

People's Food Co-op Board of Directors Meeting
 Wednesday, August 21, 2019 at 6:30pm, St. Andrews Church

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: July Minutes, Absences, L.4.10, Resolution regarding extension of the member fee alignment program	G.7.7	All	Approve	Minutes, Attendance, D1a-d, D2, D3
6:50	6:55	E	5	GM Succession Acceptance	L.5	Lori, Susan, Kristina	Approve	None
6:55	7:15	F	20	Guest Speaker			Listen	None
7:15	7:25	G	10	Questions and Comments on GM Report, Treasury and Finance (includes new GM Monitoring Calendar)	G.2.2,M.4	Angie	Questions, Comments	G1a, G1b, G1c
7:25	7:30	H	5	L.4.1 Review		Angie	Questions, Approve	H1
7:32	7:42	J	10	Retreat Planning		All	Discuss	None
			5	BREAK				
				Finance Committee Charter				
7:47	7:57	K	10	Ends Review	G4	All	Discuss	None
7:40	8:00	L	5	Check-in: Board Vision Strategic Plan and GM Multi-year Plan		All	Discuss	None
8:00	8:10	M	10	General Calendar: Homegrown Festival; Member Appreciation		All	Discuss	None
8:10	8:15	N	5			Rosie	Discuss	None
8:15	8:20	O	5	Task List Review/Future Meeting Date		All	Discuss	None
7:30	7:32	I	2	Legal Committee Report		Steve	Report	None

**People's Food Co-op
 Board of Directors Meeting Minutes – August 21, 2019**

Location: St. Andrews Church, Division St.

this meeting was audio recorded and the minutes taken from the recording; some details were missed

Attendance

Board Members Present:

- Jaime Magiera (President)
- Ray Anderson (Vice President)
- Hannah Davis (Treasurer)
- Steve Rich
- Gaia Kile
- Mary Rooney
- Dennis Chernin

Board Members Absent

- Amanda McCreless (Secretary)

Also attending:

- Angie Voiles, General Manager
- Paula Gilbertson, NCG
- Kristina Weber
- Lori Crall
- Susan Landauer, HR Director

Call to order – Jaime called the meeting to order at 6:30pm.

Agenda Review – No guest speaker was available this month, so it will be removed from the agenda. The Board pulled the Finance Committee Charter from the consent agenda and added it to the regular agenda. Removed Legal Committee Report.

Member Comments – No member comments.

Announcements, Info-Sharing, Future Scanning, President's Remarks – Informal board chats have been fruitful. Angie is attending the co-op conference in Chicago in September and thinks it would be especially beneficial if a board member attended also. This conflicts with the September board meeting.

Consent Agenda – Hannah moved, Steve seconded to approve the consent agenda as amended. All in favor, motion carried.

GM Succession Acceptance – Instead of carrying on with a single individual as successor to the GM position, Angie has decided to appoint a team of people to become interim GM should she leave the GM position. Part of this decision is due to the GM's relationship (daughter) to one of the successors, but also because all three individuals of the team are competent and have different skills. The Board President asked the three suggested successors – Kristina Weber, Susan Landauer, and Lori Crall – if they agree to accept the duties of GM should they be called to the position. All three agreed. Ray moved, Mary seconded, to approve the succession plan. All in favor, motion carried.

Questions and Comments on GM Report, Treasury, Finance – The Board and GM discussed the redesign of the cafeteria side of PFC. PFC released a coupon recently that has a 3% redemption rate; this is considered superb, especially when many are nonmembers. Bulk sales performed well recently. Jaime asked if there was a way to determine if sales of reusable bags was indeed replacing use and thus co-op purchase of disposable bags. It is difficult to measure this without historical data, but Angie is looking into it. Steve asked about interactions with the United Food and Commercial Workers International Union and if they would like to speak with the board. The Union will be beginning 2020 contract negotiations. The Board believes it is the only natural food store in Washtenaw County that employs unionized workers. They discussed the merits of advertising this fact. In terms of negotiations and PFC affordability, the Board usually leaves this topic to the GM and staff. The Board reviewed the existing policies that do relate to labor.

The Board had expressed interest in a previous meeting in larger industry trends, so Angie included national co-op trends in the report. Sales per labor hour were recently on target. Operational efficiencies have improved with Paula's (NCG) help. If labor can be held and sales continue, the 4th quarter might be profitable.

Part of the GM Report included a new proposed GM monitoring calendar. The primary debate was where to have reporting of Ends in relation to the Annual Meeting. The calendar can always be changed next year. Gaia moved, **x seconded**, to accept the new GM monitoring calendar as proposed. Ray would like to see the calendar as part of the annual report. Robustly discussing the Ends every meeting—e.g. assigning a specific End per meeting—could ease the writing of an annual summary thereof. All in favor, one abstention, motion carried.

L.4.1 – Paula (NCG) has been contributing to both big picture and detailed operations. She has been with PFC since February and will continue at least through December for the business plan and budget. Steve moved, Jaime seconded to accept the L.4.1 report as being in non-compliance. All in favor, motion carried.

Retreat Planning – Jaime provided an overview for new Board directors what a retreat usually or can look like. Topics so far for the upcoming retreat are visioning and member engagement. Board development was a topic considered at the last Board meeting, but could be done outside of and before the retreat.

Finance Committee Charter – Members should perhaps have a finance background. Certain things on the finance committee are confidential, so the committee will have an executive subcommittee related to confidential matters. The purpose of the financial committee will be to educate the board on financial matters, help interpret results of financial reports, aid where appropriate in the audit/review process, and review the Board's budget. Some co-op treasurers now do less direct finance work and more intimate comprehension of what the GM is doing, and communicating that to the Board. PFC has several finance staff, internal and external. A finance committee could also be helpful in guiding the GM's finance reporting to the style and information that the Board is interested in seeing. The Board tabled official approval of the new charter.

Ends Review – The Board read aloud the first End and evaluated its definition and status:

"Peoples Food Cooperative exists to provide service to our members and the community by achieving our ends:

1) Through our products and services we promote local economy, environmental sustainability, health, and economic justice."

Angie reviewed some of the local food sources they have and signage efforts to make local, organic, etc. clear. There is opportunity in the newsletter to feature local farms. Ray asked about GMO labeling feasibility. Angie replied that the appropriate labeling would be "bioengineered," but when to label an item as such is unclear and would probably be scientifically inaccurate. It is a more impactful action for a co-op to put pressure on suppliers to listen to the values of the business, rather than to label everything bioengineered or not. There is a group of member-owners in conversation with Jaime that are passionate about the issue. The Board discussed the benefits of positive (e.g. 'gluten-free') versus negative (e.g. 'contains gluten') messaging.

"2) We enhance and encourage cooperative community."

The Board has been trying to partner with the bicycling coalition. Jaime would like a public/member-owner event that teaches co-op 101.

"3) We foster participatory ownership through volunteer opportunities, educational experiences and cooperative governance."

Ties into #2.

"4) In our business and community, we work towards the elimination of institutional and structural racism and oppression."

There have been three food justice events at PFC in the last year. Angie has indicated to the marketing manager that social justice should be a usual topic incorporated into events. Gaia shared the experience of another co-op that incorporates racial diversity within their hiring process, having at least one interview being a person of color.

Board Vision/Strategic Plan/Multi-Year Plan: GM is on track. The Board is open to hiring someone external for focus group facilitation. Options will be explored.

General Calendar – Community Chili Cookoff is happening in September. There is always a Board table at this event.

Task List –

- Get a guest speaker
- Angie: try to integrate PFC into national trend report?
- Rosie: IN March! Remind Board to include GM monitoring calendar in annual report.
- Jaime and Rosie: assign an end to next meeting
- Jaime: share out table of contents for manual
- Gaia: share copy of original Board manual
- Everybody: read and comment on manual
- Jaime: run finance committee charter by Jade?
- Rosie: make agenda tab that just lists the ends
- Everybody: reach out to people you know about facilitating focus groups
- Jaime: Doodle for focus groups?
- Jaime or Ray: send out sign-up for tabling at chili cookoff.

Future Meetings— The next Board meeting is scheduled for September 18, 2019, at St. Andrews Church at 6:30pm.

Executive Session – **Jaime moved, Hannah seconded to move into executive session for matters of finance. All in favor (8/8), motion carried.**

Adjournment – **Someone moved, Jaime seconded to adjourn the general meeting. Meeting adjourned at ???pm. All in favor (8/8) motion carried.**

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrator acting as Board Secretary