

5	3/28/23	Eleanor, Mandy, Charlotte	2/24	Eleanor, Mandy, and Charlotte will move forward Book Club idea with input from Christopher. Pushed to June. Update: Let's get Ends focus selected first AND discuss what programming we want to do for the selected End. Update: Move to February
6	10/24/23	Claire, Brion	12/24	Claire and Brion will make sure we make good use of our CBLD subscription.

DECISIONS:

-DECISION: November minutes approved with pending correction: Third item, second bullet point should be “We have a lower dollar amount budgeted for board discount for next year since we spent less this year.” (Alexis abstained)

-DECISION: Board accepts IMR 2.1 as written.

-DECISION: Board adopts the 2023 IMR Schedule as the 2024 IMR Schedule.

-DECISION: (1) The board waives Policy 4.8.2.1 (requiring an audit this year) for this year. (2) The board authorizes the audit committee to move forward with a financial review of FY23. (3) The board requests that the reviewer present their final report to the board via the audit committee. (4) The board requests that the audit committee ask the reviewer to suggest any financial systems that we should audit in the future.

-DECISION: To show our appreciation to the CM and the subs for the hard work they perform and their dedication to People's and the cooperative economy, the board is providing a \$150 People's gift card to each member of the CM as of December 19, 2023 and a \$150 gift card to each sub employed by People's as of December 19, 2023.

-DECISION: The Board will hold quarterly in-person board meetings in 2024. The Board will evaluate a plan for 2025 meetings in November 2024. The In-Person Meeting Sub-Committee (Eleanor, Edward, Malorie, Marc) will finalize details (which months, where, food?, how owners can attend, how board members out of town can attend, how facilitator out of town can attend/get a sub, etc).

-DECISION: The Board will give Gayle a \$300 gift card.

NEW COMMITMENTS:

The In-Person Meeting Sub-Committee (Eleanor, Edward, Malorie, Marc) will finalize details (which months, where, food?, how owners can attend, how board members out of town can attend, how facilitator out of town can attend/get a sub, etc). They will also address what to do if a Board member cannot attend in person.

M-O FORUM:

- n/a

AGENDA REVIEW:

- accepted (including consent agenda: Board accepts the resignation of Richard Bruno.)
- if time, we will talk about the bylaws

MINUTES APPROVAL:

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1) IMR 2.1 Treatment of Co-op Patrons & Members

Sponsor: CM Link

Purpose: decide

- Writing this IMR this year felt odd because it's in between years that we send out the survey. A lot of it is a repeat of last year. We are still reporting noncompliance in 2.1.1.c, posting board agenda outside store for a week before the meeting. We have a plan for compliance.
- Policy Note for this item still not included.
- Under 2.1.c, I'm grateful that we're evolving with data and being mindful about how it's used. I've noticed that bod email gets a lot of spam since anyone can write to it. Is there a way to have an admin as a filter.
 - o I'd rather get a few spam emails a month than be less accessible to people who do need to reach us.
- Top of p 13, 2.1.1.a.v Data: How often do we get health inspections? What was the priority violation?
 - o They're random but around once a year. Priority violation had to do with how things are stored in the back: There were animal food products stored below cleaning products, and all food products, including animal food products, must not be stored under cleaning products.
- Section on accessibility: Curious to how this was measured, since I have seen instances where the store has been very inaccessible to some people. Wonder if results are skewed based on who is taking the survey.
 - o That is possible. It does say “Staff is responsive to my accessibility needs” in the survey.
 - o I have seen people struggling with shopping carts to get them to their cars, even one falling over trying to get it there. Store is hard to navigate in a wheelchair, so maybe people who don't have good accessibility don't come back and so don't take the survey.

- We don't have a parking lot, so after people leave our courtyard, they're dealing with the city of Portland, not with People's.
 - o I didn't even know we had a lift!
 - o Had a conversation in a book club meeting about accessibility. It would be great to advertise on the website what sorts of accessibility we have. Not just mobility, but also blindness, deafness, etc.
 - o Not sure if we need to ask for missing data or if we need to clarify the policy (in policy reflection) to lead to the data we want.
 - o I would be comfortable saying this is noncompliant with the clause that we do more work to answer the question about accessibility better.
 - o Definition of "adequate" is vague. If we rewrite the policy, we could do better in saying what's reasonable and what's not.
 - o Maybe a subgroup would like to have a deeper discussion about accessibility.
- Anyone unprepared to act? No. Definitions or interpretations unreasonable? No. Inadequate data? No. Data (aside from 2.1.1.c) not in compliance? No. Plan for compliance unacceptable? No.
 - PROPOSAL: Accept IMR 2.1 as written.

DECISION: Board accepts IMR 2.1 as written.

2) Policy Reflection: 2.1 Treatment of Co-op Patrons & Members

Sponsor: all

Purpose: discuss

- On 2.1.1.a, grateful that we are being sensitive to individual's self-identification. There are trainings available is "Bridge 13," through New Avenues Youth, with trainers teaching about health from an LGBTQ+ perspective.
- Back to the term "adequate," we want to be general, not too specific, but not so general that there are no standards for CM to follow. If we get too specific, we start being operational, which is not our job.
 - o This would be a good thing to discuss with Jade.
- Operational definitions refer to ADA requirements, etc, so policy could mention ADA, etc. That would be a specific thing we could add without getting too specific. Or maybe leave in "adequate" and let CM address the operational definition.
- Another alternative to "adequate" could be to leave it out or say "reasonable."
- As Operations Manager for 4 years, I like that the current wording allows CM to respond to needs as we become aware of them and also gives CM responsibility to address it.

3) 2024 IMR Schedule

Sponsor: Marc
Purpose: decide

- Proposal: Adopt the same schedule as 2023.

DECISION: Board adopts the 2023 IMR Schedule as the 2024 IMR Schedule.

4) Financial Review or Audit

Sponsor: Marc
Purpose: discuss/decide

- (By the way, we have a vacancy on the audit committee, in case anyone wants to join.)
- We haven't had an audit for a couple of years. We were supposed to have one in FY2022, and the CM has said that they are out of compliance because of this. Technically, it is the Board's role to move the audit forward through the audit committee, which has a member of the CM on it. However, Policy 8.4.2 states that Board will arrange outside monitoring "as necessary," so that the Board can exercise confident control over the organization's performance. And then 4.8.2.1 provides no more than 4 years will pass without an audit, and no more than 2 years will pass without a review or audit. The audit is essentially a way that the Board, as representatives of the owners, can ensure that the information it is getting from the CM is accurate and that the processes they are using are meeting the standards. It's a way to have a 3rd party look at the information and report back to us. The Board did not arrange for an audit of the FY2022 financials.
- Audit committee has been investigating the options for an audit. The committee found that a full audit would be approximately \$20,000-29,000, which greatly exceeds what we have paid in the past, and in fact comes close to the Board's entire budget for next year.
- So both audit and financial review are tools for the Board to ensure finances are being monitored. A review looks at financial statements to ensure it's as reported; an audit does that and also reviews financial systems. Audits interview person responsible for procedures. A review doesn't, but does look at what discrepancy is over a year.
- One idea is that by getting a review this year, if the review shows large discrepancy, it's an indicator that we need a full audit. For small co-ops (physical space), according to CBLD, reviews are often adequate, since there are fewer people involved and the cost of audits is high.
- NCG says we are supposed to have a review every year—might need to add more money to the Joint Liability Fund since we didn't have one in 2023.
 - o Reviews cost different amounts depending on where we get them; last year, it was around \$8000; likely more than that elsewhere. It is in our budget.
- Proposal: (1) The board waives Policy 4.8.2.1 (requiring an audit this year) for this year. (2) The board authorizes the audit committee to move forward with a financial review of FY23. (3) The board requests that the reviewer present their final report to the board via

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Announcements:

- Lots of cool activities for Winter Solstice!
- Great recipes in today's newsletter!
- Jenny will show up for an hour in Jan-Feb-March work sessions to do mini-training on consensus model.
- Solstice celebration at Farmer's Market tomorrow. There will be a mobile sauna there, for farmers to go have a sauna, and we'll give them soup, and we'll have paper lanterns, warm drinks, cookies for people.
- Come buy gifts at the co-op!

5) End-of-Year CM Gift

Sponsor: Marc

Purpose: decide

- We're consensing on gifts for CM and subs: 20 CM, 15 subs, \$6889 left in budget. Proposed language for each blank in the packet is \$150.
- Proposal: To show our appreciation to the CM and the subs for the hard work they perform and their dedication to People's and the cooperative economy, the board is providing a \$150 People's gift card to each member of the CM as of December 19, 2023 and a \$150 gift card to each sub employed by People's as of December 19, 2023.

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6) In-Person or Zoom Board Meetings

Sponsor: Eleanor/Marc

Purpose: discuss

- Packet language is outdated. We talked about this at the agenda planning meeting.
- History: Pre-COVID, all meetings were held in person, and we had a catered dinner for board and any members who came.
- New proposal based on responses to the survey and this discussion: In 2024, we will hold quarterly in-person Board meetings in the Community Room, with MOs welcome to join via Zoom.
- From CM perspective: The community room is still not ready to open to MOs. We would be okay with having Board and NMEC there.
- I think interacting in person with MOs is more important than using the Community Room. We could do it offsite so MOs could be in the room with us.
- Hybrid meetings do require a certain investment in technology (about \$1000) to make it work for everyone.
- We would need to figure out which meetings to have in person given that Jenny will be gone for the winter and wouldn't be able to come in person. (She can get a sub if need be.)
- Facilitator input: Hybrid is not only an extra expense, but also makes a sort of power hierarchy, as well as time to repeat things, etc. This is something that would take a lot of thought.
- January is too soon for CM to consense about opening the Community Room. Maybe start in Spring quarter.
- We should review the decision each November.
- NMEC has found several inexpensive options for offsite meetings.
- Feels like a lot of work to plan these quarterly meetings; would need to be clear who would be doing that work.
- Revised proposal: The Board will hold quarterly in-person board meetings in 2024. The Board will evaluate a plan for 2025 meetings in November 2024. The In-Person Meeting Sub-Committee (Eleanor, Edward, Malorie, Marc) will finalize details (which months, where, food?, how owners can attend, how board members out of town can attend, how facilitator out of town can attend/get a sub, etc)

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7) Appreciation and Farewell for Gayle

Sponsor: Eleanor

Purpose: discuss

- The Board wanted to build in some time to express gratitude to you for all the years of service, your presence in meetings, and all you've done to serve the Board.
- Eleanor is going to liken your presence to an item at the co-op, and invite other Board members to do so...
- Handmade beeswax candles - special treat I save up for, and then buy and savor. You remind me of a candle because you're a source of warmth in your community. Candles can represent ritual and prayer and meditation, and you've shared your spirituality with us. Candles are a beacon in the dark, which reminds me of your path to become a leader in your religious community. Admire volunteerism.
- Marc was thinking something like flour - something that's always there, reliable, versatile, and used in a lot of ways. Notice its absence when it's gone. Flour holds everything together!
 - o Almond flour—Gayle avoids gluten!
- Edward - you remind me of vinegar. Just kidding! You remind me of a bright apple - sweet and nourishing.
- Brion (via email) - In many ways, you're synonymous with People's board meetings.
- Mandy - Super awesome, just like Gayle: All Cream Lotion. Every meeting, you're always bringing such a light presence and cracking jokes. You bring a potion to the meetings. Happy to have you here.
- Claire - Olive oil. Makes it easier to fry things. You're helping us get things done; get things fried. Also, traditional menorahs used olive oil, again tying back to your faith.
- Jenny - Citrus, because you're just sweet, sweet sunshine.
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- Board created this proposal in a work session: show Board's gratitude for all the support they've provided by offering Gayle a parting gift of a \$300 gift card.

DECISION: The Board will give Gayle a \$300 gift card.

Meeting adjourned at 8:33.