

## Board of Directors Meeting Minutes

September 11, 2019

**Present:** Caroline Kinsman, Ryan Peters, Melissa Morin, Seth Mangold, Margaret Gerard, Ceci Lopez, Randy Rydel, Terrance Morris, Laura Weiss, Adrienne Renz, Jean Rogers

**Facilitator:** Holly O'Neil

### Announcements:

- **Farm Celebration 9/1**, great turn out. The event raised \$1,624 for the Farm Fund.
- **Animals as Natural Therapy (ANT) free breakfast**, 7:15 am 10/2 at Bellingham Technical College (BTC).
- **Dignity Dialogue**, 6 pm Friday 9/13 at Bellingham Unitarian Fellowship (BUF).
- **Whatcom County Health Board meeting** 10 am 10/1 at the Council Chambers (advocacy for immigrants).
- **Candidate Forum**, 5:45 pm (doors open at 5) 10/1 at Options High School will address affordable housing, sustainability and social justice issues. The Co-op is providing the snack table.

**Agenda Review:** Add changing the Board meeting time to the agenda.

### Consent Agenda:

- *GM Report B1.1 – 1.12.1: Clarification* - the investment shares will go to pay down long-term debt. The ratio for days of cash on hand looks inflated if the shares are in current cash. We will note this, since it affects our ratios. We are paying some loans ahead of schedule as well as making payments on time, something to highlight when monitoring our credit worthiness.
- *Monitoring Reports: B1.1 – 1.12.1; P1.4 – 1.6; P2.1: B1.9.*
  - P1.4 & P1.5:
    - The organization of the customer comment reviews is much better now and responses are prompt, other than some affected by a technical glitch that we fixed.
    - P1.4 – delete a typo (“Belle”).
    - P1.5 – The Board needs to prioritize creating a grievance policy and system for handling member concerns when people are not satisfied with the Co-op’s response. We could gather information and review other grievance policies in order to develop our own.
- *Committee Reports: Finance and Board Development (BDC) – no comments; Member Affairs (MAC) – Take Amanda off the list of those present at the MAC meeting.*
- *August 2019 Board minutes:* No comments.
- *Whatcom Human Rights Task Force (WHRTF) Advocacy Request:* No comments.
- *Draft Fall Retreat Agenda:* Clarification – the Equity, Diversity and Inclusion (EDI) training ad hoc committee has not selected a trainer yet.
- *Study & Engagement Calendar:* No comments.

**Decision:** The Board approved the consent agenda by consensus.

**Board Chair Report:** Appreciation that everyone filled out the Board profile grid. The Co-op is sponsoring a film, The Pollinators, at the Pickford Film Center along with a panel of local farmers on October 20. The fall retreat date will be Saturday November 9. Ceci requested an extension to the application deadline for the Board’s Pitchfest event, in order to reach students just returning to town.

**Proposal:** To change the Pitchfest application deadline to Oct 4, end of the day, and promote the change as best as possible.

**Decision:** Approved by consensus.

**Proposal:** To change the current Board meeting time of 7 – 9 pm to 6 – 8 pm.

**Decision:** Approved by consensus.

**Board Profile Grid:** The group reviewed a summary of the recent Board profile grid to consider recruitment priorities. Themes included:

- Change management and innovation
- Industry knowledge of natural foods

- More ethnic and economic diversity
- Financial knowledge
- An older Board director – our group trends pretty young
- Possibly a policy wonk
- Healthy food access expertise/thinking through that lens
- Corporate background (for us to hear other perspectives)
- Personal interest and experience in our strategic goals

**Suggestions:**

- We have talked before about increasing the size of the Board and including some designated spots.
- We could benefit from more economic diversity and experience represented on the Board.
- For recruitment, remember the genesis of our EDI efforts – we were looking at a broader scope than race.
- Farmers of color bring food justice knowledge as farm workers and business owners.
- Put our goals out to people. Let them know we are a Board with combined strengths – they don't have to be an expert in every Strategic Plan goal.
- It is important to have candidates who want to be here and want to accomplish, support, learn, and move our goals forward.
- Look for people with cultural and racial awareness. The way we choose words when we write policy can affect perceptions. It is extremely important to work on diversity from lived experience.
- Look into ways to let the membership know what areas of expertise the Board feels we need.

**Equity, Diversity & Inclusion (EDI) Training - Ad Hoc Committee Update:** The first meeting was a few weeks ago, to articulate goals and determine what to present to the Board. The group is developing the process to implement Board EDI training, in alignment with the operational EDI work. Two questions are how to perpetuate the Board's knowledge on an ongoing basis, and how to move our current Board forward as a whole. The ad hoc committee will create a proposal, including questions for the candidate application and interviews, and expectations for new directors if they need to gain more EDI knowledge. There will be a recommendation for trainers for the retreat at the next Board meeting, and directors can send recommendations to the ad hoc committee. This is a working committee to problem solve and move policy forward. The monthly meetings are about an hour, and are very productive. Contact Ryan, Terrance, Melissa or Ceci if you are interested.

**Dealing Responsibly with Operational Concerns:** Postponed.

**How to Bring a Proposal to the Board:** Holly described the processes for Board directors to bring forward proposals or suggest agenda topics. A director gave an example of responding to an issue that had a confusing pathway. The Board administrator tracks requests for agenda time, and can answer or help directors reach the best person to address/discuss their requests, questions or concerns. Two weeks before mailing the Board packet, the Board administrator sends a draft agenda to the Board Chair, General Manager (GM) and Board facilitator for review, edits and changes. The Board Chair sets the final agenda. Directors can also contact the Board Chair, Vice Chair or committee chairs to discuss ideas, proposals, questions or concerns.

**Rose, Bud, and Thorn:** Adrienne shared that operationally we are “norming” around some of adjustments we have made and coming together as a team (bud). Deep gratitude to the Co-op staff for dealing respectfully and smoothly with a medical emergency in the downtown store (thorn and rose).

**Closing & Evaluation:** Great meeting; loved the lightning storm stories; excited about all the good announcements; Adrienne will be out of town at a meeting next week.

**Next Board of Directors meeting: October 9, 6 pm in the Connections Building Classroom, 405 E Holly St.**

*These minutes have not been approved by the Board.*