

People's Food Co-op Board of Directors Meeting									
Wednesday, March 20, 2019 at 6:30pm, St. Andrew's Church, Division Street									
Start	End	Item	Time	Item Title	POLICY	WHO ?	ACTION	MAT'LS	
6:30	6:36	A	6	Announcements/Future Scanning/President's Report	Board	All	Info share		
6:36	6:38	B	2	Consent Agenda: February Minutes, Absences, Nominations Committee Appointment, NCB Authorized Signers	G.7.7	All	Approve	Minutes, Attendance, F1	
6:38	6:48	C	10	Questions and Comments on GM Report, Treasury and Finance	G.2.2,M.4	Angie	Questions, Comments	C1a, C1b, C2	
6:48	6:53	D	5	L.6 Review			Approve	D1a, D1b	
6:53	6:58	E	5	L.4.1 Review			Approve	E1	
6:58	7:08	F	10	E Review	E	All	Discuss		
7:08	7:23	G	15	Policy and Bylaws Committee		All	Discuss, Approve		
7:23	7:38	H	15	Expansion/Move Committee		All	Discuss, Approve		
7:50	8:05	I	15	Policy Reboot - L.9 and L.7.2		Ray and Gaia	Discuss		
8:00	8:10	J	15	Committee Check-ins		Linkage, Legal	Discuss		
8:10	8:20	K	10	Annual Meeting		All	Plan		

**People's Food Co-op  
Board of Directors Meeting Minutes – March 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 (by phone)

Gaia Kile

Amanda McCreless

Mary Rooney (by phone, arrived in person at 7:50pm during Committee Check-ins)

Also attending:

Angie Voiles, General Manager

Christine Laing

Members:

Michael Jenrich

Dennis Chernin

Blanche Blumenthal

Hannah Davis

Paul Atwell

Call to order – Jaime called the meeting to order at 6:35pm.

Agenda Review – Jaime added a consent agenda item earlier today that is not posted online.

Member Comments –

Michael is a candidate in the upcoming election.

Dennis is a long-time member-owner and has some interest in running for the Board. He is concerned about the possibility of moving the co-op.

Announcements, Info-Sharing, Future Scanning, President's Remarks – Angie brought a copy of the annual newsletter that will be sent out. Ken, the Graphics Coordinator, designed the newsletter and has been doing great work for the Board generally. There is a Board Matters column in the newsletter. Jaime wrote an article for the Old 4<sup>th</sup> Ward Newsletter about the function of “corner stores” for communities. Ryan Stanton from MLive will be writing an article about water quality in the area that will mention PFC because its sales of reverse osmosis water has doubled in the last year.

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

Questions and Comments on GM Report, Treasury, Finance – Gaia asked when L.4.1 related work might be moving forward. Angie responded that Paula from NCG is working aggressively on this, but the most immediate actions are marketing and category management related.

The grievance mentioned in the GM Report was resolved via being withdrawn between the time of the GM Report creation and the meeting today.

Regarding the member equity change: about 1000 people, or about 1/8 of the membership, have made a reinvestment decision thus far since January.

L.6 – Angie explained some of the data used in tables presented in the review. There is a plan for compliance with L.6.8. Negative media coverage is a new L policy and this was the first month of tracking it. **Steve moved, Amanda seconded, to approve the L.6 review as presented. All in favor (7/7), motion carried.**

L.4.1 – Angie will be adding more discrete metric reporting to better track progress. **Ray moved, Gaia seconded, to accept the L.4.1 review as presented. All in favor (7/7), motion carried.**

Ends Review – A year ago, the Board created an anti-discrimination ends policy that now requires metrics of success. Angie is looking for examples of how other co-op boards monitor or measure their anti-discrimination policies. Mary asked for the difference in roles among the Human Resource Manager, the GM, and the Board regarding this policy, since much of this matter is in operations.

Policies/Bylaws Committee – The policy master document has been started, but help is needed. This committee would help the President and Board Administrator to track down all updated policies and bylaws and track changes moving forward. Amanda is interested in joining this committee. Steve suggested to add notes about how and why things evolved—i.e. meta-information about the changes. Leah mentioned that when Keegan was in charge of policy reboots, he wanted to move things out of policies and into an appendix, and the location of said appendix is unknown. A process document should be created. A vote on this adhoc committee will be taken at the next meeting.

Expansion/Move Committee – This committee will address the Board’s role in looking at the potential major store change of physically expanding or moving. Ray is interested and potentially Gaia. It would be good to have non-Board member-owners on this committee, but some of the details associated with this topic would be confidential and could require a non-disclosure agreement or something similar, or may have to be restricted to Board members. A vote on this adhoc committee we be taken at the next meeting.

Impromptu Public Comment – Michael suggested a blurb for public attendees, so folks aren’t lost trying to follow terms. The Board reviewed for public attendees what different policy categories and committees are.

**NEW AGENDA ITEM: Formalize Email Vote** – The vote was to accept the candidates for the election, and this needs to be ratified in person. **Steve moved, Leah seconded to reaffirm the previous email acceptance of putting Amanda, Ray, Hannah, and Michael on the ballot for this year’s election. Jaime, Leah, Gaia, Steve, and Mary in favor. None opposed. Ray and Amanda abstained.**

Policy Reboot – L.7.2 concerns permanent employment and Gaia believes it should be in the hands of the Legal Committee. L.9 still needs to be revised and will be proposed next week.

Committee Check-ins – The Linkage Committee reported on its last meeting. They discussed hosting a “candidates night” and also have a 1-minute video about the candidates that could be embedded into an email. As a Board candidate, Ray feels it is a conflict of interest for him to work on such a thing, and so suggested that someone else take the lead on these items if there is interest. Regarding the annual meeting on April 30<sup>th</sup>: help is needed from Board members with setting up and cleaning up. No video or similar was discussed. Food will be provided by Silvio’s and PFC. There is a member-led initiative to focus more on zero-waste in the co-op; a related event is being planned for the summer. The Bicycle Co-op is being engaged. Ray and Steve also talked broadly with Ypsi Co-op about scheduling meetings together for resource-sharing; the Ypsi Co-op Board expressed great interest in doing this and offered to host at the Ypsilanti Freighthouse in April. This work aligns with policy E.2. Further, Linkage explored PFC 50<sup>th</sup> anniversary celebrations and hopes maybe to pass it on to another ad hoc committee.

The Legal Committee is currently Steve and Patty Smith (not THE Patty Smith) and they are getting together next Wednesday. Mary is interested in joining.

Jaime requests that committees submit monthly written summaries for the consent agenda from now on, unless discussion is required.

Annual Meeting – The annual meeting is April 30, 2019. Board Members who are not running need to work in shifts to count votes. Candidates and member-owners are allowed to observe the counting. Counting could take place April 22<sup>nd</sup> and 29<sup>th</sup>. The GM should not work with other staff to verify member-owner status of voters. The member-owners who have not yet reestablished their member equity still retain their voting rights. The agenda of the annual meeting still needs to be set. The Board reviewed last year’s agenda.

Looking Ahead & Task List –

- Next GM report will include % of people invested in each year
- Angie: reach out to Workantile for feedback
- Angie: reach out to Keegan about policy appendix

- Jaime: prepare resolution documents for ad hoc committees
- Gaia and Ray: bring L.9 revision
- Send email to Jaime if interested in GM Evaluation Committee
- Legal Committee: draw up charter
- Angie: what is the voting quorum number for election
- Linkage: finalize Annual Meeting agenda
- Everybody: propose other locations for meeting

Future Meetings— The next Board meeting is scheduled for April 17, 2019, however St. Andrews cannot host PFC that day. Another location will be selected but the date will remain April 17.

Meeting Evaluation –

- Good, efficient, straight-forward, mellow
- Sociable
- Background info was helpful to public attendees
- Informative
- Nice to have engaged public attendees
- Balanced agenda

Executive Session – **Jaime moved, Steve seconded to move into executive session for legal discussion. All in favor, motion carried.**

Adjournment – Meeting adjourned at 8:36pm.

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrator acting as Board Secretary