

Board of Directors Meeting Minutes

January 8, 2020

Present: Terrance Morris, Ceci Lopez, Randy Rydel, Ryan Peters, Laura Weiss, Melissa Morin, Caroline Kinsman, Addie Candib, Adrienne Renz, Jean Rogers, Alana Smith

Absent: Margaret Gerard

Facilitator: Holly O'Neil

Announcements:

- 22nd Annual Rev. Dr. Martin Luther King, Jr. Human Rights Saturday Conference: Syre Student Center at Whatcom Community College, January 18, 9:00 am - 4:00 pm
- 2nd Annual Dr. Martin Luther King, Jr. Unity Masquerade Ball, Settlemyer Family Hall (3028 Lindbergh Ave.), January 18, 7:00 - 11:00 pm.
- Co-op 22nd Annual Commemoration of MLK Jr., "Keeping the Dream Alive," Bellingham Unitarian Fellowship, January 20th, 7:00 pm

Agenda Review: The Board rearranged the agenda in the following order:

- Consent Agenda
- Study and Engagement (S&E): Equity, Diversity and Inclusion - the Why of the Future
- Report from the Chair
- Board Work Plan - 2020 Priorities
- Proposal to Reactivate the Strategic Planning Committee (SPC) (pulled down from the consent agenda)
- Rose, Bud, Thorn
- Executive Session

The facilitator flagged the participation guideline "Call for process check when the meeting feels off" for the group.

Consent Agenda: All but one director confirmed that they had read the consent agenda materials.

GM Reports: B3.7 – B.10/E3 (Customer Service); B4 – B4.5/E4 (Healthy Food Access)

- A director asked why availability of products is not included in the comparison table provided by the GM under B3.7, but the data discussion references the importance of product availability to customer satisfaction.
 - GM Answer: The Co-op doesn't have enough receipt survey data about the availability of products to compare to National Co-op Grocers (NCG) averages.
 - A number of factors contribute to customer perceptions about availability of products, such as time of day, seasonality, and UNFI out of stocks.
 - Availability of products is an important facet of customer satisfaction, but comparing data with NCG numbers is not necessary for the GM's policy interpretation.
 - The GM is reflecting on where availability of products and these other data comparisons will fit into her report next year.
- *Monitoring Reports: P1.2 (Governance)* – No comments
- *Committee Reports* – No comments
- *December 2019 Board Minutes* – No comments
- *2020 Business Plan* – No comments
- *Annual Meeting Update* – No comments

Decision: Directors approved the consent agenda by consensus with Melissa standing aside.

Study & Engagement (S&E): Equity, Diversity and Inclusion – the Why of the Future: In advance of the meeting directors read a series of articles about the value of diversity on corporate and co-op boards. To facilitate discussion, directors worked together to brainstorm a list of key ideas that resonated for them as they were reading, to flag connections they noticed between the readings, and to highlight what aspects of the

readings apply to our Co-op specifically. The goal of the exercise was for directors to get to a place where they were able to tell a coherent story about why the Board is dedicated to the Co-op's EDI work. Being able to tell this story is especially important as the group looks for new directors to join the Board in the coming years.

Key Concepts that the Directors Flagged:

- It's difficult to determine the financial benefits that flow from having a diverse board in advance
- Diversity can mean a lot of different things (Inherent vs. Acquired Diversity)
- A diverse board can create a culture of empowerment and foster innovation
- Some directors enjoyed the perspective illustrated by the articles about Starbucks and Facebook. Those companies focus on career development and recruitment to maintain a diverse board.
- It's important for diverse boards to maintain an egalitarian and collegial culture, characterized by the transparent transfer of information and minimal back channeling.
- It's tempting to continue doing what is easy and familiar
- It's crucial to acknowledge gaps and differences and to take steps to address them
- Quotas alone do not make boards more successful or welcoming of diverse perspectives
- Beware of tokenism
- Be brave and open to having uncomfortable conversations
- The Co-op can take positive steps to affirm equity (not colorblind equality)
- Don't commodify EDI work; it needs to be authentic and start at the top of the corporate structure
- "Niceness" can be insidious and mask deeper bias
- Cardinali's ideas about the reclamation of civil society resonate with the Co-op's mission
- A diverse board can help the Co-op navigate its blind spots
- Today, company valuations are predominantly shaped by public perceptions (goodwill and name recognition) as opposed to concrete measures such as assets or profit margin
- "Community" is the Co-op's brand, so we need to reflect the community it strives to serve in the composition of its board of directors
- The Co-op can develop a new concept of what it is to be a socially responsible corporation

To-do: Melissa - boil down this list to its essence and bring a draft to the next EDI Ad Hoc Committee meeting.

Report from the Chair: The Board's annual self-evaluation surveys will be going out to directors very soon. Evaluation results will be compiled and reviewed at the next Board of Directors (BOD) meeting.

Board Work Plan – 2020 Priorities: The Board reviewed the 2019 Annual Work Plan and identified items to carry over to the 2020 work plan, as well as brainstorming new areas of focus.

2020 Priorities:

- Draft a grievance policy
- Redefine the Member Affairs Committee (MAC) and its role in member engagement
- Retool the Board's recruitment process
- Begin preparing for the 2022 Strategic Plan ten-year review
- Develop a new GM evaluation process
- Develop a "Why Diversity" statement
- Explore a Board co-chair structure and workload sharing methodology

Proposal to Reactivate the Strategic Planning Committee (SPC): Reactivate SPC to update board process policies (P policies) to incorporate the EDI Strategic Plan goal and objectives

- New directors are strongly encouraged to join the committee.
- SPC will meet once a month and there will be some work to do at home. The P policies were last updated in 2015, and it could take up to six months to revise them
- Members of the EDI Ad Hoc Committee would like to wrap up their work soon, but want to accomplish a few more things first.

Decision: Approved unanimously by consensus

Rose, Bud, Thorn:

- Rose/Bud: The GM had an opportunity to reflect in her business meeting today with department managers. A lot of new work is coming. The Co-op is defining new culture pillars and reshaping its hiring process. It feels good to pull that team together - the plans are starting to take shape.
- Thorn: It's been a lot of hard work

GM Reminder to Directors: Co-op employees have access to preferred pronoun pins that they may choose to wear. Please be mindful of employees choosing to wear these pins and use the appropriate pronouns to reference them.

Executive Session: Decision: The Board will continue to discuss the criteria and process for Board appointments before taking action on a Board seat that will become open at a future date this year.

The meeting ended at 8:30 pm.

Next Board of Directors meeting: Wednesday February 12, 6:00 pm in the Connections Building classroom.

These minutes have not been approved by the Board.