

Board of Directors Meeting Minutes

August 14, 2019

Present: Ryan Peters, Terrance Morris, Ceci Lopez, Seth Mangold, Ceci Lopez, Laura Weiss, Christine Myers, Adrienne Renz, Jean Rogers

Absent: Caroline Kinsman, Melissa Morin, Randy Rydel, Margaret Gerard

Facilitator: Holly O'Neil

Check In: A director described a greeting among the tribes of northern Natal in South Africa that means, "I see you." As a Latinx indigenous person, she is accustomed to taking time to greet people and it was wonderful to know more about this practice in other indigenous communities. Christine met Ryan at a Racial Justice Coalition meeting and was interested to visit a Board meeting and observe the process.

Announcements:

- August 20 - The Co-op can have a table at Sterling Meadow's back to school event.
- August 24 - Volunteer Day for Cooperativa Tierra y Libertad.
- August 27 - The Ferndale City Manager is putting forward a non-binding resolution calling for the Ferndale City Council to take a zero tolerance stance to hate groups.
- August 27 - Not in Our Community! Ferndale meeting against hate groups, Ferndale library.
- August 29: Rapid response training, Know Your Rights: how to be better allies during ICE raids.
- A director met with the GM of the Orcas Island Co-op, and it was interesting to see what they are doing and share ideas.

Agenda Review: Flagged for more discussion: Process for participation, voting or input when a director is not physically present at a meeting.

Consent Agenda: Directors confirmed they had read their packets.

- GM Reports: *B6.1-B6.8, B6.5 and B6.6*: There is still a lot to unpack regarding policy B6 and sustainability.
- Monitoring Reports: *P1.2, P4.1, P4.2, P4.6 – 6.2, P4.8 – 8.6, P5, R1 – 4*: No comments.
- Committee Reports:
 - *Finance Committee*: Ryan has some topics to add to the Study and Engagement (S&E) session about online shopping.
 - *Board Development and Member Affairs Committees*: No comments.
 - *June 2019 Board Minutes*: No comments.
- CCMA conference report: No comments.
- Advocacy request to endorse an action alert campaign highlighting proposed revisions to the Supplemental Nutrition Assistance Program (SNAP): No comments.

Decision: The Board approved the consent agenda by consensus.

To-do's:

Jean - Put the definition of sustainability and stewardship on a future agenda, ideally before the end of the year.

Adrienne: Work with Board Development Committee (BDC) to schedule a sustainability focused Study and Engagement (S&E) session.

Ryan - Give the Finance Committee suggestions for the S&E session about online shopping to build on their proposal to the BDC.

Board Vice Chair Report:

- Farm Celebration, 9/1 at 4 pm, Boundary Bay Beer Garden – good engagement opportunity.
- Pitchfest, 10/17 at 6 pm, Board attendance required. Kudos to Terrance for his outreach for the event and modeling Board service in the community.
- Strategic Planning Retreat 11/9: Terrance cannot attend the full day, but could attend on 11/16.
- Annual Meeting 2020: The Board will plan for March 31, with a backup date of March 26. The group prefers 6 – 8 pm for the meeting time. Jean will check with the directors not at the meeting. A big Co-op fiftieth anniversary party is in the works, so the Annual Meeting will not include a party this year.
- Reminder: Executive sessions and materials are confidential.

Board Profile Grid and Recruitment: The Board Development Committee (BDC) is revamping the candidate questionnaire. Along with the usual questions about skills and demographics, we will ask for a more holistic description of what directors bring to the Co-op and the community. Board directors will receive the profile grid via email, to fill out and return in time for a discussion at the September 4 BDC meeting. Two general Board seats and the internal staff representative position on the Board are up for election in 2020.

Crisis Communication Policies: Directors reviewed brief information about the Co-op's crisis communication plan as it relates to the Board, and proposed two new policies, P3.10.3 and R1.3.1, drafted by the Board Development Committee (BDC). It could help to have the Board policy include the definition of a crisis that is in the communication plan. The wording of proposed policy R1.3.1 makes it sound like directors need to ask for information, and does not specify how the Co-op will inform the Board of an official crisis.

Decision: Before approving the policies, discuss whether to add the definition of a crisis, and how the GM will inform the Board of a crisis.

To-do:

Adrienne - talk to Outreach Manager Amy Esary about the policy drafts.

BDC- Review notes above and decide on policy draft proposals.

Board Equity, Diversity and Inclusion (EDI) Training and Ad Hoc Committee: The group discussed a proposal to form an Equity, Diversity and Inclusion (EDI) ad hoc committee. The current proposal requires that directors take the Intercultural Development Inventory (IDI), from which appropriate community based training opportunities can be identified, rather than leaning on people of color who serve on the Board or using Board meeting time. The IDI gives directors a shared language. The Board would take the IDI again in 18–24 months to gain understanding of their progress and to monitor accountability. The ad hoc committee also suggests contracting with Monica Koller for an anti-racism training with the Board as an initial step. Individual work outside of Board meetings is internal, and it is each director's responsibility to be up to date in issues of EDI.

Considerations:

- The ad hoc committee would clarify and build the training process and then bring a proposal to the Board.
- A director asked whether the trainings would focus on moving from minimization to higher levels of development around intercultural differences.
- There are people in the community certified to continue the trainings if a current trainer left. There is a level of self-assessment in how each person works to take on one or many goals. Each director brings diverse experiences, and the IDI measures how we relate to those experiences.
- Candidate orientations will be an important point to bring this work to people who are interested in serving.
- Ceci is running for the Board in 2020 so she will not be able to lead Board recruitment efforts.
- It is important to incorporate the EDI goal when we talk about sustainability.
- All seven goals of the Co-op's Strategic Plan connect. As a Board, we need to keep all the goals in mind. It is important to address sustainability as it relates to the Co-op, our footprint as an organization and the footprint of the products we sell.
- Our Equity, Diversity and Inclusion (EDI) goal is new. We have 50 years working in the natural food business and 10 years working with our other strategic plan goals, so EDI is a Board priority, calling for focused effort and attention.

Suggestions:

- Have every new director take the Intercultural Development Inventory (IDI), share next steps for training or deeper work, and follow up with regular group assessments. A question is if this will be a requirement.
- Recruitment timing and transparency need more discussion and planning.
- Add to the Board candidate packet, "How do you feel you are a change agent?" Add a question about how the candidate relates to cultural differences.

Proposal: To form an ad hoc committee to develop a training plan for our Board EDI goals, including the EDI Coordinator and interested Board directors.

Decision: Approved by consensus.

Interested in serving on the committee: Ryan, Terrance and Ceci with participation open to all directors.

To-do: *Ceci* – contact committee members and convene the first meeting.

Rose, Thorn, Bud: This is a time for Adrienne, as the new GM to talk about what's going well, challenges and emerging projects. In the future, the full group can be involved.

- **Rose:** Tony White from National Co-op Grocers (NCG) is on-site reviewing our practices and providing an outside perspective on opportunities for strengthening our departmental practices. NCG has many resources to share, and in working with them over the next months, we have an opportunity to improve our store practices. Feedback so far from department managers is very positive.
- **Thorn:** The sheer volume of multiple priorities for many different people and the challenge to balance it all.
- **Bud:** It is all part of cultural change, learning what to expect and where to set reasonable lines.

Executive Session: (8:35 – 9:10 pm): No decisions to report at this time.

Next Co-op Board of Directors meeting: September 11, 7 pm in the Roots Room, Cordata store.

These minutes have not been approved by the Board.