

April 7<sup>th</sup> 2009 Board Orientation – 6PM – 6942 N Williams St

Directors: Beth, Matthaus, Jim, Elliot, John, Emily, Mark, Merleann, Stephen, Tracy, Amelia  
Managers: Jocelyn, Courtney

Action Items

- Deal with updating articles of incorporation
- Research bylaw change notifications. Do we need to update the state.
- Think about officer positions. Elections in April.
- Mail new board members executive session minutes

I. Introductions & Icebreakers

1. Hi, this is us. We are them. Nice to meet us.
2. Ice. Broken!

II. General Board Orientation

1. Agendas (How they're made, how items get on the agenda)
  1. Email Amelia (President) at least a week before the next meeting with agenda items.
  2. Anything that wasn't gotten to last meeting (tabled items)
  3. Parking lot items
  4. Some things are standing items (monitoring reports), but their focus changes depending on the month.
2. Meetings (basic agenda skeleton)
  1. Dinner is provided
  2. We approve/revise the agenda
  3. We approve/revise last meeting's minutes
  4. Management reports
    1. General financial statement (with membership stats also)
    2. Any operational issues, important things the board should know
  5. Monitoring reports
  6. Policy reflection
  7. Business
    1. Things Like...
    2. Annual Budget
    3. Specific Proposals
    4. Study
    5. Management Reviews / Executive Session
  8. Wrap Up
3. Meeting Roles
  1. Facilitation
    1. We will be using outside facilitation
  2. Time keeper
    1. Lets us know when we're running out of time an item
    2. Time extensions to agenda items are extensions to the whole meeting
  3. Stack taker
    1. So everyone gets a chance to speak
4. Decision making process
  1. At the last board retreat, it was decided to move toward a consensus decision-making process instead of the pseudo-consensus we have been using.
  2. The bylaws say we should strive for consensus
  3. We will be learning about different kinds/flavors of consensus to choose one to use
  4. We will also seek out training in whatever flavor of consensus we choose to use

### III. Policy Governance vs. Bylaws

1. Bylaws
  1. Are legally binding
  2. Is a legal document
  3. Membership vote is required to modify and change the bylaws
2. Policy Governance
  1. Modified by the board
  2. Governs the board (G for Governance), the management team, and their interactions (M)
  3. Lists general goals (Ends) for the Co-op.
  4. Governs by telling the management what they can't do (Limits), not what they should do

### IV. Board Resources

1. CDS (Cooperative Development Services)
  1. CBLD (Cooperative Board Leadership Development)
  2. They provide trainings in many areas of board responsibilities
  3. They have online seminars for trainings on many topics (Budgeting, etc)
  4. They provide a consultant, Michael, of whom we can ask questions and go to for advice
  5. Michael will facilitate our board retreat
2. CGIN (Cooperative Grocers Information Network)
  1. Board list with many useful topics (Ends revisions, management compensation, board compensation, etc)
  2. Easy to write out to for help/advice in specific topics
3. The Binder
  1. Board meeting minutes
  2. Financial Reports, Statements
  3. Budget

### V. Committees

1. Four Committees
  1. Personnel
  2. Board Maintenance and Development
  3. Finance
  4. Member Linkage
2. The only standing committee is the finance committee. All other committees meet when there is work for them to do (i.e. management reviews, annual meeting)
3. Ad-Hoc committees are created temporarily to handle/research a situation until it is no longer needed. The Space Task Force is an example of one such committee.

### VI. Officers & Responsibilities (Brief synopsis. Details in Bylaws & Policy Governance)

1. President – Ensures facilitation at board meetings, annual meeting. Official signatory of cooperative. Prepares agenda.
2. Secretary – Minutes, records, etc.
3. Treasurer – Ensure financial reports come to meetings, chair finance committee.
4. Vice President – Arranges for space for board retreats.

### VII. Financial Statements/Reports

1. Three Reports – Most in-depth analysis happens at the Finance Committee
2. More on this at the CBLD training
3. Balance Sheet
  1. Assets
  2. Liabilities
  3. Things stay in balance.
4. Income Statement (Profit & Loss)
  1. Revenue – what we've earned
  2. COGs (Cost of Goods Sold)
  3. Operating Expenses

4. Taxes
5. Cash Flow
  1. Changes that have occurred on the balance sheet over time
  2. Snapshots.
  3. Cash inflows & cash outflows (Three sections)
    1. Operating activities
    2. Investing activities
    3. Financing activities
- VIII. State of the Board
  1. Coming soon
    1. Moving toward formal consensus decision-making
    2. Study around patronage refunds
    3. Deciding how to monitor sections of PG that aren't currently monitored (Some of L, M)
    4. Overhaul and revise Ends statements in PG
    5. Interim management structure. Thinking about how we want the management to be arranged, how we want to interact with the management, what is best for us as a cooperative. Balance that with current staff discussion of collectivizing.
  2. <Summary of recent personnel issues>
- IX. PG Orientation
  1. Overview
    1. Board of Directors – a body of elected or appointed person who jointly oversee an organization
    2. With Boards and organization, there is the possibility for Boards to overreach into operational issues and overstep lines. PG sets clear lines for Board and management.
    3. Board work is shaping a policy register which is what motivates and limits management decisions. Long term care of the organization.
    4. General case: only connection through board with staff is through the general manager
    5. Our case: there are staff on the board, and the board links with the staff through a management team
    6. Board acts with one voice. (We deliberate in many voices. We speak in one voice.)
  2. Downsides
    1. Staff can feel disconnected from the board
    2. Staff don't directly interact with the board, but as members, they can bring issues to board meetings
  3. Ends (E)
    1. Designate results for which the organization exists.
    2. Why is the organization there? For whom? Are they accomplishing their goals?
    3. Should be revised frequently.
    4. We won't be monitoring Ends until February 2010 so we have time to revisit, think about and revise them.
  4. Governance (G)
    1. How the board governs
    2. What the board does
    3. What its goals are
    4. What its responsibilities are, both individually and as a group
  5. Management Limitation (L)
    1. Tell management what they can't do, not what they can do
    2. Tell management to achieve these Ends without doing these things (Limits)
    3. If management uses means or interprets limits differently than intended, Limits can be amended/revised to clarify.
  6. Board-Management Linkage (M)
    1. This is how the board interacts with the management.
    2. They are rules we've set for ourselves in how to deal the management.

7. Resources
  1. Board Leadership – John Carver
  2. Other Carver books
8. Monitoring Reports
  1. Management brings monitoring reports on various sections of PG throughout the year.
  2. They include an interpretation of the Limit, End, etc.
  3. They report Compliance, Non-compliance, or Partial compliance on each of the subsections of the PG section.
  4. They also offer explanations and detail in how they are in compliance, or not in compliance.
  5. The Board chooses to accept or not accept the report and the interpretation of the section. We can accept a report of non-compliance with a plan for compliance.
9. Other Kinds of Reports
  1. External Report – Outside body measuring compliance (i.e. Financial Review)
  2. Internal Report
10. Policy Reflection
  1. Monitoring can bring to light concerns, thoughts on policy. After the reports, revision suggestions are taken and handed off to the Board Maintenance and Development Committee.
- X. Management Team Overview (Structure)
  1. Moved from three person Management Team to a two person team.
  2. Currently in an interim structure period.
  3. Staff is working on a collective management structure proposal (has been since 2004)
    1. Steering committee will be meeting, researching, discussing for 4-6 months.
  4. Before filling the vacant Finance Manager position, important to figure out how we've grown, changed, and what holes we need to fill in management, rather than just hiring a new Finance Manager.
  5. Board research on management options. (Food Front's Board deals with Holly, their GM & Peoples' Board deals with a liaison from the Collective)
  6. Finance update
    1. Payroll is being farmed out. First checks coming out this week.
    2. Monthly bank reconciliation and reporting has been hired for.
    3. Courtney and Jocelyn have been handling some of the slack and potentially passing on some of the daily deposits to the Front End.
    4. Looking into fully developing a bookkeeper position, discussing potential ideas with current Accounts Coordinator.
  7. Job Description Synopses (Details in binder)
    1. Membership & Marketing Manager – one change from printed description: budgeted hours changed to 32-40 indefinitely (specifically in the interim period).
    2. Operations

Next Meeting: @Ride Around Portland (917 SW Oak St. - Suite #405) at 6:30PM on April 21<sup>st</sup>  
 Potluck with Michael (Our CDS consultant) - April 13<sup>th</sup> 6:30PM 309 NE Dekum