

# Board Meeting Minutes

## Thursday and Friday

### January 28 and 29, 2016

#### Thursday Morning, 9:00 AM to 12:30 PM

#### Board Members Present:

Evelyn Hall  
Meg Kennedy  
Renee Kempka  
Stacy Kraker  
Rachel Mitrani  
Shawn Seebach  
Ian Stoy

**Staff Present:** Susan Schechter

**Minutes compiled by** Susan Schechter

#### Board Training

The board conducted the annual board training with input from all board members, and included a brief and comprehensive look at Policy Governance and how Provender uses it.

- Welcome
- Training Objectives:
  - The expectations of the board and of individual board members
  - Policy governance and how Provender uses it
  - How to use Provender technology
  - Board members' role as staff
- **Include PowerPoint presentation in minutes**
- Policy Governance fundamentals
  - Explanation of policy governance structure, components, principles and review of Source Document
  - How Provender uses policy governance
- Provender Board Basics
  - Time commitment
  - Reimbursement
  - Board materials
  - Operational/board as staff
  - Communications
- Typical board meeting overview
  - How Provender uses consensus decision-making
- Provender use of technology
  - Board Google site
  - How to access and use Google docs
  - **Look into a more developed tech training on-line or through GoToMeeting**
- Provender policies and structure

- Review Policy Register including Ends, Executive Limitations, Governance, and Board Management
- **Outreach to board candidates earlier and encourage them to attend training**
- Monitoring and policy review-review of a typical survey process
- Ends reports and how the board reviews them

### **Wrap-up and Evaluation**

- Great PowerPoint presentation
- Awesome
- Discovered items to develop more
- Need to market the training better
- Set training date earlier in the year, at the summer in-person meeting

## Friday Afternoon, 1:30-4:30 PM

### Welcome, Agenda Review, Shake Awake

Renee reviewed the revised agenda for the afternoon board session.

### Treasurer's Report

Evelyn and Susan reviewed 2015 P&L Previous Year Comparison and 2015 Budget vs. Actual.

Several questions arose from examining the reports:

- What is included in the Meet Your Maker-Other category
- Why is conference income lower in 2015 than 2014 if we had the same number of conference attendees
- Why is the beer & wine sales so different from what was budgeted
- What is Board Retreat-Other
- **Susan will provide answers to board questions on P&L when she can examine the reports more closely**

### EXECUTIVE SESSION

Board to discuss:

- Employment contract finalized
- Compliance bonus reviewed
- Final review—evaluation letter
- Evaluation update: considerations for a comprehensive collaborative evaluation

### Consent Agenda:

Today's consent agenda included:

- **Meeting Minutes**
  - **December minutes**
- **Monitoring Reports**
  - **EL-7 Compensation and Benefits**
  - **EL-8 Communication and Support to the Board**
  - **G-10 Cost of Governance**
  - **G-11 Board Training**

**CONSENSUS:** The board unanimously approved the items on the consent agenda.

### Strategic Conversations

- Meg reported on diversity
- AORTA (based in the SF Bay area) conducts trainings; Central Co-op, Community Food Co-op in Bellingham (CFC), and Equal Exchange have all used them
- CFC actually did not make any changes in their hiring practices after their training.
- Other trainings available geared primarily toward new board members.

- Community Alliance for Social Justice is another resource to look toward for trainings or workshops.
- Provender could/should bring these trainings to the entire membership, not just to the board. Several organizations focus on teaching.
- **Meg has a list of organizations and will send to Susan.**
- The board should create a commitment to diversity and let the community know that we're thinking about it as an organization. Some goals:
  - Develop outreach about diversity
  - Offer workshops at the conference
  - Contact Jade Barker at CDS Consulting Co-op
- Ian reported on outreach and growth challenges.
  - Looked for organizations similar to Provender as well as fee structures and member eligibility
  - Provender is a reasonable cost and includes more than just co-ops
  - Consider how we can do outreach to explain how we're different
  - Market what we offer and that it's not the same as what else is out there, that we're more inclusive
  - Consider how we can grow geographically
  - What other opportunities are available to outreach, how we can have a greater impact on our broader community
  - Return on investment in Provender is intangible
  - We are providing a lot to a diverse community

Further discussion:

- What can we do that's different from what other organizations offer
- A lot we don't know about our members and why they don't send attendees to the conference
- Offer tracks at the conference that go beyond basic levels
- Determine next steps, more avenues of research

#### **Monitoring Report Sign-up/Article writing sign-ups**

- **Renee will report on G-1 for February**
- **Board members will sign up for reports before next meeting**
- **Board members will sign up for e-news writing before next meeting**

#### **G-7.1 policy change**

- **Change G-7.1 from 'ownership' to say 'membership'**

#### **Schedule in-person meeting date**

- **Susan will set up a doodle to determine the dates for the summer in-person meeting in Eugene**

#### **April/May conference call meetings**

- **April meetings: DELETE April 21 meeting, ADD May 19**

#### **Board Self Evaluation Review**

- Reviewed matrix of old board reports and evaluation
- Some minor partial and non-compliances, working to be better
- **Rachel will write the February e-news about board self-evaluation**
- **Meg will write for the Spring issue of the Journal about board self-evaluation**

#### **Provender/Board thank yous**

- Brainstorm ideas for thank yous to new members and/or renewing members
- Cards
- Postcards with a board picture
- **Evelyn will bring cards to the next meeting**

## **HOMEWORK**

- **Include PowerPoint presentation in minutes**
- **Look into a more developed tech training on-line of through GoToMeeting**
- **Outreach to board candidates earlier and encourage them to attend training**
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