

 **Board Meeting Minutes**  
**Tuesday, June 27, 2023, 6-8:30pm**

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

**Attended by:**

Board Members: Marc, Eleanor, Mandy, Alexis, Claire, Brion, Bruno  
CM/Staff: Forrest, Charlotte, Malorie, Zahra, Nina, Rachel, Michael, Dusty, Kellen  
Member-Owners: Christopher, Saaela, Samantha

**COMMITMENTS:**

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
	9/28/22	Eleanor	7/23	2023 End Selection Sub-Committee (Marc, Eleanor, Bruno, Alexis, Alysia) will reach out to Owners to select 2023 Ends focus. Eleanor will bring this to the April meeting after our work session this month with Jade. Pushed to June. <b>Update:</b> Will send final copy to Charlotte.
	3/28/23	Eleanor, Mandy, Charlotte	7/23	Eleanor, Mandy, and Charlotte will move forward Book Club idea with input from Christopher. Pushed to June. <b>Update:</b> Let's get Ends focus selected first.
	3/28/23	Marc	7/23	Marc will reach out to TriMet in June to set up a check-in on the effects of the change. <b>Bump to July;</b> would like to get feedback from CM.
	5/23/23	Rachel	7/23	Rachel will correct the two errors in the IMR 2.3 and send the revised version back out to the Board.
	5/23/23	Charlotte, Eleanor, Marc, Alexis	7/23	Charlotte will work on some suggested wording to talk about the Ends report in the new Board newsletter. Eleanor, Marc and Alexis will participate as well. <b>Bump to July.</b>

	6/27/23	Eleanor	7/23	Eleanor will take the newsletter topic list, including a conversation about ranked-choice voting, to the next working meeting.
	6/27/23	Secretary	7/23	Secretary will take discussion of ranked-choice voting to NMEC to make a proposal to Board.
	6/27/23	Claire	8/23	Claire will convene NMEC plus Board to work on structure and process (start tracking in August).

**DECISIONS:**

**DECISION: Consent agenda approved.**

**DECISION: May minutes approved as written. (Claire abstained)**

**DECISION: The NMEC will consist of 3 elected M-Os, 3 Board members, and the Marketing & Membership CM; discount will be 15%; and it will come from the Board budget.**

**NEW COMMITMENTS:**

Claire will convene NMEC plus Board to work on structure and process (start tracking in August).

Eleanor will take the newsletter topic list, including a conversation about ranked-choice voting, to the next working meeting.

Secretary will take discussion of ranked-choice voting to NMEC to make a proposal to Board.

**M-O FORUM:**

- n/a

**CONSENT AGENDA:**

Proposal: The board authorizes Claire to work with Gabi and finalize the purchase of 16 board sweatshirts of assorted size for around \$200. Last price quoted was \$12.60 for 14 sweatshirts.

**DECISION: Consent agenda approved.**

## **AGENDA REVIEW:**

- Might combine items 3 & 4

## **MINUTES APPROVAL:**

**DECISION: May minutes approved as written. (Claire abstained)**

### **1) Nominating Committee**

Sponsor: Claire

Purpose: decide

- This will be a complex agenda item—lots of history, relationships, process. Claire will give background, hear from NMEC members, then long discussion, making some decisions.
- Secretary (Claire) is by role on NMEC. Charlotte, Christopher, and Marc are also on NMEC.
- NMEC is running with few members. Had a bigger group 3 or 4 years ago, then pandemic happened and member engagement became difficult, as did communication. There was tension, and all but one elected MO resigned from the committee.
- Currently policy has no limit on number of members and no specification of the percent discount that NMEC folks get or how it's budgeted. Recently decided NMEC discount would come from the HOO budget for now, though policy states that expenses for NMEC should come from Board budget.
- Key decisions to make tonight: (1) How many people should be on NMEC. We have 3 candidates. Should there be a limit on how many can serve? Need to decide so it can be clear on the ballot. (2) Where should the budget for the discount come from, and how much should it be?
- NMEC was formed around 2017 by Marketing & Management manager, seeking Member-Owners to help with election process.
- Part of the proposal is to have the NMEC discount come from the Board budget instead of HOO budget.
- Focus tonight: Number of members on NMEC, percentage of discount, and which budget the discount comes from.
- Opinion: HOOs are obliged to come in every week; NMEC members only work part of the year. Would like to find an equitable way to do the discount.
- Opinion: Small-ish number of NMEC members would work best. Larger groups can be difficult to manage without a lot of structure. Think we should work on structure with a smaller group, then consider growing.
- Opinion: NMEC is a Board subcommittee, so it makes more sense for the Board budget to cover their discount. Also think Board should be more involved. Current compensation seems okay.

- Opinion: Lack of participation and consensus has been frustrating. Great to have a way to be involved at the co-op without being on the Board or a HOO. Would like to have 3 elected members on NMEC.
- Opinion: Might have been 10% discount in the past due to a formula comparing work effort to HOOs. Maybe 15% is fine, though. Rewritten charter, 2019: Big element was realizing that CM has a way to engage with co-op and Board does, but M-Os don't, so this was envisioned as a way for M-Os to get involved. Didn't work well. Still think it's a good idea to get M-Os involved. Counterproposal: Have 2 board members instead of 3, 3 M-Os instead of 2, so size of committee doesn't change but more M-Os can be involved.
- Opinion: Concerned that we're changing the process while we're using it—changing the process after people have agreed to run isn't good. Friendly amendment (2 parts): Make first proposal be effective 2025 (or 2024 if someone drops out) elections rather than now; second proposal keep at 15% and request monitoring of hours (by month, since some months are busy and some not) so we have some data to reevaluate in the future.
- Facilitator: It's clear that there will need to be some follow-up. Let's focus on next steps.
- Opinion: Important for Board members to be doing a lot of engaging with the community. Also okay with proposal of 3 M-Os.
- Proposal for now: 3 elected M-Os, 3 Board members, use Board budget, continue 15% discount.
- Process could include: The member-owner NMEC members shall report hours monthly to the committee chair for data collection.
  - o Feels unfair since directors don't have to track hours.
  - o HOOs do track hours, and their discount is based on that.
  - o Let's work on this piece later.
- Next steps: Secretary will convene NMEC plus Board to work on structure & process.

**DECISION: The NMEC will consist of 3 elected M-Os, 3 Board members, and the Marketing & Membership CM; discount will be 15%; and it will come from the Board budget.**

Secretary will convene NMEC plus Board to work on structure & process (start tracking in August).

### **ANNOUNCEMENTS:**

- Oct 3: CBLD is doing a class on Finances for Directors. It will be paid for by our prepaid amount.
- There's a pastry case again! Also free pollinator-friendly seeds!
- Board, please fill out the self-assessment survey. Part 1 is out, and there will be a Part 2 coming soon.
- July happenings: There will be some Pedalpalooza rides! Strawberry/blueberry sidewalk sale!

- Annual Meeting: Hoping to make it in person at Our Table Cooperative (Aug 13). Need Board representation! Need to make a small working group. Charlotte, Eleanor, Marc, Alexis.
- Vote for People's in Willamette Week's best grocery store survey!
- CPA doing our review didn't get numbers back on schedule in May. Just now starting to receive drafts.
- Look for a survey from Malorie

## **2) Elections Referendum**

Sponsor: Claire

Purpose: decide

- Proposal was to put a non-binding question as part of the election to ask M-Os if they want to move to ranked-choice voting.
  - o Could be confusing; could require a change to bylaws; rather last-minute to include in this ballot; might be trying to solve a problem that doesn't exist.
  - o We said "next year" last year.
  - o Let's make a commitment to get this on the agenda in January for next year's election, and also get it in the Board newsletter in the next 6 months to start the conversation ("what is ranked voting?").
- Secretary will work the details with NMEC.

**Eleanor** will take the newsletter topic list, including a conversation about ranked-choice voting, to the next working meeting.

**Secretary** will take discussion of ranked-choice voting to NMEC to make a proposal to Board.

## **3) IMR 2.5 Asset Protection / Policy Reflection**

Sponsor: CM Link

Purpose: decide

- Bumped to next month.
- Reminder: Two more IMRs are also coming to the next meeting. Smaller ones, though.

We will miss Forrest! They were great to work with.

**Meeting adjourned at 8:38.**