

People's Food Co-op Board of Directors Meeting
Wednesday, May 16 at 6:30pm, St. Andrew's Church, Division Street

Start	End	Item	Time	Item Title
6.30	6.32	A	2	Agenda Review
6.32	6.35	B	3	Member Comments
6.35	6.40	C	5	Announcements/Future Scanning/President's Report
6.40	6.45	D	5	Consent Agenda: Minutes from April
6.45	6.50	E	5	Ratify Elections/Install Board Members
6.50	6.55	F	5	GM Report
6.55	7.10	G	15	L.4.10 Quarterly Report and Narrative
				Treasurer's Report, Financial Condition and Activities
				Finance Committee Reports
				BREAK!
7.15	7.25	H	10	Elect Officers
7.25	7.30	I	5	Retreat Planning
7.30	7.35	J	5	Policy Reboot Progress Update
7.35	7.40	K	5	Calendar Review
7.40	7.43	L	3	Task List Review/Future Meeting Date
7.43	7.48	M	5	Meeting Evaluation

Board of Directors Meeting Minutes – May 16, 2018

Location: St. Andrew’s Church, Division Street

Attendance

Board Members: Ann Sprunger (outgoing president), Bruce Curtis (treasurer), Leah Hagamen (board member), Gaia Kile (board member), Jaime Magiera (vice-president), Steve Rich (board member), Persephone Hernandez-Vogt (board member), Raney Lamey (board member), Greg Upshur (board member), Amanda McCreless (board member)

Also attending:

Angie Voiles, General Manager
Christine Laing, Finance Manager
Ken Davis, Graphics/Website

Call to order – Ann called the meeting to order at 6:34pm.

Agenda Review – Jaime reduced the quarterly report/treasurer’s report and GM monitoring time allotment, added item to talk about website and policy information.

Member Comments – None.

Announcements, Info-Sharing, Future Scanning, President’s Remarks – Bruce reported on the CBLD 101 retreat that he attended. Ann thanked everyone for supporting her during her tenure; she enjoyed being on the board. All board members should think about volunteering at summer events as it is a great way to connect with member-owners and future board members. Ann thanked Jaime for stepping in and stepping up to take on additional responsibilities.

Consent Agenda – The only thing on the consent agenda was the minutes with some changes that were made, Jaime seconded, and the motion carried unanimously.

Ratify Election/Install Board Members – The certified election results were as follows (paper votes in first column, e-votes in second column, total in third column):

Lorraine Lamey	347	472	819
Jaime Magiera	336	477	813
Greg Upshur	270	374	644
By-law Change -Yes	336	495	831
By-law Change - No	28	40	68
Abstain candidates		37	
Abstain by-law		44	

Bruce moved to accept the results of the election, Leah seconded, and the motion carried unanimously.

After the board members were installed, Ann excused herself and Jaime took over the meeting as vice-president.

GM Report – Angie reported that the new grocery manager has officially begun. Bruce requested to see the weekly sales report going forward which Angie will do. Reports will not include as many data points from each department as they have in the past but will include information such as a new product line that reflects on a policy of the board.

Cameras are now running in the store to protect both customers and staff members. A sign has not been posted; there was board support for posting a sign to let people know about the cameras with the caution to present the sign in an appropriate manner. Angie said that this matter would be handled by public relations; if anyone has thoughts to share on the matter then she will share them with our public relations staff.

This matter will appear on a future meeting's agenda to discuss how it relates to policy.

L.4.10 Quarterly Report and Narrative, Treasurer's Report, Financial Conditions – Greg asked if there were weekly breakdowns showing the data about sales. Angie explained that the Weekly Sales Report breaks down by department the sales and labor as compared to budget. Christine explained that reports tend to be biweekly because payroll is biweekly. Bruce explained that at the end of each quarter we do inventory and accurate reports are generated from that.

Bruce to accept L.4.10 as being in compliance, Raney seconded, and the motion carried 9-0.

Bruce passed out a handout of the finance committee meeting minutes: recommendation to change the member discount to once per month on the day of the member's choosing and remain at 10% and increasing the member investment. Bruce explained that the bylaws indicate that it is up to the board to set the member investment.

Discussion: a lot of equity based on membership fees, is cash flow when it comes in but is member equity, could lose members, fees could raise incrementally

GM Monitoring – Jaime indicated that GM monitoring should be tracked; CDS has a template for tracking and suggests creating a GM monitoring calendar. This will allow the board to view the past year, past two years, etc. and see how a GM has been faring. Jaime will fill out the calendar.

Elect Officers – Bruce and Raney nominated Jaime for president and the nomination passed 9-0. Persephone stepped up to be vice-president and the nomination passed 9-0. Gaia and Jaime nominated Bruce as treasurer and the nomination passed 9-0. Leah stepped up to be secretary and the nomination passed 9-0.

Board Participation – Jaime stressed the need for board member participation. If you can't make a deadline or goal, please let him know; communication is absolutely crucial. The general idea is to reply to emails within 72 hours. Jaime has started to put agenda items together in a new calendar that is in the Google docs.

Retreat Planning – Jaime and Gaia gave an overview of board retreats for our new board members. There was discussion about having an informal retreat in June; a Doodle poll will be sent out to determine availability.

Website/Policy Reboot Progress Update – Current policies and committees are not online. Ken attended the meeting so the board could explain its vision for what it would like on the website. Ken suggested allowing the new board administrator have access to the Word Press site so that he or she can post the information directly.

Policy Reboot Progress Update (first half of L polices, new O policies) – Persephone reported that the main new thing is the additional of an O section that relates to owner responsibilities. This was an idea generated by the ad hoc committee because the bylaws specifically say that the board shall determine member responsibilities. The document proposing these changes was in last month's board packet; Persephone will re-send the proposed changes to board members.

Wegman Associates – Angie explained the 2017 financial assessment to the new board members (2018 will be an audit). Their recommendation was part of the board packet. Gaia proposed to direct Angie and Christine to sign off on the assessment letter, Bruce seconded, and the motion carried 9-0.

Calendar Review – Jaime reviewed the Excel calendar which includes a CDS check in and committee assignments in June. Jaime explained the worker advisory committee which had been suggested after the union organization. There ensued a discussion about having staff on the board; CDS recommends against it and if it becomes a policy of ours in the future, the board would like to have a conduit between staff and board. (Currently policy allows one staff member to be on the board). The Mayor's Green Fair and African American Festival are coming up between now and the next board meeting; board participation is encouraged.

Looking Ahead & Task List – Patti will send minutes to Angie for the website, contact Angie if you have any thoughts regarding security cameras in the store, continue talk about formal retreat in the fall (Jaime will contact Jade to determine her availability for the fall retreat), Jaime will send out a Doodle poll for the informal retreat in June, everyone should review the L and O policy recommendations and be prepared to vote on proposed policy changes at the next meeting (Persephone will re-send them to board members), get in touch with Angie if you would like to volunteer for one of the upcoming festivals, Leah will work with Ken to get information uploaded to the website, think about committee assignments which will be made next month, new member orientation will happen (Persephone will send out info about committees to new board members).

Future Meetings— The next meeting is on June 20 and will be Patti's last meeting (after seven full years!)

Meeting Evaluation—

- Nice to have a full board
- Would like more explanation of the information on Google drive
- Welcomed new board members
- Stimulating
- Inspiring to see the transitional goals and get both fresh and seasoned insights

- Love to see the upcoming projects, very excited
- Pleased that Jaime is getting some things together for organizational purposes
- Good flow of the meeting
- Internal tension between need to creatively solve problems vs need to conserve time and energy; happy to hear that there will be outside opportunities to problem solve
- Meeting went well; doesn't want people to ever feel like they can't express themselves

Executive Session – Jaime moved to go into executive session for financial reasons, the motion was seconded and the motion passed unanimously. Jaime then moved to go into a subsequent executive session for personnel reasons, it was seconded and the motion also passed unanimously.

Adjournment – Jaime adjourned the board meeting at 8:49.

Respectfully submitted,

Patricia Smith, Board Administrator acting as Board Secretary