

Board of Directors Meeting  
**Monday, October 19, 2020** via Zoom  
Facilitator: Rebecca Williams | Minutes: Gretchen Johnson

**Directors:** Peter Frank, Mike Strode, Celeste Levitz-Jones, Rebecca Williams, Victoria Birkbeck, Brian Perea. Late arrival/early departure: Don Washington. **Owners:** l'Talia McCarthy, Nancy McClelland, Robert Curtis, Teresa Meza, Emilie Karl, Brock Auerbach-Lynn, Sharon Hoyer, Sean Shatto, Gretchen Johnson

**6:02 Opening**

Director Check In: What are we most looking forward to in the upcoming annual meeting?

**6:05 Meeting Agenda**

- RW proposes moving discussion of abolitionist challenge between owner comments and ops report; all in favor.

**6:09 Approvals**

- RW proposes the approval of August and September 2020 minutes. CLJ abstains from September approval; all in favor.
- RW proposes approval of the October issue of The Brine; all in favor.
- RW proposes approval of the board admin job position; all in favor.
- RW proposes approval of new owner and equity repurchases; all in favor.
- RW proposes approval of finance committee minutes and new committee members (JP Santos, T. Meza); all in favor.
- RW proposes approval of 2 owner loan repayments (\$6050 total); all in favor.
- RW proposes approval of update to D4 policy; all in favor.

**6:15 Owner Comments (Mike)**

- IM: Need staff to change D4 policy on website? CLJ: Yes please.
- R. Curtis: One final plea to electing ownership, asking them to consider conflict of interest when voting for staff members as directors.
- S. Shatto: Proposes DPFC looks into supporting Defund CPD campaign.

**6:24 Abolitionist Challenge Update**

Roundtable:

- MS: Missed first two sessions; very appreciative of LaDonna's work.
- PF: Enjoying the work, the reading, and the physical component to the meditative work. Essential work for the board.

- CLJ: Love it; initially felt like a lot of work but good reminder that the work never ends. Looking for more concrete steps. Crossroads: starting with different base education will be helpful in reform (management, discipline, engagement).
- BP: Still a lot of work to be done - how to take it back to store?
- VB: Enjoying it, need to strategize about what and how we are bringing back to directors, send resources to new directors.
- PW: Will attend sessions this weekend.
- DW: Hesitant to use R. DiAngelo book; helpful to have conversations in context with more people of color.
- RW: Love focus on praxis, not just theoretical.
- T. Meza: Looked into orgs that would facilitate conversations around white supremacy within organizations. Recommendation to create small multiracial cohort to keep work at forefront. Board help, should be organic/grassroots, building framework to create shared language. Put in connection with Peoples Food Coop in MI - created governance policy rooted in antiracism.

#### 6:45 **Operations Report** (l'Talia)

- Waiting on staff to approve new contract. Closing Oct. 28 for virucide treatment. No current update on financials. Job posting for financial manager went live, currently interviewing candidates. Have meeting to set up LinkMatch again, in process of applying for WIC after closed application period.
- Question about what happens when new owners are not approved at board meeting? PF responds that including approvals ties memberships to minutes.
- CLJ moves to accept; all in favor.

#### 6:57 **BI Report**

- RW checks for questions and understanding.
- PW: What is fiscal year timeline? NM: July 1 - June 30.
- VB inquires about overhead cost containment. NM: Difference between types of expenses. There is the cost of what you have to sell; everything else is overhead.
- CLJ: Unrelated, but would be a good idea to have a cheat sheet of acronyms for incoming board members.
- RW proposes accepting report with acknowledgment of non-compliance and with one re-report request for B.1.12 through finance committee; all in favor.

#### 7:07 **B2 Report**

- RW: Two policies found non-compliant. Path to compliance: B2.2 should be re-reported. B2.6 will be monitored by finance committee until in compliance.
- NM: B2.2 should be on every month's review, just a matter if other things take precedence.
- RW proposes to accept report as is; all in favor.

#### 7:18 **Board meetings**

- CLJ: Need to consider policy changes around virtual meetings/accessibility - considerations for future policy.

- C4.1: Out of compliance with more work being sent to committees. CLJ: Issues in past that committees read report then make recommendations; directors then don't do the work.
- C4.2
  - CLJ: Need to be clearer on whether some meetings are emergency sessions or executive sessions. Need to be better about taking notes; keep good records. PF agrees. Path to compliance: When emergency meetings are convened - don't always discuss confidential information do need to take fast action.
- C4.4: Path to compliance: At any meeting (emergency between regular sessions) state at the top what the purpose is and whether or not it is an executive session. Notes need to be filed in monthly packet. Executive meetings need to be at least mentioned, with topic noted if possible.
- RW proposed to find out of compliance on C4.4 and shelve rest to board retreat/policy committee; all in favor.

#### 7:41 **Board Technology**

- Most everyone likes using Slack.
- Need to explore being more intentional with tools.
- PF: Hesitation is not knowing where conversations should happen; also wary of having to check a lot of platforms. Likes Slack overall
- CLJ: Slack is good for following up on specific threads (which can be hard on email). Also good for archiving. Settings for notifications are helpful - good to standardize, or say it should be checked every 3 days?
- NM: Great that Slack is searchable. Should set a rule that all conversations go through Slack, with judicious use of emergency emails. Action items can get lost; should tag a person on a weekly basis until action item is complete.
- RW: Like Slack; fosters conversation and relationships. Need to be intentional about transitioning tools in and out. Set of norms and policies would be helpful.
- VB: Slack is great; question around how to loop in larger audience. Add additional norms and figure out how to onboard people.
- MS: Find I'm drowning in email; should set norms about splitting conversations between Slack and email.
- CLJ: Second that; define how decisions are made on Slack, how it is documented and recorded.

#### 7:56 **Annual Meeting**

- Guidance on recording videos available.
- CLJ: Would appreciate outlines from PF and IM to avoid redundancy.
- RW: GM provides overview; president provides bigger picture of questions board is grappling with.
- Dress rehearsal to test technology; poll in Slack for date.

#### 8:03 **Board Calendar**

- GMED by November follow up on action item from last meeting, make recommendation (D4)
- MS clarifies - officially adopting new calendar in November with new board?

- IM: Would like to be included with NM on reporting on B policies so that they line up with financial reporting.
- CLJ: There is no rule that all policies have to be reported on every year.
- RW: Suggest that IM/NM and committees come back with updated recommendations. At next board meeting leave 15 minutes for discussion. Good to know when we've monitored things last (to provide to new board). All in favor.

8:15 **Meeting assessment:** VB: Went well, great packet, glad to have timekeeper. CLJ sad to have last meeting, excited for future moves. RW excited to do some new work in owner linkage. BP: stepping down from board. PF grateful for leadership and finance committee work. MS: great meeting, crazy cycle, looking forward to next year.

8:24 **Adjourned.**