

Plainfield Co-op Board Special Meeting Agenda
Sept 28, 2017
6:00 pm at the Community Center

Need for Special Meeting: Restructure of the Management Collective.
Called by: Giordano Checchi, Vice Chair, and Sarah Phillips, Secretary

Present: Giordano Checchi, Alicia White, Chris Jackson, Bob Fancher, Sarah Phillips
Absent: Pete Coleman, Jean Hamilton

Links: Chloe, Nancy
Other MC members: Margie, Karen (arrived after check-in)

Meeting convened at 6:15pm

Check-ins

Giordano and Sarah discussed the need to call a special meeting. Monday's Board Meeting did not have a quorum; the meeting was non-binding and many Board Members were unable to attend. At Monday's meeting (minutes taken/sent), the Links shared that the MC was requesting Board action based on an impasse in the MC restructuring. The request was presented as urgent. Tonight's meeting is to conduct the business that would have occurred at the Monday board meeting. Giordano and Sarah presented the agenda. Giordano expressed a goal to take time to listen and seek clarity on the issues. Giordano also shared a copy of an excel spreadsheet that looked at the financial implications of the restructure proposals being considered.

Link Report on Management Restructure

Review of MC restructure process by Links

- Nancy reviewed an email from Jeanine on the restructure process. The MC restructure committee started its work in February. This committee included a discussion of the current financial limitations/budget. The restructure committee has created several versions of a new MC plan, presented to the MC for feedback, and used basecamp to solicit feedback. The most current proposal is from 9.12, with some combination of position descriptions from previous versions. The MC has access to the restructure committee minutes. MC restructure committee was Jeanine, Matt and Karen.
- Karen shared her personal thoughts on the need for change and the kind of changes proposed.
- There are MC members who do not believe substantial change is needed and others that do.
- Reasons for change considered (but not with consensus on the MC) include: more efficient decision-making through a more vertical structure, change in hiring practices, more defined roles, etc. There may be more and the Board has a desire to understand the reasons MC members feel change is needed.

MC request for Board action

- The Board asked the Links to clarify - Is the MC collectively requesting action or are individual members requesting action? The MC is collectively requesting the Board to intervene in some way.

- Karen expressed her opinion that the Board needs to intervene, and potentially make a decision.
- Margie shared her opinion that the Board should help to make a decision.
- Nancy expressed a desire to have the Board seek MC input on whatever decision is made. The Board agreed this is essential.
- The MC is not specifically requesting the Board to make a decision on the management structure, and the MC is not requesting the Board to take any specific action.

Review of MC restructure proposals (forwarded by Jeanine)

- Giordano mentioned the deep energy and commitment of MC members, and the imbalance of wages with responsibility. There is some concern about the existing workload, and the ability to accomplish the tasks in the management hours available. There were questions and discussion about the restructure proposals, as presented. Some of the shift is clearly to a more vertical structure. Board members expressed a need to better understand the concerns MC members have about the proposals.

Discussion

Clarify Board role and discuss possible actions

- The Board discussed the policy governance structure. The specific structure of the management is not the decision-making of the Board.
- The Board asked the MC to discuss the operational and financial implications of the current impasse, and the need for Board intervention. Chris reiterated the importance of the Board's role is to ensure the continuity of operations at the Co-op, not to interfere or intervene in operations, unless there were significant operational or financial issues that required the Board to intervene in management.
 - MC attendees relayed that there management collective members that are considering leaving; based on the current MC structure, a departure of multiple MC members could create a management vacuum that would take significant time to fill and could be detrimental to the Co-op.
 - The MC does not feel that they can develop a budget, without a decision. Bob suggested that a budget could be developed and adjusted later. The Board agreed that budget development itself is not a reason to move urgently.
- The Board discussed that the MC is asking the Board to step in with some action, that action is not clear.
- The Board discussed the possibility of asking the MC to clarify its request to the Board. Is the MC looking for a) the Board to make a decision on the management restructure (with MC staff input), or b) to provide support to the MC in their decision-making process on a management restructure (e.g., facilitation, technical assistance/suggestions)?
- The Board asked about the MC's decision-making when consensus could not be made. The MC does have a policy in place to address lack of consensus. Some MC members at the meeting expressed a reluctance to using a voting process on a restructure, but this has not been discussed by the MC. The Board discussed whether or not to send the restructure issue back to the MC to use their existing policy on how to make a decision. It was decided that this would not be a productive

or helpful step. The Board agreed that MC members should review their decision-making process.

Identify a process to hear from all MC members

- The Board discussed a number of ways that MC members could share their thoughts to the Board – survey, one-on-one, email, at a meeting. The Board discussed the importance of being open and transparent in its process and the importance of responding to the Management Collective, not the requests of individual MC members.
- The Board discussed that the opinions of the MC members at the meeting was important, and also expressed a shared desire to make sure all MC member voices were heard by the Board prior to making any decisions on how to proceed.
- The Board decided to build time in the Sunday meeting to hear from MC members, to invite MC members to meet face-to-face with one or more Board members, or to email the Board their thoughts. The Board decided to use a specific set of questions. The Board agreed that it was important for individual members not engage in “side conversations”, and that MC members should understand that any conversations between MC members and individual Board Members on restructuring would be discussed with the Board.

Identify and assign any urgent needs – short-term actions, next steps, communication

- Given the responsibility of the Board to ensure continuity of operations, the Board discussed what action it should take if the MC become de facto dissolved (unable to make decisions and management the Co-op as an MC). **The Board decided** that it would need to appoint interim management in this situation.
- The Board discussed it's possible next steps – should it work on a restructure proposal? Is it deciding on a restructure? Is it working with the MC to help it make a decision?

Next Steps:

- **Action:** Sarah will send a Memo directly to the Management Collective to share the Board's desire to hear from each member of the MC and the current process and position of the Board – as well as the goal to hear from each member of the MC and ways that can occur.
- **Action:** Alicia and Giordano will draft an MC member “survey” to help the Board better understand the kind of action the Board should take, the reasons MC members desire a restructure (or not), and thoughts on specific management change(s) MC members feel are needed. The survey questions will be used in one-on-one conversations and by email.
- **Action:** All Board members should send any suggested questions to Alicia and Giordano.
- **Decision:** The Board affirms its support for the Management Collective and staff of the Plainfield Co-op.

Sunday Extension of Special Meeting

The Board agreed to extend the Special Meeting to Sunday.

Time and venue: 1pm, Community Center

The Links asked if they were required. The Board agreed that Links are not required on Sunday. The meeting will be open, as all Board meetings, unless there is a matter that requires executive session. All MC members encouraged to attend. The MC can decide if they need Links (in their official role) to attend.

Check-out

Decision: The Board approved the minutes from Monday's non-binding meeting. These can be distributed to the MC.

Sarah suggested that a joint email from the MC to the staff could help if there was any anxiety or uncertainty. The email could communicate the ongoing process and the support of the Board for the MC and staff of the Co-op.

Adjournment, to Sunday extension of the Special Meeting on Sunday at 1pm.