager has to track [the receipt] down.
 - During Rachel's tenure there was a time where there were about five unverifiable transactions. Our procedure in this situation is to cancel the debit card and get a new one. Rachel checks the debit card several times a week for suspicious transactions.
- This report contains a lot of confidential assets information, please be sensitive to the public forum the board is speaking in.
- Brion thanks the CM and Rachel for the compliance plan regarding cash on

- hand and what to do with it. Appreciates the progressive move towards compliance.
- Question: In 2.5.5 compliance plan there is a note about taking temperature logs of the freezer in order to avoid future catastrophic error. Was this already happening?
 - PPM notes that this is our usual procedure, nothing has changed. There is also a digital freezer alert system that alerts specific staff members when an issue needs to be immediately addressed.
 - Unfortunately this is a major repeat from last year. Conversations with our contractor Key Mechanical are ongoing about the CM's best options, and other contractors are being looked into.
 - Appreciation for trying to use natural pest control.
 - Question: why is it important for us to maintain a relationship with Key Mechanical for the lifetime of this particular freezer?
 - They have worked on it before and have knowledge of the previous issues that it's had. So that's a pro for sticking with them. Does not necessarily mean we will continue to stick with them.
 - For now we want Key Mechanical to take responsibility for whatever they can. Second opinions differ greatly, so we can't just flip over to a new company. Seriously considering better options, we just can't leave right away.
 - For context, we had freezer issues for years and our insurance company threatened to stop covering losses from freezer outages, so we got a new freezer. Now we have had two outages with this freezer and so far they have been covered, but it has called into question Key's reliability.
 - Seeing the way that asset protection is integrated into our daily operations through procedure.
 - Acknowledgements for improvements in organic compliance.
 - Music licensing?
 - Necessary to avoid liability for playing music without a license
 - In the past the concept of where to bank co-op cash in alignment with our ends has come up (a bond or fund?). Would it be possible for the board to do some of the legwork to research this.
 - Yes, but also the finance team is working toward this. Originally there was hesitancy to lock funds up in a bond or fund that could instead be used for long term planning, but the pandemic put some of that on the back burner
 - **Commit: Eleanor and Brion will research places to park cash in alignment with our ends, including CDs.**
 - **The board accepts IMR 2.5 as written with acknowledgement of non-compliance.**
 - **2) IMR 2.5 Asset Protection Policy Reflection** CM Link discuss 10 min
 - Are we getting what we want from this policy? Do we need to update the information we're requesting in this policy?

- The context around the insurance company was useful to understand why we have capital expenditures. Good for the board to understand. Do we need to update the policy to gather this info or just a change in operational definition?
 - This could be an update in the operational definition to include insurance coverage.
 - The board will leave the specifics to the CM as long as that information is gathered somehow.
- Timing is important, insurance information for the latest freezer meltdown isn't available yet because the insurance company is still processing the claim. Would it be easier to include this info in the FYI's or to wait for next year's report?
 - Would be useful to include it in the IMR so that it happens year after year after year.
 - The board can also bump the report for a month to wait for further information.
- **Policy Notes**
 - Link will update Operational Definition of 2.5.5 to say "We will not suffer any single event that results in a loss of product over \$500 (at cost) that will not be covered by insurance."
- **3) Hybrid Meetings** Claire discuss 15 min
 - At last check-in, the board was in agreement to return to some form of in-person meetings at some point. This means easing into hybrid meetings at some point, to accommodate people not in Portland or who cannot safely attend in person.
 - This would include converting the community room at the co-op into a space where hybrid meetings can happen, getting the CM on-board with this and setting a budget and exploring options.
 - First question, does the board want to discuss hybrid meetings?
 - Not sold on why we would return to in-person meetings. Digital is more equitable for folks who are geographically dispersed. If we have in person meetings they should be hybrid.
 - Agreed on hybrid. A lot of what is gained through sitting on the board is community, so it would add richness to serving on the board to be able to be physically in community with the co-op.
 - Concerns for effectiveness of tech.
 - Seconded
 - Does anyone present have some specifics on technology options:
 - Some communication and community is lost on zoom. Would be great to do this safely.
 - Access works both ways. In-person is good for people without

access/skills for tech. As far as next steps, temperature check at the end of comments and are we comfortable sending this to the CM and checking with the tech subcommittee about this.

- The CM has policies to keep each other safe and not contribute to community spread. This would probably need to extend to in-person meetings.
- Could we structure social gatherings in person outside of monthly meetings?
 - The board meeting is our required time together. We might exclude people if we're all in person and then one or two people aren't able to join in person.
 - Direct response: People would still be excluded even at informal events
- Does the Board want to ask the CM to discuss this in their July/August meeting and have the tech subcommittee inform on this?
 - **Commit:Yes, this will be taken to the CM by the link (Jenn)**
- **Announcements**
 - There is a heat week pedalpalooza ride happening that the co-op has sponsored
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- **4) Board Gift Cards** Claire discuss 25 min
 - Many co-ops use gift cards to thank the board instead of a discount. This can be more equitable because it's a fixed amount given to each board member, rather than a financial benefit that increases with the amount you are able to spend.
 - It's also much easier to budget for a fixed cost.
 - The proposal is for each board member to get \$40/month, on a giftcard dispensed by the CM quarterly. The \$40 will be for each month in the previous quarter that the board member served. It is not tied to meeting attendance.
 - This will be brought to the CM, but they do not need to consent. Just to inform the board and facilitate thinking about the administration of the giftcards.
 - It's been difficult to measure the current cost of the board discount because the board has been small and constantly shifting, and during the pandemic not all board members have been in the area and able to enter the store.
 - Questions about the equity lens we're using, which is just equal distribution of funds. A more modern equity lens would be very very involved and would consider many factors like household income and participation.

- The gift card can't be shared amongst household members nearly as easily as a discount. A household discount could actually be better for increasing diverse participation on the board because of co-housing and multigenerational housing.
- Is there any way to have the discount and the gift card for people who aren't able to shop?
- Discount encourages board members to shop in the store.
- The discount makes it clear to the cashier that the person shopping is a board member, can foster connections between staff and board
- Compensation for board participation in Oregon is exempt from employment related taxes.
- Should we send this to the CM for their opinion, or should we keep the discussion on the board for now?
 - Board is split.
 - Unwilling to ask CM to do labor if the board is undecided
 - Desire to get CM feedback before further discussion
 - **This will be presented to the CM with the phrase “the board is considering this option and looking for input”**
- **5) Process for Choosing the 2023 End** Eleanor/Sarabell discuss 18 min
 - The board will go into breakout rooms to strategize around this, for about ten minutes.
 - The idea is to get the member-owners to decide the end
 - Three breakout rooms:
 - BREAKOUT #1 - language for marketing blurb
 - BREAKOUT #2 - ideas for working with End
 - BREAKOUT #3 - logistics of voting
- Meeting closes about five minutes late.