

Approved 3/17/21

**Franklin Community Cooperative
Board of Directors Meeting
Feb. 10, 2021, 6:30 p.m.
Via zoom videoconference**

Directors Present: Andy Grant (he/him/friend), Bob Sagor (he/him), Jeanne Douillard (she/her), Margaret Cooley (she/her), Emily Gopen (she/her), Rachael Katz (she/her), Peter Garbus (he/him), Annie Winkler (they/them), George Touloumtzis (he/him).

Directors Absent: none.

Member Owners and others attending part or all of the meeting: John Williams (he/him), Emma Morgan (she/her), Alexander Davidson Carroll (he/him), Katie Stuart-Buckley, Skye Morse (he/him).

Facilitator: Andy Grant

Minutes: Kathy Litchfield (she/her)

Timekeeper: Bob Sagor

1. Welcome, Introductions & Announcements

- 1.1. There was a go-round of introductions; people shared their favorite winter activities.
- 1.2. George shared that the Neighboring Food Co-op Association (NFCA) will hold its annual meeting virtually on Saturday, March 20 in the morning; he will send more info.
- 1.3. Emma shared that Leah Penniman of Soul Fire Farm will lead a social justice Shabbat at Temple Israel in Greenfield on Feb. 19 at 7 p.m. that is open to the public. Ask Emma for the link.
- 1.4. Peter shared that Four Rivers School students have prepared five high quality documentary films about solving the climate crisis by interviewing people from around the world via Zoom; he'll provide the link.
- 1.5. Andy shared that he and Alex will present on "introducing sociocracy to a food coop" at a conference hosted by Sociocracy for All; he'll provide the link.
- 1.6. Andy also read a land acknowledgment statement: "We acknowledge that we're on colonized ground, appropriated through a series of actions intended to destroy, seize, or diminish Indigenous people, culture, and resources. We deeply consider historical realities, the impacts of settler colonialism, and how profit and harm still derive from these events. In response, we affirm Native American identities in this community today and a vibrant cultural legacy. We respectfully support the healing and restoration that is underway. We yearn for genuine peace in our time and for generations to come."

2. Open Forum

- 2.1. Nothing.

3. Agenda Review

- 3.1. Rachael suggested making the HFAC proposal (agenda #15) earlier in the meeting by swapping it with agenda item #12; adding 5 minutes from #12 to #15; and considering refocusing the outcome towards implementation rather than additional study.
- 3.2. There was reluctance to take 5 minutes from #12 as well as to decide to focus on outcome before the HFAC discussion, without feedback from Operations. It was suggested the 5

minutes stay in #12 and discussion is had before considering implementation, although to stay open to that possibility.

3.3. Andy requested “flash consent” for this plan and saw lots of thumbs up in approval.

3.4. Andy asked for “consent to the agenda” and many thumbs were up.

4. **Good Meeting Reminder**

4.1. Peter suggested that it’s “ok to be messy when expressing ideas,” sharing that at Four Rivers, a “norm” has been used, that “we can’t be articulate all the time” while navigating new territories and fumbling along pathways forward. He urged directors to feel comfortable enough to share divergent thinking rather than be worried about how things are said. “Don’t let perfection be the enemy of saying what’s on your mind.”

5. **Minutes for 1/13 and 1/27/21**

5.1. George made a motion to approve the Jan. 13, 2021 Meeting Minutes.

5.1.1. Emily seconded the motion.

5.1.2. There was no discussion.

5.1.3. The motion passed 11 in favor, 0 opposed, 1 abstaining (BOD Tally: 9, 0, 0).*

5.2. George made a motion to approve the Jan. 27, 2021 Meeting Minutes.

5.2.1. Bob seconded the motion.

5.2.2. There was no discussion.

5.2.3. The motion passed 12 in favor, 0 opposed, 0 abstaining (BOD Tally: 9, 0, 0).

6. **Executive Session: Real Estate**

6.1. Bob moved that the BOD enter into Executive Session for Real Estate.

6.2. George seconded the motion.

6.3. The motion passed 9 in favor (BOD Tally: 9, 0, 0).

Kathy, Emma, Alex, Katie and Skye left the meeting at 6:48 p.m.

Kathy, Emma, Alex, Katie and Skye re-entered the meeting at 7:38 p.m.

7. **Break #1**

8.1 There was a five-minute break.

8. **ENDS Report**

8.1. Annie read the Global Ends Policy (Packet, page 9) aloud.

8.2. GM John shared additional info related to the Ends, including: that a lot of community engagement activities weren’t possible in 2020; that FCC has only had one layoff; that the largest area of opportunity is in diversity, inclusion and equity; that no staff have gotten extremely sick; that FCC made money; and that he is proud of what FCC managed to accomplish from a community aspect and as an organization as a whole; and that this report is largely the work of Sarah Kanabay.

8.3. There were pantomimed gestures of appreciation for John and Sarah.

8.4. George explained the new process by which the Ends policy would be reviewed tonight – one director will read the policy and provide feedback and then if there is time, others may share additional feedback/thoughts/comments.

8.5. Annie read the E1 Policy (Packet, page 9).

8.5.1. Feedback included that they’d rather see a focus on just a few partnerships each year, especially since many were not active in 2020; similarly with the results of FCC

activities - looks like they were copied/pasted from the previous year; consider having an appendix for longer descriptions of partnerships and activities; they would like to see more interpretation on member survey results in addition to the chart; wants to know specifically what the goal is in including the Co+Efficient charts, wonders what climate info should be considered alongside these charts to make the info feel more useful; would like more information about investments particular to the given year with descriptions in an appendix; please make it more concise; the breadth and depth of the partnerships is very important and valuable.

8.6. Bob read the E2 Policy (Packet, page 15).

8.6.1. Feedback included: questioning the increase from 16% to 40% of co-op products from local sources (GM John said that adding the buyers made a dramatic difference in product lines; he'll check with PFD to see if items were also included); questioning why the overall FFA (Food For All) numbers aren't increasing with so many new FFA signups (GM John said the FFA goal is not to keep people part of the program; people come off it when ready; some start making \$3/month payments; participation will fluctuate); and that he is pleased to see the co-op making excellent progress making food accessible to those who need help.

8.6.2. Additional feedback included: noting the significant growth in membership and food connections - appreciated the detail here; focusing on a few partnerships would suffice – those that were active during the year; a request to add food donations to this section; questioning the Merchandise Policy's clarity (GM John shared that the full detailed report is available in L11 itself); improving the customer feedback response (GM John shared that it's often the same 24 member-owners providing feedback and that some survey takers skip this section, so we're not getting the full picture).

8.7. George read the E3 Policy (Packet, page 21).

8.7.1. Feedback included: positive emphasis on local artist program/online gallery and expanding the percentage of membership receiving the e-news and strengthening of social fabric via COVID relief efforts and the Neighbor to Neighbor mutual aid network; feeling that GM John didn't give himself enough credit in the report for the alleyway redesign; that some language in this report wasn't applicable to 2020; questioning whether the events numbered, happened only from Jan-March 2020.

8.8. Jeanne read the E4 Policy (Packet, page 24).

8.8.1. Feedback included: feeling proud that the co-op provides an above average living wage; appreciation for the clarity/concise nature of the report; that it would have been nice to learn about COVID specific efforts to realign the workforce and adapt to 2020's extreme circumstances – could this be added.

8.9. Peter read the E5 Policy (Packet, page 24).

8.9.1. Feedback included: while 2020 wasn't a good year to measure by customer growth, the list of sales floor improvements is impressive; wonderful that the co-op continues to empower staff to suggest and follow through with ideas; highlighting that 85% of member-owners would recommend the co-op to others; a question as to whether the report wasn't accurately updated for 2020 (same list as 2018).

8.9.2. GM John shared that "everything on the list is applicable for this year. Many are ongoing things we continue to grow and expand upon."

8.10. Rachael read the E6 Policy (Packet, page 28).

8.10.1. Feedback included: an acknowledgment that "these are wonderful concepts," hard to qualify and report on; but that, word for word, this is the same report as last year; a question as to whether the numbers were updated at all; a desire to make this report

- useful to the BOD by including actual data and evidence of topics such as democratic control for instance; a feeling that the goals were achieved, but the reporting is lacking.
- 8.11. Andy read the E7 Policy (Packet, page 30).
 - 8.11.1. Feedback included: praise for how the co-op responded to community needs and leveraged community resilience and diversity during the pandemic; and fyi, that there's a movement globally to add another statement around racial justice to the principles of cooperation.
 - 8.12. Annie read the E8 Policy (Packet, page 30).
 - 8.12.1. Feedback included: this report was great, exactly what was hoped for in Ends reporting with the specific bullet points of what happened last year; and a desire to see something about beginning the investigation of policies with an anti-racist lens.
 - 8.13. GM John said he appreciates the feedback; and shared a concern that this new format for reviewing the Ends didn't allow opportunities for responses or replies, so feels unbalanced.
 - 8.14. Peter said the aim of this format was to enable more collaboration with GM John in structuring the Ends report going forward; and for further conversation.
 - 8.15. Rachael made a motion to accept the Ends report as submitted.
 - 8.16. Annie seconded the motion.
 - 8.17. The motion passed 9 in favor, 0 opposed, 2 abstaining (BOD Tally: 9, 0, 0).

9. **L4 Policy Adjustment**

- 9.1. Rachael, as chair of the Policy & Bylaw Revision Committee (P&BRC), reviewed the proposed adjustments (Packet, page 34); and the suggested delegation to the P&BRC.
- 9.2. Bob made a motion: "that the Board delegate to the P&BRC the task of studying Policy L4 and returning to the Board, at their first opportunity, new policy language to address the concern raised by Atty. Hughes in his review of our proposed Bylaw amendments."
- 9.3. Emily seconded the motion.
- 9.4. The motion passed 12 in favor, 0 opposed, 0 abstaining (BOD Tally: 9, 0, 0).

10. **G10 (Election of Directors) Report**

- 10.1. Peter, as chair of the Board Development Committee (BDC), reviewed the comments in the BDC report (Packet, page 36) and asked for BOD affirmation of Bob in his role as Clerk, to review the process of, and oversee the fixes underway, to ensure that "last year's problems are in the process of being corrected" as noted in the G10 report. There were no objections.
- 10.2. Peter asked if anyone would like to follow up on G10.2 in terms of clarifying the policy about term limits. The BDC did not see a need for change in the current policy.
- 10.3. Peter said Bob, as Clerk, will also take on G10.6 to highlight role clarification amongst the BOD, Operations and the Membership Engagement Committee (MEC).

11. **GM FYI Report**

- 11.1. Rachael suggested that the GM FYI could become a written submission like the Officers' Reports, to save time on the agenda.
- 11.2. GM John had additional information to share tonight: that GFM is relocating offices from the poorly ventilated basement to the upstairs community room; that work areas that must remain in the basement have been plastic sheeted and have personal air scrubbers and purifiers; that the GFM Mezzanine is now the employee break room; and that two employees have left the co-op as a result of anti-masker stress – an ongoing challenge everyone is doing their best to navigate, in an already-stressful work environment.

- 11.3. Peter pointed out the email GM John sent to the BOD earlier – the figures on the bottom of Packet, page 38 were reversed (6.48 and -10.71).

12. Subscription Food Share Proposal

- 12.1. Andy, as chair of the Healthy Food Access Committee (HFAC), introduced Alex and welcomed Emma as being integral to the research and proposal presented in the Packet (page 42). Both Emma and Alex shared personal stories as to the wonderful opportunity this proposal presents for people receiving SNAP and HIP benefits. They spoke of the success of Quabbin Harvest's program and strongly urged directors to commit to researching this further and starting such a program at FCC. Alex, a student at Greenfield Community College, additionally pointed out how a subscription food share program would nicely meet the Ends policies outlined earlier this evening.
- 12.2. There were questions and answers, including: what downsides and pitfalls have Quabbin Harvest and the other programs mentioned in the Packet, encountered so far (no pitfalls, they reported, said Emma); how long implementation takes (an application is necessary and when the Department of Transitional Assistance has openings, they review applications; it could take up to a year); and who decides whether to create such a program – the BOD, Operations or both (the BOD would decide and Operations would implement).
- 12.3. GM John urged directors to consider where FCC is at; the size and style of our co-op in comparison to Quabbin Harvest and others; the amount of cold storage available at GFM and McCusker's; the work flow and additional labor costs that would be necessary to make such a program happen; and the negative impact FCC's participation in such a program could have on local partners such as the farmers' markets and others for whom this sort of offering is the core of their businesses. He suggested exploring the feasibility of starting a program like this at FCC and discussing the details more fully in a separate meeting.
- 12.4. There was a question as to whether the BOD could fast track this by submitting an application now since it could take time for approval; a suggestion that a community partner might want to help with onboarding of the program and even some of the administration of it; and a question to GM John about how long feasibility studying could take (GM John said, He will do the best he can to complete this within 90 days, There is a lot going on and this will not be at the top of his priority list).
- 12.5. Rachael made a motion: "I move that the BOD request the GM to immediately put in an application to establish a HIP-eligible subscription produce share program such as described by HFAC, begin a study of feasibility to implement such a program, and if the study demonstrates reasonable ROI [return on investment], that the program be implemented, without requiring further BOD action, and if it does not show clear ROI, then a detailed report should be returned to the BOD with clear data demonstrating why not."
- 12.6. Emily seconded the motion.
- 12.7. The motion passed 10 in favor, 0 opposed, 2 abstaining (BOD Tally: 8, 0, 1).

13. Break #2

- 13.1. There was a five- minute break.

14. Board Development Committee (BDC) Proposal Package

- 14.1. Peter shared that the BDC accumulates lots of ideas and wants to move them into action. He read each "lettered" item (Packet, page 41) and asked for a show of thumbs to check the feeling of the BOD.

- 14.2. Letter A: to focus on BOD officer roles and committee chairs; further develop practices and procedures for the Clerk position; improve functioning of the BOD and better organization for member-owners. All thumbs except one were up for this proposal.
- 14.3. Letter B: to more formally develop an orientation plan especially covering board policy mandated topics. Most thumbs were up for this proposal.
- 14.4. Letter C: to reorient the BOD annual calendar to make things line up better; a suggestion that George, Peter and GM John work on this to start. Most thumbs were up for this proposal.
- 14.5. Letter D: to develop annual priorities that become part of the annual calendar, focusing on two to three things to focus on during the year; to improve the BOD in its own functioning. Most thumbs were up for this proposal.
- 14.6. Letter E: to review the BOD Handbook, make it digitally accessible; orient new directors to google drive where documents are stored. There was a suggestion to consider having the BDC develop this rather than the whole BOD. Many thumbs were up for this proposal.

15. Board Departure(s)

- 15.1. Peter shared that Jeanne is leaving the BOD after serving for six years; she will receive a gift card with many thanks.
- 15.2. Peter facilitated a “shout out” for Jeanne, and directors shared enthusiastic praise and appreciation for Jeanne’s many contributions over the years, including her dedication to serving as treasurer so successfully; her honest and respectful sharing of thoughts during discussions; her willingness to listen carefully, think before she spoke, and ability to help the BOD focus; her enthusiasm for jumping into the meeting facilitation rotation; her welcoming presence for new directors; and the partnership she created between Operations, the Finance Dept. and the Finance Committee.
- 15.3. There were pantomimed gestures of appreciation shared for Jeanne.

16. Date for March Board Meeting

- 16.1. George suggested March 17 as the date of the next BOD meeting. There were no objections to this proposal. The next BOD meeting will be March 17 at 6:30 p.m. via Zoom.

17. Meeting Evaluation

- 17.1. There was a go-round of two-word thoughts shared.

The regular meeting adjourned at 9:19 p.m.

18. Executive Session: Personnel

- 18.1. Bob made a motion to enter Executive Session: Personnel.
- 18.2. Annie seconded the motion.
- 18.3. The motion passed 9 in favor, 0 opposed, 0 abstaining.

Note: Officers’ Reports to be shared with Kathy after the meeting for inclusion in Minutes.

George (President): Wrote a letter of support to co-op staff about dealing with customers refusing to wear masks; responded to a related email from a customer, emphasizing Board support for John's clarified mask-wearing guidelines and accommodations; had the Board email adjusted in light of Micah's resignation; organized & coordinated an extra Board for 1/27; prepared for the regular February meeting with the usual pattern for constructing the

meeting agenda & developing the facilitation plan, including conferring with the GM/VP and committee Chairs, as well as with the meeting facilitator and our Columinate consultant; also specifically coordinated the schema for Board monitoring of the Ends report.

Peter (Vice President): Met with George and John to plan the meeting agenda.

Jeanne (Treasurer): Worked on preparing a doc for future Treasurer's on financials for new member orientation.

Bob (Clerk): Working with Sarah Kanabay on the voting process.

** Our minutes record all votes with the tally of the entire meeting, followed by the Board tally in parentheses. We do this in order to fulfill the requirements of our Bylaw Article VIII Board of Directors' Meetings, Section 1: "... Each director shall have one vote. Decisions shall be made by a majority vote. Any Co-op member in attendance may vote and shall have one vote. In the case that a vote is against that of a majority of directors present, the matter shall be referred to the next Board meeting for decision. In the case that the decision is against the majority of the Board present at that second meeting, the matter shall be referred to a meeting of the general membership for decision.*