

People's Food Co-op Board of Directors Meeting								
Wednesday, November 28 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: October Minutes, L.4.10 (quarterly report), L.4.1, Absences	G.7.7	All	Approve	Minutes, D1, D2
6:52	6:57	E	5	Questions and Comments on GM Report	G.2.2,M.4	Angie	Questions, Comments	E1
6:57	7:02	F	5	Questions and Comments on Treasury and Finance Committee Reports	G.2.2,M.4	Christine, Angie	Questions, Comments	F1
7:02	7:12	G	10	L.3		All, Angie		G1
7:12	7:22	H	10	Committee Check-ins	Board	All committees	Report	None
7:22	7:32	I	10	Town Hall Check-in		All		None
7:32	7:57	J	25	Member Equity: Amount Change	Ends	All	Discuss	None
BREAK!								
8:07	8:32	K	25	Member Equity: Payment Plan Modifications	Ends	All	Discuss/Action	None
7:42	8:02	L	20	GM Monitoring - L.4 Policies	M.4	All		None
8:02	8:22	M	20	Board Monitoring		All		None
8:22	8:32	N	10	Policy Reboot - second half of L	G.2.2	Ray/Gaia/All	Discuss	None
8:32	8:42	O	10	Set Board Budget	G.8.2	All, Treasurer		See D3
8:42	8:52	P	10	Retreat Planning	G.2.3, G.8.1	Jaime/All	Plan	None
8:52	8:57	Q	5	Task List Review/Future Meeting Date	G.1.4.,4.h	Rosie/All	Review	None
8:57	9:02	R	5	Meeting Evaluation	G.1.4-5	All	Board Process	None

Board of Directors Meeting Minutes – November 28, 2018

Location: St. Andrew's Church, Division Street

Attendance

Board Members Present:

Jaime Magiera (President)
 Ray Anderson (Vice President)
 Leah Hagamen (Secretary)
 Bruce Curtis (Treasurer)
 Amanda McCreless
 Steve Rich
 Gaia Kile

Board Members Absent:

Rainey Lamey

Also attending:

Angie Voiles, General Manager
 Susan Randall, Member
 Mark Sanderson, Member
 David Helmbole, Member

Call to order – Jaime called the meeting to order at 6:36pm.

Agenda Review – None.

Member Comments –

Susan: Recently moved to Ann Arbor and has joined the co-op. Has been a member of the co-op movement since the 80s. Served on the Board of The Co-op Sioux Falls, during which there were many changes in the co-op, including changing their equity structure and running a fundraising campaign to change their location. Attended equity forum and impressed with steps PFC has taken thus far.

Mark: Also a former member of The Co-op Sioux Falls. Part of a mindful eating crew. Will be promoting the co-op via food made.

David: The Equity meeting was the first meeting he has attended. Decided to come today to listen to more finance discussions. Has conflicting feelings: willing to pay the higher premium, but likes bargain shopping. Can see why PFC would need to move, and will likely continue shopping at PFC.

Announcements, Info-Sharing, Future Scanning, President's Remarks – Leah went to The Co-op Foods Stores: Hanover in New Hampshire recently that, in addition to health products, also has regular soda and chip products. Bruce went to the East End Co-op in Pittsburgh recently where books are interspersed with the books' relevant foods.

President's Report: Rosie and Jaime worked over the weekend to hatch a plan on how to make policies reliable and always up to date. Jaime has been looking for more board directors. Jaime, Angie, and Ken will meet to work on Board social media strategy.

Consent Agenda – Minutes: One spelling mistake. Absences: Rainey's absence is excused.

Moved by Bruce, seconded by Steve, to accept the consent agenda. All in favor (8/8), motion carried.

Questions and Comments on GM Report – The meat department has been working on refining deliveries of local meat to prevent having too much or too little meat at any given time. PFC advertises that meat and other products are local via the product tags found throughout the store. Congratulations to Angie for instituting open book management. Angie has had a couple meetings about feasibility of delivering to local businesses. This service would ask businesses to establish a predictable frequency of delivery. Service would be limited to about a 3-block radius, so cars are not needed. Ray has received many comments about the café/deli project, especially asking why an expansion would occur if PFC is losing money. Angie responded that an expansion is the way to help fix the unprofitability of the café.

Questions and Comments on Treasury and Finance Committee Reports – None.

L.3 – The only part out of compliance is a required multi-year budget plan, which is in the works. Angie expects to have the plan narrative for the December Board meeting. **Steve moved, Ray seconded, to accept the L.3 report in non-compliance with the correction plan as presented. Discussion took place to clarify the content of the multitude of materials included for this agenda item. Seven in favor, 1 abstention, motion carried.**

Committee Check-ins – Nominations committee needs to begin work; last year's work was not optimal. The Board Directors' positions that are up for election in April are Rainey, Amanda, and Leah. Amanda may wish to run for Board again, so cannot be on the Nominations Committee this year. **Amanda moved, Bruce seconded to put Steve on the Nominations Committee. All in favor (8/8), motion carried.** Gaia wants to put together list of skills the Board and GM would like to see in a new Board member, i.e. development experience, given PFC's upcoming fundraising need. Jaime stressed the need for nominees truly invested in being on the Board. Leah suggested that the expectations document and packet given to nominees be reviewed closely and updated. Nominees should attend a Board meeting. If

someone expresses interest in being a Board member to a current Board member, the latter should send the information to the whole Board. Steve suggested that potential recruits are brought in first through Committees that allow member-owners.

Town Hall Check-in – If anyone received any feedback about the town hall, this is the time to share it. Jaime received many emails and communications, most of which expressed the desire for PFC to remain downtown. The MLive article that was published following the Equity Town Hall was good, except for portraying the renovations as expensive and perhaps frivolous. Gaia received a comment requesting PFC texts about ‘emergency’ PFC issues. Ray has been collecting comments left at the store, with Angie, and on Nextdoor. People were primarily concerned that PFC was in trouble, closing, and leaving downtown. Ray received a lot of supportive comments. Several letters directed to the Board were also received. Steve also heard wishes to keep PFC downtown. Steve would also like to have a strategy on how to address public comments that are outside of the scope of the discussion. Member-owner Sargent who was at the Equity Town Hall, Jaime, Gaia, and Rainey had a hearty conversation after the Equity meeting; the Board will be evaluating its employee treatment policies and whether they relate to employee wage. Angie received a flurry of comments from member-owners and shoppers on the floor of the store of how much PFC meant to them. Bruce received some expressions of hesitation and requests for a plan from PFC of what the premiums will be used for. Amanda received comments from the about 30-50 year old demographic who are willing to make the extra investment. Gaia counted 110 people, including Board members, at the Equity Town Hall. Bruce understood that some people felt blindsided by the Town Hall topics.

Member Equity: Amount Change – This agenda item is to present the opportunity to vote to reconsider the member equity amount change voted on in October 2018, having listened to the public feedback. No one made a motion.

Member Equity: Payment Plan Modifications – Staff researched appropriate payment plans for the new equity amount change. The proposal is \$25 per month, both for new and existing members. There is an administrative fee for the payment plan. Staff felt this amount is accessible, and it only takes a maximum of six months to pay it off entirely. Right now, the only payment method will be in-store, due to online security concerns, though Paypal may be used in the future. Approximately 20 people are currently on a payment plan; PFC’s follow through on the expectations for those payment plans could be improved.

While no payment plan is going to be universally affordable, the Board discussed the availability of a payment for those with low income. Bylaws currently state that those with “low income” as established by the Board have the opportunity to pay off their equity fee over the course of 4 years. This means the Board needs to set a standard for “low income.”

For current member-owners that will need to pay the rest of the new equity fee, Angie suggests that the payment requirement begin in January. If a member-owner has not paid by February, their membership benefits temporarily become inactive.

Bruce posed the option of letting existing member-owners remain without paying the rest of the fee, in which case they would maintain one privilege (e.g. voting) but lose other ones (e.g. discounts). This might be considered “two-tiered,” however, and is potentially illegal.

Various information distribution methods are being implemented to communicate all of these changes.

Because this is a member-sensitive topic, Jaime opened the floor to public comment:

Public Comment 1: It is important to not embarrass those who show up at a cash register not knowing the changes. Further, people may wish to remain passive member-owners if they can leave their \$60 with the co-op and not have to pay the rest of the fee.

Public Comment 2: It was asked how PFC will work with two different landowners. Jaime responded that PFC already has two landowners—one for the grocery and one for the café—and they have good relationships.

Jaime proffered a resolution to support Angie in the arrangement proposed and discussed:

- **Current member-owners leave their \$60 with PFC with no discount or voting rights**
- **Current and new members can enter the \$25/month payment plan with a \$10 administrative fee**
- **Current and new members can enter the low-income payment plan, which allows payment over 4 years**
- **Current and new members can pay the equity fee owed in full**

Bruce seconded the resolution. All in favor (8/8), motion carried.

GM Monitoring – Most L.4 discussion was completed earlier in the agenda. Angie reviewed reasons, detailed in previous minutes, for loss of income over time. She also reviewed how PFC receives shopper suggestions and comments and makes changes based on those.

Board Monitoring – Reviewed new General Calendar, which is a tab on the agenda.

Policy Reboot – Policy reboot documents were not reviewed this past month as planned. This matter is tabled to next month.

Set Board Budget – The 2018 lump sum amount for the total governance expenses, minus the GM search, is \$12,066. Leah asked if new, anticipated Board projects are going to require more budgeted money, i.e. additional Town Hall meetings, social media work. Angie replied that changes to this item of the budget in the future would not be an issue, as the amount is comparatively small.

Bruce moved, Ray seconded, to approve the budget as presented. All in favor (8/8), motion carried.

Retreat Planning – Based on Board discussion, Jaime and Jade suggested the final items for the retreat as such:

- 4 pillars of cooperative governance
- The Board's role in expansion
- Member-owner linkage

There was general agreement from the Board on these items. A location still needs to be decided.

Looking Ahead & Task List –

- Angie will bring L.3 multi-year plan narrative
- Bruce will send out email to Nominations Committee
- Nominations and Development Committees to review Board nominee packet
- Jaime and Rosie will create Google doc collecting all feedback around Town Hall process and layout

- Ray and Gaia will move policy reboot documents to policy reboot folder
- Board members to comment on policy reboot documents
- Rosie will also put those reboot documents in the December packet
- Gaia ask ICC about retreat place option
- Jaime will call meeting of GM evaluation Committee
- Angie will send Leah a public sign-in sheet template

Future Meetings— The next Board meeting is Wednesday, December 19, 2018.

The Board also discussed when the next Town Hall meeting should be, and what it should cover though no topics were decided. Monday, January 28 is the next tentative Town Hall date, with the 'rain date' as Tuesday, January 29.

Meeting Evaluation –

- Good
- Nice to have engaged public comment
- Fun meeting, mostly well-balanced
- Too bad we didn't get to talk to members of the public who came in late

Executive Session – Jaime moved, Bruce seconded to move into closed session. Seven in favor, 1 abstention, motion carried,.

Adjournment – Meeting adjourned at 9:34pm.

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrator acting as Board Secretary