



<b>Mission</b> <i>The People's Food Co-op of Ann Arbor provides our community with accessible, sustainable, local food and household products as an economically just, member-owned business.</i>					
<b>Board of Directors Meeting</b>					
<b>Wednesday, May 21, 2025, 5:00pm - 7:00 pm - Ann Arbor District Library - Downtown - Whiffletree Room</b>					
<a href="https://us06web.zoom.us/j/92456010887?pwd=UERaWG9VR25lb0ZncFVXaC9KQTlvQT09">https://us06web.zoom.us/j/92456010887?pwd=UERaWG9VR25lb0ZncFVXaC9KQTlvQT09</a>					
Item	Item Title	POLICY	WHO ?	ACTION	MAT'LS
A	Agenda Review	G.4.1d/G.7.4	Board	Alignment	Agenda
B	Member Comments (10 minute maximum)	G.9	Attendees	Listen	None
C	Consent Agenda: March Minutes; Absences; Annual Meeting Minutes; Nominations Committee Report; Email Votes	G.7.7	Board	Approve	Minutes, Attendance, C1, C2a, C2b, C3
D	President's Report/Announcements/Future Scanning	Board	All	Info share	D1, D2
E	GM's Report	G.2.2, M.4	GM, Board	Q/A	None
F	Financial Reporting	G.2.2, M.4	GM, Board	Q/A	F1
G	Audit Review for 2024--Wegner CPA	L.4, G.4.4	Jane	Approve	G1
H	Annual Meeting Debrief	G.4.4	All	Discuss	None
I	GM Search Committee Report	G.5	Kate	Report	I1
J	Market Study	Board	Jane, Susan	Review	J1
K	Code of Conduct	G.3	New Board Members	Review and Sign	K1
L	Visioning Report	Board	Jane, Laurin	Update	None
M	Election of Officers	Article VIII	Laurin	Plan	<a href="#">See bylaws</a>
N	Task List Review/Future Meeting Date	Board	Admin Asst	Set	Task List
O	Executive Session	Board	Board	Enter	None
P	Adjournment	Board	Board	Adjourn	None

### Attendance

**Board Directors Present:**  
 Susan Randall (President)  
 Laurin Wolf (Vice President)  
 Jane Dixon (Treasurer)  
 Dan Gannon  
 Kate Krauss  
 Kelly Finnigan

### Not in Attendance

Jaime Magiera  
 Amanda McCreless

### Also Attending

Chris Morris

Meeting called to order 5:15pm Wednesday May 21, 2025. Susan noted that the meeting will not be recorded. Kate is taking notes on behalf of the board.

### Agenda review

**Jane moves to accept agenda as presented. Kelly seconds. Motion passes unanimously.**

### Member Comments:

There were no members present to comment.

### Consent agenda

Susan requested to not approve Annual Meeting minutes since they are missing key information.

Laurin notes May Outreach Committee minutes were missing from packet; approval of these minutes will move to the June meeting.

**Dan moves to approve consent agenda minus Annual Meeting minutes. Jane seconds. Motion carries unanimously.**

### President's report

In addition to written President's Report, Susan updated board members on the fundraising campaign. After a \$5,000 pledge made today, our fundraising total is at \$82,500, with more meetings coming. The goal is to hit \$100,000 by June 30. Susan noted that the campaign has provided a great opportunity to interact with members, especially the most committed members. The people she's spoken with really love the Co-op. She also noted that most of the members she has interacted with express a strong preference for the Co-op to remain downtown.

The Board discussed an idea to have a reception for donors who have participated in the campaign sometime in July or August. There was general interest and excitement about this idea. Susan will take the lead and work with Laurin and the Outreach team.

Susan called for additional future scanning items. Laurin noted the plan to send newsletter Friday June 20; looking to have content submitted by June 2. No additional future casting items.

### GM Report

Chris Morris presented on behalf of Clay.

Chris noted it's been a whirlwind since Clay started at the end of April, and with both Clay and Kristina out of the store this week. The key indicator dashboard is not ready and will be delivered to the board late.

Chris reviewed the update delivered to the board, including a detailed report of March numbers, which showed a positive net income. It was noted that this was the first time in over two years that the Co-op has seen a net positive month, and the Board thanked Chris for his work.

### Financial Reporting

Chris covered this item in his GM report.

### Audit Review for 2024

Jane reported that the Annual Audit came in from Wegner in advance of the 2024 Annual Meeting. The Board discussed the report, especially the comments from the firm about the post-2025 Co-op environment. The Board decided not to bring a motion to approve the Annual Audit Report and postpone final action until the June meeting. Jane will reach out to the firm to address concerns the board has regarding the "going concern" note number 11.

### Annual Meeting Debrief

Laurin shared reflections and the Board expressed appreciation to her for her work putting it together. The Board discussed a few small opportunities for improvement, such as even more local vendors.

### GM Search Committee Report

Kate reviewed the GM Search Committee report. Jane noted that the Search Committee has transitioned to the GM Review Committee. Members of the GM Review Committee met with Clay in May to check in and align on how the GM and Board will work together.

#### Market Study

Susan reviewed the Market Study report. The Board discussed the potential opportunity to be part of a new development downtown. Kelly proposed creating a committee to evaluate this opportunity. The Board discussed the optimal scope of the committee and agreed it should form to evaluate the strengths/weaknesses/opportunities of this site, and that it should intersect but not duplicate the visioning Ends Policy revision being led by Jane. The Committee should liaise closely with Clay and the relocation people at NCG.

**Kate moved that we create a committee to evaluate this particular site and to appoint Kelly as its chair. Kelly agreed to Chair. Jane seconded the movement, and the motion which passed unanimously.**

#### Code of Conduct

Susan passed out the Code of Conduct form and noted changes this year, including that it combines both conflict of interest and confidentiality commitments, particularly on HR and real estate matters and things of that sort. Board members are asked to complete the form by the June Board meeting.

#### Visioning Report

Laurin noted that the Annual Report provides a basic summary of the feedback that she and Jane have been gathering. Jane committed to coming to the June meeting with a detailed report that relates feedback to the Ends policy discussion.

#### Election of Officers

Susan noted that we have four officer positions to elect. The Board proceeded with nominations.

- Kate nominated Susan Randall for the President role. Susan accepted the nomination. Susan asked three times for any further nominations. There were no further nominations.
- Susan asked for motion to cease nominations and cast a unanimous ballot for the nominee. Dan moved and Laurin seconded. The motion passed unanimously.
- Laurin nominated Kelly Finnigan for the Vice President role. Kelly accepted. Susan asked three times for any further nominations. There were no further nominations. Dan moved to cease nominations and cast a unanimous ballot for the nominee. Kate seconded. The motion carried unanimously.
- Jane nominated Dan Gannon for the Secretary role. After confirming expectation that the role is responsible for not only minutes/document management but also for the policy revision process, Dan accepted. Susan asked three times for any further nominations. There were no further nominations. Kate moved to cease nominations and cast a unanimous ballot for the nominee. Jane seconded. The motion carried unanimously.
- Kelly nominated Jane Dixon for the Treasurer role. Jane accepted. Susan asked three times for any further nominations. There were no further nominations. Laurin moved to cease nominations and cast a unanimous ballot for the nominee. Dan seconded. The motion carried unanimously.

#### Next meeting

The Board discussed preferences for upcoming meetings and agreed to host them online for the months of June, July, and August. Despite recognizing the usefulness of hosting meetings online over the summer, the Board noted a preference for in-person meetings in general since they are more personal and prompt camaraderie, which is especially important if there are disagreements or difficult conversations. The Board discussed setting group agreements/etiquette to make online meetings better. Susan noted Columinate consultant Ben Sandel has recommended a best practice “online meeting etiquette” that she will bring to the June meeting.

The June board meeting will be at 6:30pm on June 18 on zoom.

#### Task List Review

- Susan will lead the development of a reception for contributors to the fundraising campaign.
- Jane will reach out to Wegner Audit Firm to discuss the “going concern” language in advance of the June Board meeting.
- Kelly will charter/launch the ad hoc “facility future” (name TBD) committee.
- Dan will create dedicated shared drive for latest market study and associated documents.
- Susan will bring an “online meeting etiquette” document for discussion at June Board meeting.

#### Adjournment

**Jane moved to adjourn the meeting and move into executive session at 6:36. Laurin seconded. Motion carried unanimously.**

#### Executive Session

The Board conducted Executive Session following the Board meeting to discuss HR matters.

Minutes taken by Kate Krauss, submitted by Dan Gannon, edited for formatting by Rosie.