

5	11/28/23	Claire	12/23	Claire will convene a group including Marc, Mandy, and Edward to discuss the Bylaws and these possible changes. First meeting will be scheduled by the December board meeting.
6	6/27/23	Claire	1/24	Claire will convene NMEC plus Board to work on structure and process (start tracking in August). Update: Next NMEC meeting is in November. UPDATE: NMEC will present 2024 to Board by January.
7	10/24/23	Claire, Brion	12/24	Claire and Brion will make sure we make good use of our CBLD subscription.

DECISIONS:

DECISION: October minutes approved as written. (Marc and Brion abstained.)

DECISION: Board accepts IMR 2.3 as written.

DECISION: Board budget request for 2024 is approved.

DECISION: Board accepts IMR 2.2 as written.

NEW COMMITMENTS:

Gayle will update the official packet with Marc’s ARF for the budget that didn’t get into the distributed packet.

Claire will convene a group including Marc, Mandy, and Edward to discuss the Bylaws and these possible changes. First meeting will be scheduled by the December board meeting.

M-O FORUM:

- n/a

AGENDA REVIEW:

- accepted (including consent agenda—next meeting will be Dec 19 instead of 26)

MINUTES APPROVAL:

DECISION: October minutes approved as written. (Marc and Brion abstained.)

1) IMR 2.3 Financial Conditions & Activities (Q3)

Sponsor: CM Link

Purpose: decide

- Didn't do as well in Q3 as we did in Q2, but we're still doing better than budgeted in many key indicators. Still out of compliance in same spot as before (having an audit every 4 years); working on plans and strategy for an audit, which will be discussed by the audit committee.
- We had budgeted to lose a little money this quarter, but we ended up making a little money.
- Edward knows someone who might do an audit pro bono or at a reduced rate—Rachel will follow up with Edward.
- Difference between Review and Audit: With a Review, we send them a detailed balance summary with every single change in every single account. With an Audit, they do an even deeper dive, including interviewing staff about financial processes, checks & balances, etc.
- Anyone unprepared to act? No. Operational definitions or interpretations unreasonable? No. Inadequate data? Besides 2.3.6 and 2.3.9, does anyone find data does not support compliance? No. Anyone find 2.3.6 or 2.3.9 plans for compliance unacceptable? No.
- By the way, we got payment in full for the Food Front loan!

DECISION: Board accepts IMR 2.3 as written.

2) Policy Reflection: 2.3 Financial Conditions & Activities

Sponsor: all

Purpose: discuss

- Invitation to CM writing reports to keep a running list of things that Board should look at when revamping the policies.

3) Fiscal Year 2024 Board Budget

Sponsor: Marc

Purpose: decide

- Board budget is to be in the range of 0.25-0.75% of the co-op budget, and this is in that range.
- We have a lower amount allocated to board discount in next year's budget since we underspent this year, but that does not create a cap.
- We pre-paid some of the 2024 CBLD membership from this year's budget.
- We moved some of the engagement budget to a new NMEC line item (still within the board budget).
- Training is reduced because we will get CBLD training for free.

- Admin expense will be lower if we have a staff member take minutes.

DECISION: Board budget request for 2024 is approved.

Gayle will update the official packet with Marc's ARF for the budget that didn't get into the distributed packet.

Announcements:

- Work session is very important this month—lots of timely topics.
- Richard Bruno is stepping down from the board because of new work role as Public Health Commissioner for Portland and needs to not have a conflict of interest.
- Interested in joining Audit Committee? Let Marc know!
- Also an open spot on the NMEC for doing events—Edward might be interested, will contact Claire.

4) IMR 2.2: Treatment of Co-op Workers

Sponsor: CM Link

Purpose: decide

- Section 2.2.b language is updated (plan for compliance). There are more details about ways in which the CM and Internal Development team will promote the importance of participation in the survey leading up to the survey next year.
- Anyone unprepared to act? No. Operational definitions or interpretations unreasonable? No. Inadequate data? Any other data out of compliance? No. Plan for compliance unacceptable? No.

DECISION: Board accepts IMR 2.2 as written.

5) Policy Reflection 2.2: Treatment of Co-op Workers

Sponsor: all

Purpose: discuss

- CM noticed a few places where the operational definitions needed an update, but no need for policy change.
- On review, the survey questions were all still relevant.

6) Bylaws Change: 4.3 and 6.2

Sponsor: Claire

Purpose: discuss

- Bylaws changes need to be voted in by members, so they're a big deal. We need to figure out what needs to go on the ballot.
- **Key issue: How folks are elected.** There's confusion with the policy as it's currently written. Incoming board directors become consensing members two months after the election, and departing board directors continue as consensing members for those two months. [It's written as voting rather than consensing, which adds to the confusion.]
 - o Proposal: New directors can consense as soon as they're elected.
 - o The background is that the delay gives new directors time to get training to learn how consensus and policy governance work.
 - o What if newly-elected directors are not considered directors until 2 months later?
 - o The language about "voting" is confusing because we don't actually vote—we consense, and that is very different. We should make it more clear.
 - o Bylaws are not specific about what to do when we have less than 9 directors; it's more of an interpretation.
 - o Elections are in the summer, and we can say that new directors start officially 2 months later, and we can appoint people to start early or accept early resignations as needed.
 - o Make first 2 months of first term a prerequisite before becoming official?
 - o There are other ways to get people experience without Bylaws having to have language about months. Prerequisite to consensing could be training in consensus model and policy governing.
 - o Whatever we decide, the bylaws should specify when new board members are eligible to participate in consensus. And let's keep it simple.
 - o Like the idea of calling new folks "member-elect" for first 2 months.
 - o Also confusion around appointed seats (when Board appoints people to fill empty seats).
 - o Requirement to be on the ballot: People must attend a board meeting prior to the election. (NMEC tracks nominees' attendance.)
 - o Temp check: Member-elect idea: 3 up, 2 down, 2 sideways.
 - o Temp check: Require attending 2 rather than 1 meeting before getting on ballot: a bunch of sideways and down.
 - o Temp check: If orientation happens before the next meeting to include training on consensus and policy governance, would that solve the issue?: Split up and down.
 - o What if training doesn't happen because someone couldn't make it to orientation?
 - o Important to see the board working in addition to having training.

- Could attending a meeting before election count? Not really, because they can have packet and participate in discussion after being elected.
 - PROPOSAL: Form an ad hoc committee to put together a well-worded proposal to bring back.
 - Might not be ready for ad hoc committee, since we have a variety of opinions. Might also want to look at other things, like term length and term limits.
 - Would love to advertise to members to come to a meeting and see what consensus looks like.
 - Need: Board to identify skills and capacities that are especially needed. NMEC would take this into consideration in vetting potential nominees.
 - Need: Clarification of language! Thumbs all up!
- **Columinate has a term limit. Should we?**
 - Is it a lifetime term limit or just consecutive terms?
 - Could run into a problem if there aren't enough new people interested in serving.
 - Temp check on term limits: Mostly side, 2 down.
 - How about term limit on being an officer? A couple ups, 3 downs.
- **Bylaws mention the Nominating Committee, but what we have now is a Nominating and Member Engagement Committee.** Should we change the name of the NMEC back to Nominating Committee or update the bylaws?
 - This should be talked about with NMEC before we make any changes to what's in the Bylaws about them.
- **Recommend removing specifying exact meeting when board elects officers.**
 - Also could impact when newly elected directors can become officers.
 - Less restrictive Bylaws that just offer guidance are more useful in the long run.
 - What if we want to change officers mid-term or even remove a director from an officer role? We don't have a process.
 - Temp check on taking out proscriptive language: 3 ups, 2 sides.

Claire will convene a group including Marc, Mandy, and Edward to discuss the Bylaws and these possible changes. First meeting will be scheduled by the December board meeting.

Meeting adjourned at 8:30.