

People's Food Co-op Board of Directors Meeting									
Wednesday, December 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	Attendees	Listen	None	
6:42	6:47	C	5	Announcements/Future Scanning/President's Report	Board	All	Info share	None	
6:47	6:49	D	2	Consent Agenda: November Minutes, L.4.1, CBLD Agreement, Absences	G.7.7	All	Approve	Minutes, D1	
6:49	6:59	E	10	Questions and Comments on GM Report	G.2.2,M.4	Angie	Questions, Comments	E1	
6:59	7:04	F	5	Questions and Comments on Treasury and Finance Committee Reports	G.2.2,M.4	Christine, Angie	Questions, Comments	F1	
7:04	7:14	G	10	L.3 multi-year plan		All, Angie	Questions, Comments	G1a, G1b, G1c, G1d	
BREAK! 5 minutes									
7:19	7:34	P	15	Retreat Recap	G.2.3, G.8.1	Jaime/All	Plan	None	
7:34	7:49	H	15	Committee Check-ins	Board	Nom & Dev, Linkage, GM Eval	Report	None	
7:49	7:59	N	10	Policy Reboot - second half of L	G.2.2	Ray/Gaia/All	Discuss, Approve	TBD	
7:59	8:09	Q	10	Plan Staff Party		All	Plan/Discuss	None	
8:09	8:14	R	5	Task List Review/Future Meeting Date	G.1.4.,4.h	Rosie/All	Review	None	
8:14	8:19	S	5	Meeting Evaluation	G.1.4-5	All	Board Process	None	

Board of Directors Meeting Minutes – December 19, 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)
 Steve Rich
 Gaia Kile
 Rainey Lamey

Board Members Absent:

Amanda McCreless

Also attending:

Angie Voiles, General Manager

Mary Rooney, Member

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

Agenda Review – Item D2, the CBLD agreement, was in the packet but not initially stated on the agenda.

Member Comments –

Mary: has lived in Ann Arbor for 30 years. Expressed interest to Gaia in possibly joining the Board.

Announcements, Info-Sharing, Future Scanning, President's Remarks – An article was published about a subsidiary of Kroger that is partnering with another company for driverless cars.

Consent Agenda – The November minutes should be updated to include the names of the co-ops and the “slow food mindful eating” company mentioned.

L.4.1 is pulled out of the consent agenda. Gaia would like this to be its own agenda item every month.

Jaime moved to approve the consent agenda, including the CBLD agreement, with the changes to the minutes, and without L.4.1. Steve seconded. All in favor, motion carried.

Questions and Comments on GM Report – There are some excellent candidates for Prepared Foods Manager undergoing interviews now. The Café Manager is also leaving and the position is posted; this happened after the GM Report was written. The end of December does not invite many applicants.

The city permit the cafe contractors are waiting for was applied for on October 28. Bruce recommended contacting the City’s Assistant Building Director.

Angie elaborated on the outreach piece in the GM Report. The idea is to reach out to value-similar nonprofits and engage volunteer spirit and cultivate relationships for future needs by volunteering together at e.g. The Humane Society.

The Workantile food delivery partnership is still in the works. The Workantile is reviewing PFC’s terms of service.

David Blackburn is the consultant for improving the co-op. In order for his assessment to begin, he wants PFC to have two consecutive quarters of EBITDAB of 2% or greater. How does that impact thinking about the deli project? The sandwich shop construction will reduce profit. Will this be within 2%?

Angie and HR have been working on accountability of department managers for profit margins, using disincentives. Rainey wondered how positive reinforcement could be used. Angie replied that the union contract prohibits bonuses, and it would be unfair to award bonuses to non-bargaining units and not bargaining units.

Questions and Comments on Treasury and Finance Committee Reports – Bruce was encouraged by this weekly sales report; Angie replied that week 50 is even better. The sales per labor hour around week 43 is probably due to staff calling in sick. Angie clarified a couple other aspects of the report. Gaia wondered if the increased sales might be a response to the equity discussion and public message. Angie replied that it was considered that part of the response was out of fear of PFC closing, which is unsustainable. In reality, it is more likely a combination of the that and other positive changes being made. PFC can be of value to people even who do not directly use the co-op.

L.3 multi-year plan – This is a continuation from November’s L.3 discussion. The multi-year plan includes two scenarios: a relocation plan and a stay-at-current-location plan. The data are derived from various experienced folks and NCG. With the current location, a lot of work would have to be put into the space, especially looking beyond 3 years, to maintain or increase current levels of service.

Jaime asked what would have to be known to make modifications to the multi-year plan. The answer is contingent upon what happens in the next few months to meet DC requirements. The response to the member equity change will be a good indicator.

Member equity will go into full effect on February 1st, so members have the time to assess budgets, pay the money, reduce time spent in line, etc. Rainey suggested some Board social media engagement on the matter of member equity and local investment.

\$3.2 million from member shares only has never happened. The number is actually for all non-bank money. Bruce asked what income from member shares only might be. Angie replied that it is near impossible to estimate this.

Bruce asked if there might be a plan C if things do not go according to plan. Perhaps there ought to be a plan for a “save the co-op” type campaign. There was some agreement on this, but also, again, fear is unsustainable.

Linkage Committee discussed changing L.1.10—the policy that governs member payment.

A generalized version of this multi-year plan will be compiled and made publically available. **Any documents in the future that should be confidential to the Board should be marked as such, and the Board may vote to make it public.**

Gaia moved, Bruce seconded, to accept the new L.3.1 as in compliance. All in favor, motion carried.

L.4.1 –Everything gets checked off on the L.4.1, so it is time for a new checklist. L.4.1 will now be included elsewhere in the agenda.

Bruce asked about the preparedness of the successional GMs to take over duties if necessary. Angie believes that other managers are knowledgeable enough to make recommendations to any interim GM. The consulting agreement with the previous interim GM was only a few months long and has been over for a long while.

Retreat Recap – Steve thought it was smooth and positive, and respected Jade’s resilience; it was helpful. Bruce appreciated the documents were valuable resources for the future. It was good to reinforce the relationship with Jade. It was lighthearted but the work got done. Gaia: Jade has been excellent, however CDS consultants all have different takes on things; it may be advantageous at some point to look at a consultant who has other experience and perspectives.

The Board reviewed the priorities that came out of the retreat:

- Revisit ends/vision
 - o How do we want to do this? What are the next steps?
 - Board will come prepared in February with comments to Ends.
 - Board may also talk over email.
- Board development in anticipation of potential expansion (city council, DDA, etc.)
 - o Plans will be discussed in executive session.
- Communicate with ownership (member-owner roles)
 - o Linkage will consolidate notes from retreat and put into packet.
- Develop ideas about fundraising (capital campaign)
 - o Angie discovered that capital campaign consultants are usually hired; will gather more information on that.
 - o This is related to multiple committees, but initial work should be done by Angie.
- Build alignment between Board/GM

- L.4.1 will be consistent check-in.
- Continue to interact with sincerity, transparency.
- Recruit new directors
 - There are a few leads.
 - Need to rework new director packet.

Committee Check-ins – Nominations and Development Committee has not met yet. GM Evaluation Committee has not met yet, but the retreat documents will be particularly helpful for when it does meet. Linkage Committee discussed website communications; revisiting newsletter options, the annual meeting (April 30th, St Andrews Church, in the basement); the January town hall. The Committee is formatting the Town Hall to include small group discussions and some open-ended talks; a proposal to the Board will be in January. The Ken King Award Committee will meet in January to discuss the award, and proposed nominations will be given at the February Board meeting. The Finance Committee has not met recently, but appropriate topics are approaching e.g. the café expansion. Jaime is looking at bringing in a presenter to the Board to talk about finance.

Charter evaluations are in the summer.

Policy Reboot – The Board discussed how the Linkage Committee chose the language in the proposed changes. A couple changes were made to the first half of the L policies—even though the reboot was only for the second half—because parts did not fit into the second half. More review of the proposed policy changes is needed, so the motion is postponed to the next meeting. The “gifts to PFC” section needs some evaluation, but it is clearer than the previous version.

Plan Staff Party – Amanda took point last year on planning, and there was better turnout than previous years. Last year, the Board gave staff the money for the party and organized it themselves. Jaime proposed that Angie and Amanda work on this and come to the Board with their ideas and needs.

Looking Ahead & Task List –

- Angie: make public version of multi-year plan, for the next board meeting
- Angie: learn more about capital campaign consultants
- Jaime: send Ends and Vision to everyone.
- Linkage Committee: solidify single list of “communicate with ownership” items and submit to next month’s packet.
- Nominations and Development Committee: meet to review new director packet and questionnaire. Send to Board for comments. Send Google doc to Board about “desired traits” for new directors.
- Ken King Award Committee: meet in January
- Ray, Gaia, Angie to meet about L.9 policy
- Everyone: please definitely read the second-half of L policies that are up for reboot.
- Rosie: remove Christine from Agenda box.
- Rosie: make changes to November minutes.

Future Meetings— The next Board meeting is January 16, 2019. The next town hall meeting is January 29, 2019.

Meeting Evaluation –

- Healthy discussions; pleased with what we have covered today
- Working hard
- Good meeting
- Mary appreciated being here and learning about what else goes on with the Co-op
- Prioritizing as a group is difficult. Wondering about Board/PFC survival
- Angie’s 3-year plan was great!
- More space between retreat and board meeting next year would be helpful
- Preparedness for meetings could improve, from everyone

Executive Session – Jaime moved, Rainey seconded to go into executive session for Board issues. All in favor, motion carried.

Adjournment – Meeting adjourned at 9:08pm.

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrator acting as Board Secretary