

Directors: Amelia, Matthaues, Stephen, Elliot, Jim, Beth, Tracey, MerleAnne, Mark, John
 Managers: Courtney, Emily
 Facilitators: Michael
 Observer/Co-facilitator: Todd

Agenda Items

- *Discuss merging/replacing our policy register with CBLD Template*
- *Monthly monitoring process proposal.*
- *Discuss patronage breakdown for 2009 when available.*
- *Decision-making process, bylaw interpretation*
- *Research topic: Legally, the bylaws need to have the allowance for the expectation for patronage refunds if they are to be used/available.*

Action Items

- *Management: bring patronage breakdown for 2009 when available.*
- *Everyone: bring a piece of the truth*
- *Board: prioritize 2 or 3 items from the list to do in the year and do them.*
- *Plan committee: take 2 or 3 items from the board and make a calendar/schedule to complete them*

I. Board Self-Monitoring

- A. “We’re not doing it.” Self-monitoring has never happened. The board started monitoring limits 2 years ago.
- B. Why monitor?
 - i. For ourselves.
 - ii. For the membership.
- C. G policies are for self-governance.
- D. Written monitoring reports are to show delegated work results that happen outside of meetings.
- E. How should it work?
 - i. Board self-monitoring doesn’t have to involve monitoring reports.
 - ii. Self-monitoring can be oral, but shouldn’t dominate meeting time.
 - iii. Policy evaluation should be part of self-monitoring.
 - iv. Policy should serve the board, not the reverse.
- F. Conversation driven self-monitoring
 - i. Discussion of a single policy at each board meeting, or large chunks less frequently
 - ii. If self-monitoring becomes too large a topic, it should become an agenda item for a future meeting.
 - iii. Coming prepared with thoughts on the policies is key.
- G. Numeric/Data driven self-monitoring
 - i. Survey of some sort with each policy name, and evaluate/rate on how the board is doing on each policy.
 - ii. Decide what items get revised/improved (i.e. survey with 1-5 ranking, look deeper at all items with 3 ranking or less, or bottom 10% of survey).
 - iii. Reissue same survey again next cycle to gauge improvement/changes.
- H. Reporting to the membership
 - i. Members that are interested in policy work tend to already be on the board. The rest don’t tend to be interested in policy work.
- I. **Positive reaction to conversation driven monitoring (policy per meeting), negative reaction to number driven survey.**

II. Patronage Dividends

- A. Why?
 - i. Not giving away profits before they've been made.
 - ii. Opportunity for member engagement.
 - iii. Member economic participation. Cooperative principle.
 - iv. To make sure the store can run before giving back to the membership.
 - v. Patronage dividends are deducted from co-op's taxable income (minimum 20% refund distribution).
 - B. Why not?
 - i. Tradition.
 - ii. Accessibility. Low-income folks.
 - iii. Make sure the lack of discount isn't a barrier to people shopping there.
 - iv. Deciding what's best for the membership. (Isn't that the board's role?)
 - C. Discounts as a vestige of buying-clubs.
 - D. Waiting until we are in financial trouble would be a bad time to move to patronage dividend.
 - E. How?
 - i. Education.
 - ii. Some sort of hybrid system? Or interim transition model? It would show the membership that they would still get something back even without a register discount.
 - F. How it works...
 - i. Look at net income at end of year.
 - ii. How much of that net income comes from members?
 - iii. Call that net income patronage.
 - iv. Give 20% back to the members.
 - v. Then all of the patronage isn't taxable. (Reduces taxable income.)
 - vi. The dividend refund isn't taxable income for members, as it was already their income and taxed.
 - G. Retained patronage (the non-refunded patronage) is controlled by the co-op. It must be tracked for each member, and can be returned at a later date if the board desired.
 - H. It can be an education tool to tell members how the co-op is doing, what the remaining income is being spent on.
- III. Consensus Process
- A. Why?
 - i. Bylaws
 - ii. Make sure people are invested in the decision.
 - B. Discussion goals are reaching toward consensus, but majority is used as a decision-making process.
 - C. Separate the process from the decision-making rule.
 - D. Consensus as the process, unanimity or unanimity or plurality as the decision-making rule.
 - E. What does it take?
 - i. Trust in our own honesty.
 - ii. Moderator/Facilitator: Someone neutral, not invested in the decision, who is leading the process.
 - iii. Time to hear all of the pieces of the truth, to hear all the opinions, concerns
 - iv. Focus on decisions that need to be made, as it will take more time
 - v. Delegation of decisions that the board doesn't need to make to management
 - vi. Open mind
 - vii. Letting ideas belong to the group
 - viii. Clear question, clear proposal, clear topic
 - ix. Clear list of decisions to be made
 - x. Clear definition of participants, decision-makers
 - F. What is holding us back?
 - i. Consistent facilitator
 - ii. Time
 - iii. Exposure/practice to know what consensus looks like and feels like

- iv. More formal processes
 - v. Fear
 - vi. Clear restatement of decisions
 - G. Decisions that are too broad are too narrow can be hard to reach consensus on. It can be useful to focus or pull back if consensus is hard to reach.
 - H. It's impossible to know if the decision made is the right one, but they can always be evaluated afterwards and modified as necessary.
 - I. Decisions are written down and put into policy.
 - J. Bylaws XI.1 - "Consensus decision making shall always be the goal with the Cooperative. When it is clear that consensus cannot be reached, decisions shall be made by simple majority vote of those present, except where otherwise indicated in these By-laws or required by law. Any vote from a stalemate in consensus should occur at minimum 48 hours after a stalemate has been acknowledged. Prior to the vote, the Cooperative should attempt at least one additional time to achieve consensus."
 - K. The board currently uses a fusion of Parliamentary and Consensus styles. It could be useful to have someone inform the board which style the board is using during discussion.
 - L. Suggestion of current decision-making language - "To use a consensus process, strive towards unanimity, and fall back on majority decision-making after a break."
- IV. Alberta's Ends
- A. Good intent.
 - B. Could use more clear vision.
 - C. Mission statement and vision are good for PR, not useful in Policy Governance.
 - D. What the board wants the co-op to accomplish (not how, just what).
 - E. To clearly empower the management team to work towards these Ends, except to do things in the Limits.
 - F. Either take and modify current Ends, or dump current Ends and start from scratch (but bringing our experience and knowledge with us).
 - G. Ends are a goal, a noun, not a way or order. They are results, not actions.
- V. Board Annual Plan
- A. Plan Ideas Brainstorm
 - i. Monthly monitoring of policy
 - ii. Revise all policies
 - iii. Rewriting Ends
 - iv. Studying things we want to investigate. (i.e. Patronage)
 - v. Collective management
 - vi. Board budget
 - vii. Board role in budgeting
 - viii. Board recruitment
 - ix. Financial review
 - x. Board discount
 - xi. Parking lot - L6 Policy Update, Management Grievance Policy, Monitoring Proposal for M and G sections, Management Contracts
 - B. Then what?
 - i. Pick priorities and decision points.
 - ii. Priorities come out of the parking lot, non-priorities get put into the parking lot.
 - iii. Dot survey on priorities to choose perhaps.
 - iv. Board will create a list of plans, committee (Mark, Amelia, Elliot) will make a calendar/schedule for it.
 - C. Then what?
 - i. The board tries to follow the approved plan.