** Board Meeting Minutes**
**Tuesday, March 28, 2017; 5:30-8:30 pm**

**Attended by:**

Board Members: Teresa, Amy, Dave, Jacob, Lisa, Heidi

CM: Ryan, Shawn, Pincus

Member-Owners: Norm

Guests:

**Facilitation:** Missy **Minutes:** Shawn/Ryan **Vibes**: **Clean-up**: Teresa, Dave **Scribe**: Lisa

**COMMITMENTS:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | **COMMIT MADE** | **DIRECTOR(S)** | **DUE DATE** |  | **COMMITMENT** |
| 1 | 11/24/15 | Jacob, Isaac | 5/17 |  | Jacob will create a process for board members to keep track of the engagement commitments they have made. |
| 2 | 3/22/16 | Amy, Isaac, Jacob | Ongoing |  | Amy, Isaac, Mallory, Josh, and Jacob committed to attending MAC engagements at the farmers market.  |
| 3 | 5/24/16 | Heidi, Jacob, Isaac | 4/17 |  | Revise the 4.5 policy and bring back to board. |
| 4 | 9/27/16 | Isaac, Teresa | 4/17 |  | Isaac and Teresa will draft bylaws change on how to handle filling board seats vacated mid-term. |
| 5 | 9/27/16 | Dave | 4/17 |  | Dave will bring study & engagement on ethics of development. |
| 6 | 10/25/16 | Jacob | 5/17 |  | Jacob will scan parts of Co-op Cafe packet to distribute before next board meeting. (Email didn’t go through; will put in Google drive.) |
| 7 | 10/25/16 | Lisa | 6/17 |  | Lisa will spearhead thinking about a Board/CM pie walk event for next year by June. |
| 8 | 11/15/16 | Dave, Lisa | 5/17 |  | Dave and Isaac will discuss and present something about possible trainings for Board and CM on how to triage/de-escalate difficult interactions by March 2017. (Include what is most critical and what is more aspirational.) |
| 9 | 1/24/17 | Jacob | 3/17 |  | Jacob will follow up with Tammy and Pablo about the ideas they shared. |
| 10 | 1/24/17 | Kathy, Teresa | 4/17 |  | Kathy and Teresa will work with Jacob and Mark Goering to develop the retreat agenda. |
| 11 | 1/24/17 | Lisa, Heidi, Kathy | 4/17 |  | Lisa, Heidi, and Kathy will take info from Shawn and come back with info on a possible bylaw change regarding non-voting stock. |
| 12 | 2/28/17 | Jacob, Teresa | 6/17 |  | Bring back further reflections on 2.1 (action response plan and restorative justice model) by June. |

**DECISIONS:**

**Updated agenda approved**

**February 2017 meeting minutes approved.**

**Board accepts 2.8 Report as written.**

**NEW COMMITMENTS:**

* Shawn will look up check in time, dog question, and capacity for board retreat by April board meeting
* Shawn will put an FYI about CM link successors taking on more of the link role (who, what, why) into the April board packet
* Jacob and Shawn will create an April agenda item regarding global policy 2.8.

**OPEN FORUM:**

* No members requested to address the board.

**AGENDA REVISIONS:**

* Moving the end of the meeting (review, agenda ideas) before the cake part. **Approved.**

**MINUTES APPROVAL:**

**Decision: February 2017 meeting minutes approved.**

**ANNOUNCEMENTS:**

* None.

**AGENDA ITEMS:**

1. **LONG TERM PLANNING DEBATE**

Sponsor: Shawn

Purpose: discuss

* The LTPC was discussing how it would be important for the board to discuss: “what happens if we move into another neighborhood where the co-op ends might be different?”
* LTPC wants to know what the board’s thinking is on this to help inform their work.
* Proposed idea is to split the board up and assign members to “sides”, and advocate for two different positions; one store option where buying guidelines might change to accommodate neighborhood desires, vs, keeping buying guidelines the same.
* What are we talking about when we say “different buying guidelines”? Do we want to located in a neighborhood like where we are now, where the guidelines might not need to change? Or, do we move into another neighborhood to serve a different community which necessitate that the guidelines change?
* The LTPC is not thinking that we will move to a place where the buying guidelines will be completely flipped on their head. Disingenuous to who we are. But, where are we willing to wiggle?
* Will there be an exercise to synthesize these arguments later?
* It might be good to pick a viewpoint that you personally don’t feel in line with.
* We will break into our groups for 10 minutes to come up with talking points, and then come back for debate for 5 minutes.
* One thing to consider: when hearing the other side, does your own personal opinion change at all?
* One team = Heidi, Amy, Jacob (similar store team)
* Second team = Lisa, Teresa, Dave (different kind of a store in a different neighborhood)

Side A: Locate a 2nd store in a neighborhood that’s similar to this one, and therefore not ikely need to change our product guidelines or culture significantly

* Pros to this approach: not creating lesser standards, having consistency
* Store more similar in product guidelines and operations = current patrons support new store in startup
* Part of success b/c we’re leader in cooperative movement and land and animal stewardship
* If expand and diversify, could become harder to work with smaller farmers
* Our product offerings wouldn’t be synchronous if we expand and have different guidelines in another store
* Cons:

Side 1: Locate a 2nd store in a neighborhood that’s different than this one, and potentially need to change our product guidelines and culture in some significant way

* Changing our guidelines would strengthen our guidelines overall. We’ve prioritized some ends like access to foods our custies trust and land and animal stewardship. We haven’t emphasized building thriving local and co-op economies and social and economic justice. We could prioritize these ends, along with safe welcoming community – we could be more inclusive
* Welcoming space (unsafe in some places further east – unsafe to bike and walk) for community and kids
* Highlighting local farmers in new location
* Diversifying products
* Larger operation will allow us to keep our prices in control so we can serve people who wouldn’t otherwise be able to afford the food

Changed format to more traditional discussion

* No community will be exactly like this one. We’ll need to listen to whatever the community wants where the 2nd store is. If we locate in a place that’s like this, we won’t have to reinvent 2 wheels at once. Start with same buying guidelines. We’d be creating a process for responding to any new community we open a store in. Keeping our eyes on the future and possibly a 3rd store.
* This location won’t allow expansion b/c of size, why not try out new location and serving the ppl in new communities
* Why pick a n’hood. NCG talked about stores located between n’hoods. A larger store might be large enough to do that. Rather than embedding in a n’hood, it’s a place to bring n’hoods together.
* Portland Nursery: 2 locations in diff parts of town. One location slightly bigger, less ppl, other is a madhouse busy all the time. Model we might look at. Events thrown at Stark location weren’t as successful at Division location.
* Food Front: having 2 locations with different products – they’ve had some challenges.
* Maybe we decide based on what community wants us the most. Seems like most salient factor to me. Might take care of a lot of this question for me.
* What community pencils out financially?
* This store isn’t always breaking even: maybe this store isn’t the right model any more
* Last meeting, lots of CM said it was hard for them to face so much white supremacy in this store. Maybe we should take that into account in a 2nd store: we don’t want to face so much white supremacy.
* We’d definitely want to be sure we’re wanted, but also be open to serving the needs of that community (even if those needs are diff than we are). Finding sweet spot where those needs are – be a bridge for parts of the population serves our food justice work. Never instructing them as to how they will be served.
* Would be interesting to have a pilot program like at FMkt here. Like if we have meat at the new store, one way to gauge how the people here will respond would be to bring those new guidelines to the farmers’ market.
* Are you hearing helpful things? Any points or questions?
	+ Lots to say. Could briefly respond to your point about whether ppl want us there. Everywhere we’re looking ppl do want us
	+ NCG folks have also said that often a community says they want you but then they don’t shop there very often once the store is open.
* We could figure out how many ppl shop here from other places. Locate store in a place where people travel here from
* Food Front 2nd store is actually pretty successful – adapted to needs of community and they’re still around
* If we’re going to change, how do we decide how to do that and what pieces will we be changing on? Not just change completely or not.
* New store more focused on people where it is than it is on serving people here. Feels right to me.
* Green Zebra at 50th and Division starting to be built
* With a bigger store, we could provide more healthy food in a food desert area at lower prices than we’re able to at this location
* Besides product offerings and aspects of culture, what are the physical aspects of what you’re doing? I’ll probably start asking about: is it on powell or off? How does it physically fit into the n’hood?
* I like talking about this on this level and appreciate updates from CM, I’d like to talk more with the CM about this – more specifics.
* It was good to hear where you all are at – thanks.
1. **RETREAT PLANNING AND LOGISTICS**

Sponsor: Jacob
Purpose: discuss

* May 6th and 7th is the retreat
* Can anyone not make it? This is required.
* We have a location nailed down, working on figuring out what we’re going to talk about
* This one will be more responsive to the situation w/ LTP and agenda can change close to the time of the retreat
* We need a Family Feud board game
* Ryan will be cooking again this year, and will be emailing all us this year
* Has happened in the past, but not in the last couple years: family members aren’t usually allowed to participate in the retreat, sometimes family members and sig. others have come up to stay at the location and be part of the fun parts of the weekend
* Will the capacity of the space work?
	+ I think if there are SOs, the capacity can take it, but maybe not families
* Columbia Blossom farm is close – maybe an optional Sunday trip?
* 3 or 4 check in time on Friday, will try and have some food. It’s about an hour away.
* Can the location accommodate dogs?
* Shawn will look up check in time, dog question, and capacity for board retreat by April board meeting
1. **VACANT BOARD SEAT & CANDIDATE RECRUITMENT/ELECTIONS UPDATE**

Sponsor: Jacob

Purpose: discuss

* We have some folks who could be interested in the vacant board seat
* If we appoint someone, they’re serving until the end of august. If they want to run and win, that would be extended
* Do we want to spend the time getting someone up to speed if they may only be doing the job for 4 months?
* I think it’s too late now. 2 meetings ago could have worked, but not now.
* Now, focus on getting interested people to run for the board
* Agree
* I also know that an appointee could glean lots from Amy and Heidi before they leave, and get a head start
* M/Os are welcome to come to board meetings – they can start soaking things up
* I was thinking the person I’d like to appoint could get started soon, so a little disappointed to not bring them in
* I’m not opposed to appointing someone, I’d need them to be committed to running for the board. I don’t think the board has the bandwidth to hold a special orientation.
* It’s great you want to support someone who’s interested – we give an advantage to that person by making them an incumbent. Perhaps something to be said re: the equity of the elections.
* One of the nice things is that we haven’t heard details on the people you’d like us to consider appointing – helps us focus on process. Sounds like there’s a general consensus that we don’t want to hold a special orientation, we’d like any person we’d appoint to commit to running for the board, and sounds like we have some folks who’re willing to help appointed person get up to speed enough to serve on the board.
* Theresa and Kathy are still in the first year, seems valuable to have more experienced people on the board. Many people will be brand new on this board – 3 new people
* I could go either way.
* I have another person
* All these people should run. All these people should come to meetings.
* If we appoint someone, what’s the vetting process? How would we choose?
* We wouldn’t be able to appoint someone tonight. I’d ask that Lisa and Dave ask their potential board appointees: can they start immediately, will they be able to make every meeting between now and august, will they be running for the board, then write up a short bio with them for the next board meeting packet.
* Should they be interviewed?
* Too much time there.
* If we said no and they’re running, we’d still need to work with them.
* Why can we only appoint one person?
* There’s only one open seat. Can’t take it over 9.
* April 18 6:30-7:30: Candidate info session – led by secretary
* June 21st 2-6pm: meet the candidates event at the farmers’ market
* Sofie asked about board engagement at earth day 4/19 – candidate recruitment? If we can be there, we can recruit people for the election.
* Recruiting candidates: we’re losing at least one qualified board member. We need to find quality board members. The next couple years will be challenging for this board. Board candidates should be familiar with the co-op, have bandwidth, have skills this board can use to grow and expand their reach. There’ll be more outreach in the future, especially as we expand into new communities.
* One of the main questions we get: what is the time commitment?
	+ In the packet it says 8-30
	+ Maybe this should be 10-16 for sitting board members; 16-30 for officers
1. **2.8 POLICY REPORT: COMMUNICATION & SUPPORT TO THE BOARD and POLICY REFLECTION**

Sponsor: Shawn

Purpose: decide

* The board came prepared to act on the policy report.
* Why is it so difficult for new board members to get up to speed on email communications? There was an issue where one board member was having login issues. This person reached out for help but didn’t receive a response. Reached out to the Tech Coordinator. Wasn’t exactly clear if the CM Link was the person to reach out to. Shawn wants to sit down with Gayle to make sure they are able to help new board members get digitally connected. Discussion about Gayle and the Tech Coordinator both being relatively new in their roles, and the impact this may have had.
* **The board accepts the 2.8 report as submitted.**
* Discussion about the note that Shawn included on page 9 of the packet. This report has never been set up in a way that separates the DM from the Collective Management. DM wants to serve the board as best as possible, but when there are issues in communication between the BoD and CM, they want to know how best to bridge the gap.
* How can the board get more points of view and understand issues, especially when the CM is of “many minds”?
* Concern expressed about the fact that we sometimes confuse the person in the role with the role itself. We should be looking under the lines in this report to determine if this role is providing what we need, not the individual themselves. Shawn has given us the heads up that the CM Link is not always going to be the same person that has been in the past.
* Good time to examine what they need from a CM Link, and what is reasonable to expect? Particularly important going into the period of LTP.
* This is a challenging role, and the board would like to know more about what those challenges look like on a regular basis.
* Could there be a form or way for CM to communicate with us, either directly or through the CM Link, when there is not alignment in thinking on the CM?
* Expression of appreciation for Shawn as CM Link and the steps they take to share these divergent opinions on the CM.
* CM Link is sometime a “squeeze person” between the CM and the board.
* Conversation happened with a board member from the Olympia Co=op recently; talking about what the link position actually is. It’s the pass through between the policy governance wall, trying to squeeze a lot of information through a small hole (?)
* One of the questions that comes up in addition to having more representation and more feedback from CM; how much transparency does the board need about what is happening with thinking on the CM?
* Sometime attaining transparency is difficult; sometimes it needs additional analysis. And, board members are volunteers…
* In my time here, I’m senseitive to undercurrents of feelings; I don’t always understandi those feelings, but I feel the tension. To have some context behind that would be helpful. I would like to be able to help, but don’t have the tool to do so sometimes. Something along the lines of a filter, or person who has a higher view picture of what’s happening; as a new board member it’s challenging to always know what is happening here.
* Something that the PM and DM have is to call a special emergency meeting of the CM; being able to do so with the board might be really awesome. Important because it can bring people together when things are “exploding”. DM doesn’t’ currently have this ability, they need to ask the board president to do so.
* We are moving out of a period from the early days of policy governance, when the board only received information through one person (the DM), rather than multiple different CM.
* At a recent meeting a lot of board members expressed that they were frusturated, but couldn’t express what they were frusturated about.
* There was a need to talk about more around the BLM stuff.
* There’s a historic thing about board members not coming to CM meetings; maybe the DM should ask the CM what they think about that?
* CM at last meeting expressed dissatisfaction that they went into executive session at their last meeting; this is frustrating because board is under the impression that they are not allowed to attend CM meeting.
* After last exec session, DM didn’t have any information for 2 weeks about what came out of that discussion.
* What if the board got an invication to a CM meeting centered around something constructive, like the LTP? Let’s do work together. That would be a great way to do it!
* One of the things we’ve struggled with is, as a part of our culture shift, breaking down rigitidy, breaking down the wall of opaguness that surround CM operations, figuring out ways to enable CM to make specific “asks” of the board. DM has been able to find ways to do this creatively, but often does so through a means of slipping the “ask” into something else.
* Devleoping an “ask” process for the CM to subit an item of consideration to the board is part of the global mandate of what the board is doing. We should work with the CM to establish a process for doing that. Some of the things that are issues, tensions, can be submitted in writing to the board lfor discussion, whicy may help move things forward.
* CM request process coule also be in “emergency” situations.
* Does the board want to change their policy?
* Is there anything else we want to move forward with as a result of this conversation?
* Jacob and Shawn will create an April agenda item regarding global policy 2.8.
* Jacob feels this can be a part of the normal conversation with Shawn as a part of April agenda planning.
* In the future, the board should try better to communicate with the DM after going into executive session to reflect what took place during those conversations.
* Do we need to have a phone tree or something between us if something urgent comes up? Seems unlikely that board members check their email on a daily basis. Perhaps a “text tree”?.
1. **CAKE AND SOCIAL TIME**

**MEETING EVALUATION**

**Celebrate!**

* Wonderful guest facilitator!
* Wonderful group to facilitate!
* Talked about the LTP
* Guests and cake
* Shortage of insurmountable problems

**Opportunity for change:**

* Debate format didn’t work for everyone

**NEXT MEETING: Tuesday, April 25th, 2017, 5:30-8:30**

**Next meeting agenda brainstorm:**

* Patronage
* 2.8 policy discussion
* Link and CM board rep roles
* Retreat update
* Bylaw changes – 10 minute update
* Update on what happened at candidate info session

**BIKE RACK/FUTURE MEETING TOPICS:**

* Revisit policy 2.7.1 Compensation and Benefits
* Accountability loop between CM and BOD– how is it actualized? – Refer to policy 3.4 Monitoring CM Performance
* Revisit whether or not to change Patronage Refund to Patronage Dividend in the bylaws
* Creating a policy for when new directors can vote
* 5-10 year planning on patronage trends and opportunities
* Discussion of how to communicate the Meeting Guidelines other than just having them
* The “staggering” clause of Article 4.3
* Further developing the “CM nominates/Ownership elects” proposal
* Look into 80% insurance issue within 3 months (2.5.1.1)
* Submit a more developed Share Cost policy to the agenda committee (4/23/13)