

People's Food Co-op Board of Directors Meeting								
Wednesday, February 20, 2019 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	6:48	C	6	Announcements/Future Scanning/President's Report	Board	All	Info share	None
6:48	6:50	D	2	Consent Agenda: January Minutes, L.7, L.4.10 (quarterly report), Absences, N1, O1	G.7.7	All	Approve	Minutes, D1, D2a-e
6:50	7:20	E	30	Downtown Development Authority Guest Speaker		Jessica Letaw	Listen, Discuss	
7:25	7:35	F	10	Questions and Comments on GM Report	G.2.2,M.4	Angie	Questions, Comments	F1, F2
7:35	7:45	G	10	L.4.1 Review		All, Angie	Discuss, Approve	G1
			5	BREAK!				
7:50	8:00	H	10	Policy Reboot - mostly second half of L	G.2.2	Ray/Gaia/All	Discuss, Approve	H1
8:00	8:10	I	10	Board Legal Committee Proposal		Steve, all	Discuss, Approve	I1
8:10	8:20	J	10	Email Communications to Members		Jaime, Ray	Discuss, Approve	J1
8:20	8:30	K	10	Town Hall Check-In		All	Discuss	
8:30	8:35	L	5	Task List Review/Future Meeting Date	G.1.4.,4.h	Rosie/All	Review	None
8:35	8:40	M	5	Meeting Evaluation	G.1.4-5	All	Board Process	None

Board of Directors Meeting Minutes – February 20, 2019

Location: St. Andrew's Church, Division Street

Attendance

Board Members Present:

Jaime Magiera (President)
 Ray Anderson (Vice President)
 Leah Hagamen (Secretary)
 Steve Rich
 Gaia Kile
 Amanda McCreless
 Mary Rooney

Also attending:

Angie Voiles, General Manager
 Christine Lang, Finance Manager
 Jessica Letaw, Ann Arbor Downtown Development Authority
 Paula, National Co-op Grocers

Members:

Hannah Davis

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

Agenda Review – Moved Formation of Legal Committee to Consent Agenda. Took L.7 out of the consent agenda, to be reviewed after the break. Added approval of Ken King Award to the consent agenda.

Member Comments – None.

Announcements, Info-Sharing, Future Scanning, President's Remarks – Bruce Curtis and Rainey Lamey have resigned from the Board.

President Jaime's major points of concern for the Board are: 1) Member linkage is a primary concern. 2) Move and expansion changes to the store. 3) Organizing bylaws and policies, presenting them to membership as up-to-date. 4) Board member retention. Jaime encouraged the Board to add potential candidates to the list in the Google Drive.

The staff party has been planned, everyone is invited, and it is within budget.

In an effort to make sure going forward that everyone feels they have the opportunity to speak in the meeting.

Consent Agenda – **Gaia moved, Ray seconded to approve the consent agenda. All in favor (7/7), motion carried.**

Guest Speaker Jessica Letaw – Jessica has an architecture degree, is on the DDA Board, and has recently begun a nonprofit Building Matters. As a result of post-WWII suburb boom, many downtowns became perceived as undesirable places to live and were disinvested. In response, Downtown Development Authorities were formed in the 1970s to attract people and businesses back to the downtown to make them more pleasant, safe, and desirable. In Michigan, DDAs are required in every city over a certain population size. The A2 DDA's mission is to continue to attract private investment. 2 income streams: operate the parking systems downtown, which funds itself. The other is a Tax Increment Finance district (TIF). DDA, The Ride, WCC, Public Schools, the City all receive funding from this TIF. Those funds go to capital improvement project, e.g. the protected 2-way bike lane along William Street; historic brick paver upkeep; sidewalk improvements. The DDA Board is made up of 12 people, many of whom have property interest downtown. There is a Citizens Advisory Committee (CAC) that are resident in and around downtown. They do not have a voting voice, but do weight in at certain meetings. The things working on right now: expanding the Ann-Ashley parking garage from 6-stories to 9-stories; in the middle of a series of projects within People Friendly Streets Projects: brick roads are being refurbished, slowing down traffic, the street work in Kerrytown; 1st and Ashley will be converted back to 2-way streets.

The 2018 State of the Downtown Report was just released, which talks about trends downtown. The largest increase in population downtown this year have come from apartment dwellers, and some condos. There were ~400 new units built last year, which is a slight increase from the year before. The DDA is seeing that people are trying to live as close as possible to where they work, which in this case is the university and the hospital. There are more experiential-based businesses appearing downtown (i.e. restaurants). There is a lot of interest in and tension around making downtown more affordable to more people.

Jessica does a few events every month involving coffee chats as well as neighborhood walks. There are many ways the dialogue between DDA and PFC can continue.

Small business support is possibly a core city service missing from the various entities that work in the downtown area. Jessica encouraged the PFC Board to show up and ask.

There is conversation about what role DDA and the City should place in the composition of businesses downtown; that is not usually the role of government.

Questions and Comments on GM Report – Topics normally covered in the finance committee meetings will now be covered by the General Manager in Board meetings. Gaia asked how cross-training employees is going. Angie has been pairing similar departments and cross-training those. This will allow the store to be scheduled more efficiently and should reduce overtime, with more coverage being available, and will hopefully improve employee retention and availability of full-time positions. Jaime asked about the measures of success of the Workantile partnership. Angie responded that it will be successful when more than one PFC employee can operate the delivery service.

Jaime asked about opportunities for demographic data reporting. Anecdotally, Kristina have seen people who live out of town deciding to not up their membership. She has also seen new and old member-owners reestablishing their equity.

Meredith and Paula from NCG have been visiting the Prepared Foods Department, and it seems to be going well.

L.4.1 – Minimal updates were made to this month's L.4.1. What was true for January remains true for February. **Steve moved, Amanda seconded, to accept the non-compliant L.4.1 review. 6 in favor, 1 abstention. Motion carried.**

Questions and Comments on Treasury and Finance Committee Reports –

L.7 – The current L.7 policy says that all hires should be “at-will employees.” Gaia’s understanding was that that language is in conflict with the existence of a union contract, but that may not be the case. With the proposed revision of L.7, this language is removed. Mary weighed in, saying that unless someone is worked under a defined, temporal contract, an employee here is still considered “at will.” It is typical of union contracts to state that union employees are still at will employees. **Ray moved, seconded by Steve, to accept L.7. All in favor (7/7) motion carried.**

Policy Reboot (mostly second half of L policies) – Steve asked about the difference between uses of “must” and “shall” in the language. The committee used the CDS boilerplate policies for reworking these policies. Ray explained that the uses in the proposed policies reflect when they were used in the CDS templates. **Amanda moved, Leah seconded, to accept the updated L policies as presented here today.** Steve initiated further discussion. These updated policies are less complicated than they were before, but could be simplified further in the future. **6 in favor, 1 abstention. Motion carried.**

Email Communications to Members – The Board has been discovering over the past couple months that member-owners were not adequately aware of the member equity changes, and much of this has to do with the effectiveness of Board communication. Despite emailing the information, member-owners do not expect important news within the otherwise regular email communications. Further, all existing email communications are opt-in. Critical news should probably be opt-out email communications, but various email communication arrangements are being explored between the Linkage Committee and the General Manager. The resolution offered today proposes a separate line of email communication for Board news. This is not a resolution for a policy change, just an instruction to the General Manager.

Paula (NCG) provided an example from another co-op that allows anyone to unsubscribe from sales offers, but states the caveat that your email will still be used for sending certain important business communications.

Angie would prefer to not have flyers littering the store, but knows that the current data shows that email open rate is very low. Overall, this is the right use of technology.

Gaia thought that perhaps the reason the Board has not in the past had written action resolutions is because it is supposed to act via changing policies. If the Board is unhappy with actions taken, policy governance says the Board should change the policy to influence actions. Ray believes that the associated policy is currently out of compliance, and should be brought into compliance as soon as possible.

In place of the original proposed resolution, the Board will the Board and GM agree to create an email list. Steve moved, Amanda seconded. All in favor (7/7), motion carried.

Town Hall Check-in – Amanda and Angie received feedback from member-owners after the town hall who felt discouraged by the angry feedback. Ray received a request for a “make-up” town hall, because of the weather. Ray said he would bring it up today, but also informed the person that the annual meeting is in April. Gaia and Mary participated in some outreach events in the last month and encountered folks who were thoroughly engaged, committed, and positive about the co-op.

Jaime did receive a copy of a member-owner’s original agreement with PFC.

The Linkage Committee currently thinks that the next town hall should be sometime after the April Annual Meeting.

Looking Ahead & Task List –

- All: add nominations
- Rosie: update L policies in policy document and revise website
- Jaime: create new L.1 policy change
- Angie: work on new email list
- Angie and Christine: explore demographics
- Gaia and Ray: Modification of L.9 and L.7.2
- Steve: call a few folks who might want to join Legal Committee and report back

Future Meetings— The next Board meeting is March 20, 2019.

Meeting Evaluation –

- Quick, efficient! Finishing early! But got a lot done.
- Good use of consent agenda
- Thank you to Jessica Letaw! Good to connect with the broader community.
- People are working hard
- Good meeting
- Welcome Mary!
- Excellent work, Ray!

- Much appreciation to Angie
- Much appreciation to Paula for providing guidance

Executive Session – **Jaime moved, Steve seconded, to move into executive session for legal matters. All in favor (7/7), motion carried.**

Adjournment – Meeting adjourned at 8:29pm.

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrator acting as Board Secretary