

People's Food Co-op Board of Directors
Meeting

August 16, 2017 at 6:30pm, St. Andrew's
Church, Division Street

Item Title

Agenda Review

Member Comments

Announcements/Future

Scanning/President's Remarks

Consent Agenda: Minutes from June and
July

Interim GM Report

L.4.10, Treasurer's Report, Finance
Committee, Financial Review

BREAK 5 minutes

Retreat planning

Committee Charters/Committee Reports

Discuss Article VII/G.5 Committee

Membership

Ends Reboot

Transitioning to a new GM

Board of Directors Meeting Minutes – August 16, 2017

Location: St. Andrew's Church, Division Street

Attendance

Board Members: Ann Sprunger (president), Bruce Curtis (treasurer), Jeremy Lapham (board member), Leah Hagamen (board member), Persephone Hernandez-Vogt (board member), Gaia Kile (board member), Jaime Magiera (vice-president), Keegan Rodgers (secretary)

Angie Voiles, Interim General Manager
Susan Landauer, Human Resources Director
Lori Crall, Front End Manager
Dan Michniewicz, member-owner
Kristina Weber, Bookkeeper
David Hall, Outreach Coordinator
Christine Laing, Finance Manager

Call to order – Ann called the meeting to order at 6:29.

Agenda Review – Persephone and Ann added time to the ends discussion to discuss the anti-racism language.

Member Comments – The board welcomed Dan Michniewicz, member-owner.

Announcements, Info-Sharing, Future Scanning, President's Remarks – Phil talked to Mark Hodesh, the owner of Mark's Carts/Bill's Beer Garden, regarding a welcome/meet and greet for our new GM. Mark said they are available on September 29 and that he would contribute 50 cents from every beer purchased if we can get 100+ people to attend. This is an inventory day but that happens earlier in the day. The Linkage Committee and Board will plan; Phil will put together a committee.

Jaime shared email from Oryana where they shared some concerns about our parking situation and that we might be better in another location. Ann shared details of her recent visit to some co-ops in North Carolina and their fee structure. Keegan met with a Cleveland co-op at a food show and shared some information about their structure.

Consent Agenda – The minutes from June and July were on the Consent Agenda. Keegan questioned why the June minutes were not approved.

- Persephone explained that she would like to prepare a response to the discussion about "anti-racist" language in the Ends policy.
- There was not a concern about the accuracy of the minutes; however, if you object to what was said or that the essence of what you said was not captured in the writings, you need to indicate as such

- Keegan expressed concern that other issues have had contentious discussions before but they never led to this level of scrutiny and he is concerned that this issue is what is being dwelt on. Persephone reiterated that publishing the minutes as is will likely lead to questions and responses that the board needs to be prepared for. There is concern that the board will be seen as having members who are *not* anti-racist, which is not the case.
- Angie clarified for the record that the discussion was of a governance nature, did not involve PFC staff and does not reflect day to day operations of the co op

Ann moved that we accept the June minutes as written, Keegan seconded. Jaime asked that the level of detail be decreased. Keegan said he was not comfortable with any changes being made unless there is an issue with accuracy. Leah clarified that the concern is that people might perceive racism when none was intended. The motion carried 5-0-3 with Gaia, Persephone and Bruce abstaining.

Ann moved to moved the July minutes as written, Persephone seconded and the motion carried 7-0-2 with Keegan and Jaime abstaining.

Interim GM Report – Another coupon will be sent out and should arrive the last week in August. Ann inquired about the marketing budget and if it pays for the coupons; Angie clarified that the coupon expenses come out of the “discounts” line item on the budget. We will be part of the Michigan back to school packet this year! Discussed road work on Catherine Street and whether it would affect the co-op. Most likely, it will affect the unloading in the back alley.

L.4.10/Treasurer’s Report/Financials – Our new GM, Michael, attended the finance committee meeting. Bruce reviewed Christine’s reports, which showed a \$46,248 loss in June. Bruce and Michael will be meeting regularly to discuss finances, including the leases for our buildings. The committee also discussed the membership structure. The committee charter was discussed and one word in the first paragraph will be changed— to say “the committee will recommend either an audit or a review each year....” Patti will make this change in the actual document. Angie and Michael are discussing whether we want multiple budgets.

Persephone moved to accept the L.4.10 report, Keegan seconded and the motion carried 8-0.

Retreat Planning – Persephone reported that the retreat will be on November 18. This date means that we will have to pay for Jade’s flight. Topics/objectives to discuss include creating a strong foundation with the new GM and working to help GM comply

with the policies and creating a self-perpetuating and joyful board culture. To prepare for the retreat, there will be a work meeting to work out the details of what has been discussed so that a one-year plan can be developed. Discussion about having a social event prior to the retreat led to a tentative plan for a social event on November 17.

Committee Charters/Reports – GM Eval and Finance Committee charters have been reviewed. Linkage and Nominations will review at its next meeting, no changes for DevoComm or Ken King.

Article VII/Committees – Persephone reported that per Article VII of the bylaws, membership on the committees “shall be open to any member”, but GM Eval charter said committee members “shall be board members only”. Article 3.4 members have the right to “serve on committees”. A document from the last meeting said that Membership on committee *is determined by a vote of the board* shortly after the board election, but it is unclear where that language came from.

The questions the board has include who can attend the meetings, who can serve on the committee, what differentiates between a member of the committee and someone who attends meetings and observes.

Gaia proposed that the board make a clarifying statement indicating that we have and will continue to interpret the language of Article VII bylaw to mean that the board establishes committees, particularly personnel and finance committees, in a way that we select members and that we read “open” to mean one can be on a committee but not necessarily to be on the committee of one’s choice. Keegan seconded, asking that we add the word “bylaw”; Gaia agreed. The motion carried 8-0.

Jaime will discuss with Linkage having a link on the website so folks who are interested in joining a committee can easily do so.

Ends Reboot – Keegan updated the board on the Ends policy. Because of the discussion in June, Angie reached out to Chris Dilly of the Kalamazoo co-op; she shared his response with the board. Chris suggested leaving anti-racism and anti-oppressive in the language but adding structural and institutional.

Based on this, the adhoc committee recommended the following language: In our business and community, we work towards the elimination of institutional and structural racism and oppression

Jeremy moved to accept the entire proposed Ends policy, Persephone seconded.
Discussion:

- concern about how to implement this policy
- based on Chris’ response, it is difficult to measure but is something to strive for

- could Form a subcommittee tied into DevoComm to explore ideas that move us in the direction of implementation, and one of the first things could be organizing a workshop around the issues of inclusion.

The motion carried 8-0.

Keegan will continue the reboot from where the board left off. He requested an adhoc committee to create an appendix/addendum to the policies, based on comments and changes made during the reboot process. Leah suggested having people who are on the reboot committee be the ones who pull out the changes and make the appendix as part of their duties.

Jaime moved to create an adhoc committee to handle the extraneous reboot material up to this point, creating the appendix, with the understanding that moving forward, the respective reboot committee will curate the appendix, Ann seconded. Leah clarified that the appendix will include a narrative to explain why certain information was changed. The motion passed 8-0.

Ann proposed the Keegan chair this adhoc committee with Leah, Persephone, and Patti. Jaime seconded. The motion passed 8-0.

Transitioning to a New GM — Michael needs to be oriented to the board. Ann will organize this orientation/transition but would like feedback from other board members. Angie suggested adding Michael to financial documents

Persephone moved that Michael be given access to all of the financial accounts/documents (e.g. bank accounts, financial disclosures, credit card etc.), Gaia seconded. The motion carried 8-0.

While policy governance won't need to be explained in detail, it would helpful to have someone explain how the board responds to policy governance. The GM Eval committee needs to meet with him as well. The board will meet with him one on one as well. There will also be an effort to introduce him to community members; Leah has talked to Cathy King about this.

The board should also have periodic check-ins with him to make sure things are on track, how he is doing, and so on. A 60-day employment evaluation will also be done.

Looking Ahead & Task List – Every committee should meet before next board meeting and do committee reports at the September meeting (e.g. talking about the committee's goals), Persephone will write the Board Matters so please let her know if you have any information to include, she will also email people reminders to do this; Keegan will restart the reboot process so on the agenda next month he will pass out hard copies for people to peruse. Regularly scheduled items are picking the annual

meeting date and establishing a calendar for election dates, confirm audit services, plan committee expenditures for next year.

Jeremy, working with Linkage will put together group to plan meet and greet along/welcome to Michael; Patti will change the finance charter on the Google Docs, the Nominations and Linkage committees will review their charters, the adhoc group will curate the reboot appendix up to now, Kristina will see that Michael is given access to financial stuff such as the bank account, etc. and the GM Eval Committee will meet with Michael.

Future Meetings— Next meeting is September 20.

Meeting Evaluation—

- Rough start, healthy conversation, no ill feelings and loves the board
- Very nuanced discussions about passionate concerns, those discussions show that we are trying to be sensitive to our community and community's impressions of us
- Thanks to Keegan and Persephone for their work on the Ends policy
- Thanks for getting the dialogue into the minutes
- Happy that the Ends policy passed
- Hope that store staff is not negatively affected by minutes
- Appreciate the cooperative attitude about communication; took more time than should have at the meeting and perhaps should have been discussed in one to one; important to not quote unless needed so that they are not taken out of context and used against you; thank you to everyone for your volunteer time
- My focus is always how does this pan out for the store
- Thanks for speaking up, thanks for listening and talking this through
- Unusual meeting, didn't get into finance information that much
- Appreciate Persephone working to finalize the Ends policy; necessary discussions but please don't be so arduous
- Showed ourselves that we can work through challenging topics, will navigate it better next time
- Would be nice to do faster but these things take time and we need to address them as we go; appreciated that Persephone points out things that are uncomfortable to her; appreciate everyone's honesty; appreciate staff coming to the meeting

Adjournment – Ann adjourned the board meeting at 9:01.

Respectfully submitted,

Keegan Rodgers, Board Secretary