


**Board Meeting Minutes**  
**Tuesday, January 2, 2018; 5:30-8:30 pm**

**Attended by:**

Board Members: Kathy, Jenny, Naoki, Dave, Jenna, Lisa

CM: Rachel, Sofie, Kathryn, Sonrisa

Member-Owners: Peter, Chris, Vinci, Mark

Guests:

**Facilitation:** Missy **Minutes:** Gayle **Vibes:** **Clean-up:** Jacob, Jenny **Scribe:** Lisa

**COMMITMENTS:**

	COMMIT MADE	DIRECTOR(S)	DUE DATE	COMMITMENT
1	9/27/16	Dave	2/18	Dave will bring study & engagement on ethics of development.
2	11/15/16	Dave, Lisa	3/18	Dave and <del>Isaac</del> -Lisa 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.)
3	2/28/17	<del>Teresa</del> , Lisa, Kathy	1/18	Bring back further reflections on 2.1 (action response plan and restorative justice model) by June. Lisa and Kathy will bring Urgent Response Policy agenda item in August.
5	4/25/17	<del>Teresa</del> -Lisa	1/18	<del>Teresa</del> -Lisa will read through policy & bylaws to find out if process of board only talking to CM through CM Link is specified and if any changes need to be made there.
6	9/26/17	Jacob, <del>Teresa</del> , Kathy	2/18	Develop a proposal for Board Policy Change re. Report Calendar.
7	9/26/17	Naoki, Isaac, Kathy	3/18	Review current policies and develop a proposal for updates to guide board response to email communications.
8	10/24/17	Rachel	2/18	Rachel will ask Padrice to respond to Jacob's question re: how confident CM is of compensation and benefits metrics.
9	10/24/17	Lisa, Jenna	1/18	Lisa and Jenna will draft questions for the lawyer, circulate them to the board for feedback, then pass along to CM.

10	10/24/17	Lisa	1/18	Lisa will update MOs who had questions about the issue of sharing financial information with where we are with this issue.
11	11/28/17	Rachel	2/18	Rachel will add trends data to next 2.3 report.
12	11/28/17	Lisa	1/18	Lisa will send info about potential board candidates to the board in the next 3 weeks.
13	11/28/17	Isaac	2/18	Isaac will work on evaluating Policy 2.5 for board authority and suggest any needed changes.
14	11/28/17	Lisa, Dave	2/18	Lisa and Dave will work on evaluating Policy 2.3 and 2.4 for board authority and suggest any needed changes.
15	1/2/18	Sofie	1/18	Sofie will put agenda on website.
16	1/2/18	Lisa	1/18	Lisa will follow up with Mark.
17	1/2/18	Naoki	1/18	Naoki will follow up with Peter.
18	1/2/18	Jenna	1/18	Jenna will follow up with Vinci.
19	1/2/18	Naoki	3/18	Naoki will look more into 2.1.2 and suggest alternate wording.
20	1/2/18	Rachel	3/18	Rachel will resubmit 2.1 report by March.
21	1/2/18	Jacob	3/18	Jacob will bring back definition of “trade secret” at the March meeting.

## **DECISIONS:**

- **Decision: Board accepts updated September minutes as revised.**
- **Decision: Board accepts November minutes as submitted.**
- **Decision: Board rejects Policy 2.1 monitoring report because the operational definition/word choice of “keep an informed membership” needs to be updated**
- **Decision: Accept Naoki’s non-confidential packet proposal starting Jan 23.**
- **Decision: Close meeting and go to Executive Session as proposed on agenda.**

## **NEW COMMITMENTS:**

Sofie will put agenda on website.

Lisa will follow up with Mark.

Naoki will follow up with Peter.

Jenna will follow up with Vinci.

Naoki will look more into 2.1.2 and suggest alternate wording.

Rachel will resubmit 2.1 report by March.

Jacob will bring back definition of “trade secret” at the March meeting.

## **OPEN FORUM:**

- Chris: Requests for board: (1) post agenda online; (2) conversations are often opaque--would help to have 30 seconds of context. Also: interesting that the conversation about addressing transparency is in executive session.
- Vinci: LTP exploring on-site expansion, hiring architect: Suggestion: lean on MOs who are experts in the areas being studied.
- Peter: I love worker-owned businesses and would support a gradual transition of People’s toward worker-owned. Difference between worker-owned and member-owned: At People’s, planning meetings are closed, and this feels like a conflict. Synthesis committee brings together MOs and board members and CM, and that committee works productively. I would like to see more of that.
- Mark: Lack of transparency has been frustrating. Followup information is not available publicly. Can’t follow conversation without packet. Since we’re taking the time to attend, it would be nice to be able to follow along and contribute. It would also be nice for members who attend to be able to receive the draft minutes.

Sofie will put agenda on website.

Lisa will follow up with Mark.

Naoki will follow up with Peter.

Jenna will follow up with Vinci.

## **AGENDA REVISIONS:**

- Person farthest along in the board candidate process is out sick, so we will postpone that agenda item till next week.

## **MINUTES APPROVAL:**

- **Decision: Board accepts updated September minutes as revised.**
- **Decision: Board accepts November minutes as submitted.**

## **AGENDA ITEMS:**

### **1. Policy 2.1: Treatment of Patrons and Member-Owners**

Sponsor: Rachel

Purpose: decide

- Is board prepared to act? Yes.
- Questions?
  - Under Data (c) re patronage dividend: Not always distributed, so we should consider updating the policy or finding a way to make sure cashiers know what to say about this.
  - Given what happened with LTP communication, surprised not to see anything about this in the report (page 8).
    - Request CM clarify/re-interpret this with a lens to LTP process.
    - Are we accepting it with separate action needed; rejecting it until clarified; or accepting contingent on clarification?
    - Let’s decide after we finish reviewing the report.
- There are at least 2 cases of harassment allegations that have happened, and one has gone on without

resolution in over a year. Would like things to be resolved in a timely manner. Also, confidentiality seems not secure since there is a rumor mill. (Handling of arbitration etc not a board thing, but we should have input about things happening in timely manner.)

- Page 13: There is a system, but is it an appropriate system? Is one survey every 2 years enough? Should something about time frame be put into the policy.
  - Our survey is a pretty comprehensive survey, and it fills a niche that doesn't exist for most retailers (community, etc). It's a metric of how we are serving the communities we serve. CM has expressed concern about "survey fatigue" if we were to try to do it annually.
  - There are multiple other ways that we can receive feedback.
  - There are many things about the shopping experience, etc, that are not part of the survey. The policy implies that we should be keeping a pulse on these things.
- Sounds like we want to send this back to the CM?
  - Is there a specific ask?
    - I would like clarification of the wording about patronage. A plan for compliance on that piece would be acceptable. (Don't need to reject the report based on this; can accept pending this clarification.)
    - LTP process communication issue is separate, and DOES make me want to reject this report.
      - Language re keeping informed membership: Could this be changed to something like "CM will not fail to provide information to members"? This is more a reason to reject the report: Operational definition needs improvement.
      - MOTION: Reject the report because operational definition needs to be improved around "fail to keep an informed membership."

Naoki will look more into 2.1.2 and suggest alternate wording.

Rachel will resubmit 2.1 report by March.

- **Decision: Board rejects Policy 2.1 monitoring report because the operational definition/word choice of "keep an informed membership" needs to be updated**

## **2. Non-Confidential Meeting Packet**

Sponsor: Naoki

Purpose: decide

- Proposal: When submitting an agenda item, include whether or not it's confidential.
  - CM FYI is confidential, but most monitoring reports are not confidential in nature. There are a few that are, and often it's just one little thing that gets mentioned. So could make effort in writing monitoring reports to not mention confidential matters.
  - Would like to hear from Andrea about this.
  - What is our actual definition of "trade secret?"
  - I am frustrated that this keeps getting deferred. I think we can move forward.
  - Are we prepared to make a decision on this tonight? YES. Accepted as proposed.

**Decision: Accept Naoki's non-confidential packet proposal starting Jan 23.**

Jacob will bring back definition of "trade secret" at the March meeting.

## **3. Board Appointment**

Sponsor: Lisa

Purpose: discuss/decide

- [NOTE: This item deferred until next meeting.]

**Decision: Close meeting and go to Executive Session as proposed on agenda.**

## **MEETING EVALUATION**

### **Celebrate!**

- Great food!
- Passed non-confidential meeting packet!
- We had 4 MOs here!
- I appreciate the encouragement to reject the monitoring report!
- Missy, Thank you for coming in at the last minute!
- Healthy differences of opinion, yet prioritizing

### **Opportunity for change:**

- Be more careful not to spill things

**NEXT MEETING: Tuesday, January 23, 2018, 5:30-8:30 pm**

### **Next meeting agenda brainstorm:**

- Board appointment
- Items postponed this time to make room for executive session.
- Non-disclosure questions for lawyer
- How do we evaluate how we are doing as a board? We monitor how the CM are doing, but how to we know how we're doing?

## **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)