

| People's Food Co-op Board of Directors Meeting             |      |      |      |  |              |            |                    |  |
|--|------|------|------|--|--------------|------------|--------------------|--|
| Wednesday, December 18, 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  | G.4.1d/G.7.4 | All        | Alignment          | Agenda   |
| 6:32   | 6:42 | B    | 10   | Member Comments  | G.9          | 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: November Minutes, Absences, L.3, L.6, Finance Committee Report, Finance Charter, Linkage Committee Report, O Policy Proposal, Development Committee Report, GM Evaluation Committee Report | G.7.7        | All        | Approve            | Minutes, Attendance, D1a, D2, D3, D4, D5, D6, D7, D8 |
| 6:50   | 7:00 | E    | 10   | Questions and Comments on GM Report, Treasury and Finance  | G.2.2, M.4   | Angie, All | Q/A, Approve       | E1, E2 PDF + Excel                                   |
| 7:00   | 7:10 | G    | 10   | L.4.1 Review   | L.4.1        | Angie      | Questions, Approve | G1   |
| 7:10   | 7:15 | H    | 5    | Linkage: Annual Meeting  |              | Ray        | Discuss            | H1   |
| 7:15   | 7:20 | I    | 5    | Motion to Approve Wegner CPA   |              | All        | Discuss            | I1   |
| 7:20   | 7:30 | J    | 10   | Board Budget   |              | All        | Discus             | J1   |
| 7:30   | 7:40 | M    | 10   | Ends Review: 1 through 4   | Ends         | Jaime, All | Discuss            | See Ends   |
| 7:40   | 7:45 |      | 5    | Break  |              |            |                    |  |
| 7:45   | 8:15 | K    | 30   | Multi-Year Plan  |              | All        | Discuss            | D1b  |
| 8:15   | 8:25 | L    | 10   | Proposal for Board Accountability Process  |              | All        | Discuss, Approve   | N1, N2 (See "Tasks" tab)                             |
| 8:25   | 8:30 | N    | 5    | Task List Review/Future Meeting Date   | Board        | Gaia       | Discuss            | Discuss  |
| 8:30   | 8:35 | O    | 5    | Meeting Evaluation   | Board        | All        | Discuss            | None   |
| 8:35   | 8:36 | P    | 1    | Adjournment  | Board        | Rosie      | Discuss            | None   |

**People's Food Co-op  
Board of Directors Meeting Minutes – December 18, 2019**

Location: St. Andrews Church, Division St.

Attendance

*Board Members Present:*

Jaime Magiera (President)  
Ray Anderson (Vice President)  
Hannah Davis (Treasurer)  
Amanda McCreless (Secretary)  
Gaia Kile  
Mary Rooney  
Leah Hagamen

Also attending:

Angie Voiles, General Manager

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

Agenda Review – There have been some changes since the agenda was officially released. One item in the consent agenda was moved to a different existing agenda items, and two things were added to the consent agenda. **With those changes addition, Mary moved, Ray seconded to approve the agenda. All in favor (7/7), motion carried.**

Member Comments – No members present.

Announcements, Info-Sharing, Future Scanning, President's Remarks – Jaime praised the Board for its good work lately.

The Nominations Committee was unable to meet this past month, but they have the board member packet available. Gaia sent emails to previous Board members, with one positive response thus far. Amanda is going to handle planning of the annual staff party.

Consent Agenda – There is one change to the minutes. The O Policy is being pulled out. Ray moved, Leah seconded, to accept the consent agenda with these changes. All in favor, motion carried.

O Policy - The Board changed “terminated” status to “made inactive.” **Ray moved, Hannah seconded, to amend the proposed O policies to reflect this language. All in favor (7/7), motion carried. Gaia moved, Ray seconded to approve the O policies. All in favor (7/7), motion carried.**

Questions and Comments on GM Report, Treasury, Finance – Angie described the results from Thanksgiving when PFC was open (it was closed on Thanksgiving last year): the average sales per hour was about the same as a regular Thursday and staff morale seemed good. Angie is pursuing communications of how the compostable plastic bags can actually be composted. A newsletter blurb on this may be an option.

**Hannah moved, Amanda seconded to accept the GM Report and Treasury/Finance Reports. All in favor (7/7), motion carried.**

L.4.1 – There’s been a low response rate on surveys, but it’s a work in progress. The next WSR will look different because of changes in operations organization. The Board still has not provided the GM the desired format of **L.4.1. Jaime moved, Amanda seconded, to accept the L.4.1 report as being in non-compliance.** Discussion: The point of this is to make a point that the Board knows they have to address this issue. **2 in favor, 5 opposed, motion failed.**

Linkage Committee: Annual Meeting – The Committee wanted feedback from the Board on the Annual Meeting agenda as well as certain personal recognition. A line item in the Board budget reflects the Annual Meeting. Posterboards didn’t seem effective last year; perhaps projection would be better. The various main committee reports would be something to distribute. The Annual Meeting is supposed to have a public forum type of time. The Board would like a more concentrated, unified voice at this meeting, with each Board member having a role. Linkage has also scheduled Board tabling at the Café.

Motion to Approve Wegner CPA – Wegner CPA has been doing PFC’s financial reviews for many years. Jaime commented that their advice last year was really helpful. PFC staff is supportive. **Mary moved, Gaia seconded, to approve the motion to approve use of Wegner CPA. All in favor (7/7), motion carried.**

Board Budget - Hannah did work to clarify the “Miscellaneous” category that comprised most of the Board’s budget. The Board did some editing of the budget during the meeting. “Printing” is printing and mailing of the Annual Report which must be mailed because of the ballot that is included. Because PFC operations as such has no need to print and mail the Annual Report (email is fine), the printing was recategorized to be a Board expense and it appeared on the Board Budget the first time in 2019.

The Board discussed whether the Annual Report (with ballot) should be sent to inactive members, and whether the ballot indeed needs to be available in paper.

## Ends Review –

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

Compostable produce bags serves this end. Engaging with the community on affordable housing

*E.2) We enhance and encourage cooperative community.*

Learning events at PFC. Focus groups. Linkage has reached out to the Ypsilanti Co-op and will be reaching out to the Detroit co-op.

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

Posters in the store advertising Board positions. Focus groups.

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

Again, invite more groups to hold meetings at PFC.

The only membership demographic data that PFC collects is age.

Amanda talked about food deserts as a possible discussion topic.

## Multi-Year Planning –

- For the one of the graphs, 2019 is on the “negative” side of the x-axis. Angie explained that is just the way the data is provided to her. The Board requested that be changed.
- The Board commented on the one quarter of growth in 2017.
- SWAT informed Smart Goals.
- Jaime requested a bibliography.
- Many of PFC’s competitors seem to be physically far away. What makes something local vs. regional in this case? The Board asked about Sparrow Market, which is just across the street. Angie replied that it appears that Sparrow and PFC actually work in complement rather than in competition. The same is considered true for the Kerrytown Farmers Market
- Jaime requested that the priorities and their dates of action be bulleted. Angie replied that she has some new formats coming, including work with the SMART goals.
- 2021/2022 predictions will be needed, based on 2020 scenarios. Angie stated that such predictions would be guesses, as no trends are available. Angie will include 2021/2022 scenarios next month.
- Targets for quarters will be added (SMART goals)

Proposal for Board Accountability – The proposal asks to review last month’s tasks at each Board meeting. The Board discussed multiple methods of task list making (Trello, Google Calendar, etc.) and how to assign responsibility.

The Board will start with a Google task list as a tab in the agenda excel. People can submit their completion status during agenda item request. Last month’s tasks will be reviewed during Task List.

## Task List –

Testing review of previous month’s tasks:

| Responsible Party | Task  | Due Date   | Done?       |
|-------------------|---|------------|-------------|
| Rosie, All        | Send Gaia previous Board Director names you are aware of.                       | 12/06/2019 | Complete    |
| All               | Develop a format for L.4.1 that the Board would like and submit it to GM        |            | In progress |
| Jaime             | Engage with the City of Ann Arbor on being a partner in sustainability          |            | Complete    |
| Jaime             | Reach out to appropriate parties about engaging in local businesses             | 11/27/2019 | Complete    |
| Jaime             | Set up a meeting with Ari and try to get him to a regular Board meeting as well | 12/06/2019 | Complete    |
| All               | Put more people into spreadsheet to talk to for visioning                       |            | In progress |
| Hannah            | Talk to Angie and Jaime, and finalize Board Budget                              | 12/12/2019 | In progress |
| Jaime             | Create document about vision  | 11/21/2019 | In progress |
| All               | Add to said document  | 12/02/2019 |             |
| Rosie             | Upload focus group notes  | 11/27/2019 | Complete    |
| All               | Look at Board statement about reinvestment                                      | 12/06/2019 | In progress |
| Linkage           | Set up tabling about reinvestment change in January                             | 12/06/2019 | Complete    |
| All               | Develop revision language for L.1.6   | 12/12/2019 | N/A         |

December

| Responsible Party | Task   | Due Date   |
|-------------------|--|------------|
| Ray, Angie        | Newsletter blurb about compostable bag data and info                               | 01/09/2020 |
| All               | Provide Ray with feedback on Annual Meeting agenda                                 | 01/06/2020 |
| Hannah            | Finish Board Budget  | 01/10/2020 |
| Jaime, Angie      | Get together to reformat data in graphs for multi-year planning.                   |            |
| Ray               | Engage with Malik  |            |
| All               | Send comments/questions about multi-year plan                                      |            |
| Rosie             | Implement new Task list tab  | 01/10/2020 |
| Jaime             | Add Task responsibility to new Board appendix                                      | 01/15/2020 |
| Jaime             | Continue to engage with the City of Ann Arbor on being a partner in sustainability |            |
| Jaime, Angie      | Continue to reach out to appropriate parties about engaging in local businesses    |            |
| All               | Sign up for tabling  | 12/19/2019 |
| All               | Develop a format for L.4.1 that the Board would like and submit it to GM           |            |
| All               | Put more people into spreadsheet to talk to for visioning                          |            |
| Jaime             | Create document about vision   |            |
| All               | Add to said document   |            |
| All               | Look at (create) Board statement about reinvestment                                |            |
| Amanda            | Plan staff party and figure out tasks for Board members                            |            |
| Rosie             | Update policies in master doc and website  | 12/22/2019 |

|                 |   |            |
|-----------------|---|------------|
| Gaia, Mary, All | Revisit rescheduling of January Board meeting (check personal calendars, AADL calendar) | 12/23/2019 |
|-----------------|---|------------|

Future Meetings— The next regular Board meeting is scheduled for January 15, 2020, at St. Andrews Church. **The Board is rescheduling it to January 22, 2020, at the Downtown Branch of the Ann Arbor District Library.** January 15, 2020 will likely be a working group meeting.

Meeting Evaluation –

- Chill, good
- Moving towards goals
- Appreciate Angie’s work!
- Tech difficulties
- We worked hard
- Going over a lot of process

Executive Session – **Ray moved, Mary seconded to move into executive session for Board personnel issues. All in favor (7/7), motion carried.**

Adjournment – **Hannah moved, Mary seconded to adjourn the general meeting. Meeting adjourned at 9:01. All in favor (7/7) motion carried.**

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrative Assistant acting as Board Secretary