

People's Food Co-op Board of Directors Meeting									
Wednesday, September 19 at 6:30pm, St. Andrew's Church, Division Street									
Start	End	Item	Time	Item Title	POLICY	WHO ?	ACTION	MAT'LS	
6:30	6:32	A	2	Agenda Review	G4.1d/G7.4	All	Alignment	Agenda	
6:32	6:42	B	10	Member Comments	G9	All	Listen	None	
6:42	6:47	C	5	Announcements/Future Scanning/President's Report	Board	All	Info share	None	
6:47	6:52	D	5	Consent Agenda: Minutes from August, Participation Report	G.7.7	All	Approve	Minutes, D1	
6:52	6:57	E	5	Accepting Successional Responsibility	L.5	Lori	Action	None	
6:57	7:02	F	5	Questions and Comments on GM Report	G.2.2,M.4	Angie	Questions, Comments	F1	
7:02	7:07	G	5	Questions and Comments on Treasury and Finance Committee Reports	G.2.2,M.4	Christine, Angie	Questions, Comments	G1	
7:07	7:32	H	25	Member Equity	Ends	All	Discuss	H1	
BREAK!									
7:42	8:02	I	20	GM Monitoring	M.4	All		None	
8:02	8:22	J	20	Board Monitoring		All		None	
8:22	8:32	K	10	Policy Reboot	G.2.2	All	Discuss	None	
8:32	8:37	L	5	Retreat Planning	G.2.3, G.8.1	Jaime/All	Plan	None	
8:37	8:42	M	5	Task List Review/Future Meeting Date	G.1.4.,4.h	Rosie/All	Review	None	
8:42	8:47	N	5	Meeting Evaluation	G.1.4-5	All	Board Process	None	

Board of Directors Meeting Minutes – September 19, 2018

Location: St. Andrew's Church, Division Street

Attendance

Board Members Present:

Jaime Magiera (President)
 Ray Anderson (Vice President)
 Leah Hagamen (Secretary)(by phone, left a little early)
 Amanda McCreless
 Bruce Curtis (Treasurer)
 Rainey Lamey
 Steve Rich (left during break)
 Gaia Kile

Board Members Absent

Greg Upshur

Also attending:

Angie Voiles, General Manager
 Christine Laing, Finance Manager
 Lori Crall

Linda Diane Feldt
 Henry Herskovitz

Call to order – Jaime called the meeting to order at 6:33pm.

Agenda Review – Add appointment of new board member to the consent agenda.

Member Comments – A new member comment time is in effect: Ten minutes is allotted for total member comment time, with 2 minutes per person and a maximum of 5 speakers.

Henry: Henry reviewed some of the content in the local Jewish News publication. He requested that PFC cease to advertise in the newspaper, because it supports what the PFC does not.

Linda: Encouraged random sample survey for determining who shops at PFC. Sent an email to Jaime about the Linkage Committee. Encouraged PFC to work with Kerrytown and DDA on transportation planning in the immediate area. Asked for clarification on meaning of PFC being in “crisis.”

Announcements, Info-Sharing, Future Scanning, President’s Remarks – Agenda will now be focused around GM Monitoring, Board Monitoring, and Policy Reboot, plus any other suggested items. Suggested items not taken up by the board will now be tracked. Board members are now to send agenda items to the Board President, rather than the Board Administrative Assistant.

Angie reminded the Board about the upcoming Chili Cook-Off.

Consent Agenda – Jaime moved, Steve seconded to accept agenda, with change to minutes. All (8/9) in favor, motion carried.

Change to August minutes: Carol returned to meeting.

Accepting Successional Responsibility – Lori accepted successional responsibility. Lori is first succession; Carol, who accepted last month, is second succession.

Questions and Comments on GM Report – Rainey asked about status of bakery staff. Angie explained that with the head baker gone, the two assistant bakers have stepped up. No suitable head baker has been found in the job search process.

Questions and Comments on Treasury and Finance Committee Reports – Regarding the Weekly Sales Report, it was pointed out that this past week had significantly lower sales decline and is trending in a good direction. Labor Day weekend was better than most Labor Day weekends. Home football games are bad for sales.

Member Equity – Rainey moved, Brice seconded to add 5 minutes to the Member Equity discussion. All (8/9) in favor, motion carried. Angie and Bruce gave a review of what the board has done so far with member equity.

Background on current proposal: PFC has not changed member fees since the 1980s. Equity has been declining. A potential goal is 2mil by 2020.

Proposal one: \$125: It is a meaningful raise in investment but would be more likely to prevent “sticker shock.”

Proposal two: \$160: More meaningful increase.

Proposal three: \$200: To make the investment financially meaningful to the members. This would likely shrink membership numbers, but would capture those committed to PFC.

Bruce referenced other co-ops that have similar fees. Angie looked at co-ops that are more financially and sizably similar to PFC—those fees are closer to \$120. Rainey expressed concern about PFC being

accessible via membership to low-income community members. There are examples of co-ops that will have higher fees for those who can afford it to offset membership fees for those who cannot. Some states do not allow this by law. Jaime recommended PFC's lawyer look into it. Gaia reflected on co-op values of "open membership" and "solidarity" and their relationship to the need to be a successful business. PFC bylaws refer to low-income options, which is currently manifested in the co-op's payment plan option. Donations/sponsoring is an option. Structure cannot be so complicated that Kristina's work is made unreasonable. Other equity strategies to reach 2mil will be explored; it will not rely entirely on membership fees. Bruce talked about "preferred shares" that could offset need for high membership fees. Discussed role and attitude of the bank. The majority of board members believe that the membership fees should change in this process. PFC is working with a PR firm on a marketing strategy pushing the benefits of being a member other than the vacating 10%-off-on-Wednesdays benefit. Communications on this matter will be first ready for review in October.

A current preference poll—not a formal vote—on proposals was taken, with each board member ranking the three proposals. Proposal 2 at \$160 was ranked as top preference by 6 out of 8 board members.

This discussion did not review annual administrative fee options.

The Board discussed engagement needs with member-owners and staff. Staff are major communicators with member-owners. Angie would want to take this to the leadership team. Also, this issue could be assigned to the Linkage Committee.

GM Monitoring – This is not about evaluating the GM, just about policy.

Gaia noted L.4.1 has not been reported on in while but thinks it should be reported on monthly; all L.4s should be reviewed annually. Rainey debated the difference between the policy "Treatment of Staff" and bi-directional GM-staff relations.

The Board has the authority to monitor any policy at any time, regardless of calendar.

Gaia proposed that L.4.1 be monitoring monthly, seconded by Jaime. All (7/9) in favor, motion carried.

Board Monitoring – Minutes now detail attendance with tardiness, early departure, and medium of participation. Tab on agenda will also begin documenting these details. Jaime outlined that 3 unexcused absences could result in removal from the board. Unexcused absences may be uncommunicated absences. Gaia suggested that whether an absence is "excused" or "unexcused" should be decided by the board during the consent agenda.

Policy Reboot – The Board is working on the second half of the L policies. The purpose is to do a deep reset of policies, not linger on mundane details of a policy. Gaia and Ray will organize next round of policy reboot. Gaia noted the bylaws and policies on website are not up to date. Board members will work with website manager to streamline website updates.

Retreat Planning – Previous weekend planning for November did not work. Jaime will send Doodle for every weekend day in December. Jade previously said Board should not review PFC vision during retreat but has changed her mind. Board members like this idea.

Looking Ahead & Task List –

- **Gaia** and **Rainey** will meet to talk about Treatment of Staff policy
- **Angie** will send out the various GM Monitoring calendars floating around

- **Jaime** and **Rosie** will continue working on General, GM calendar, new Attendance calendar
- **Jaime** will email documents he meant to email
- **Gaia** and **Ray** will organize next round of policy reboot and email Board about it
- **Jaime, Angie, Rosie** will work with Ken to find all updated policies and figure out how to streamline website updates
- **Jaime** will send Doodle for every weekend day in December for retreat planning and double-check if November 11 is available.

Future Meetings— Next meeting is October 17, 2018.

Meeting Evaluation –

- Went great, way better than last time
- Grateful Linda Diane was here
- Jaime managed meeting well
- Please with member equity discussion
- Tired, hopeful, realistic
- Welcome Ray!
- Fewer items on agenda with more time feels good
- Let us not fall into cyclical patterns

Executive Session – Jaime moved, Bruce seconded to go into executive session. All (6/9) in favor, motion carried.

Adjournment – Meeting adjourned at 8:56pm.

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrator acting as Board Secretary