

People's Food Co-op Board of Directors Meeting								
Wednesday, February 19, 2020 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: January Minutes, Absences, L.4.10, Approval to Sell Sandwich Cooler	G.7.7	All	Approve	Minutes, Attendance, D1a, D1b, D1c, D2
6:50	7:00	E	10	Questions and Comments on GM, Treasury and Finance Report	G.2.2, M.4	Angie, All	Q/A, Approve	E1a, E1b
7:00	7:10	F	10	L.4.1 Review	L.4.1	Angie	Questions, Approve	F1
7:10	7:40	G	30	Multi-Year Plan		All	Discuss	G1
7:40	7:45	H	5	Break				
7:45	8:05	I	20	Election, Board Member Recruitment		All	Discuss	
8:05	8:25	J	20	Member Communication & Engagement		All	Discuss	
8:25	8:30	K	5	Ends Review: 1 through 4		Jaime, All	Discuss	See Ends
8:30	8:35	L	5	Task List Review/Future Meeting Date	Ends	All	Discuss	
8:35	8:40	M	5	Meeting Evaluation	Board	All	Discuss	
8:40	8:41	N	1	Adjournment	Board	All	Approve	

**People's Food Co-op  
Board of Directors Meeting Minutes – February 19, 2020**

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 6:37pm.

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

Member Comments –

Victoria: Curious about what's going on in the Board meetings. Potentially interested in a Board position.  
 Danielle Falcon  
 Patrick Zabawa (arrived at 8pm)

Announcements, Info-Sharing, Future Scanning, President's Remarks – Gaia will not be attending the March Board meeting. There is a conference in March that Board members can attend, though its main focus is start-up co-ops. The Local Food Summit is March 9 at Washtenaw Community College; Jaime will attend. Ann Arbor Summer Festival send out a notice asking if any local organizations wanted to participation; PFC could volunteer to help with the zero-waste program, or could propose its own

initiative. Gaia is presenting at the Circle Pines Equitable Planning event at the end of March. Jaime is part of a “Trash Talk” bus event.

Consent Agenda – Jaime added Item D3, a thank you letter to an anonymous donor. **Hannah moved, Leah seconded to approve the consent agenda as amended. All in favor (7/7) motion carried.**

Questions and Comments on GM Report, Treasury and Finance – Jaime asked how you select groups for the giving event going on in the store. Angie talks to other co-ops about how they choose their infrastructure who say they come to you. Ken and Angie selected from a list of what they thought were value-aligned nonprofits. Next month will be SafeHouse, then the Humane Society. There is a form on the website to apply for this. PFC was recently able to enroll in Fair Foods Benefits. This program gives \$1 in foodbucks if anyone is using EBT/SNAP benefits, they earn \$1 in foodbucks if they purchase fresh fruits or vegetables. PFC had been on this program’s waitlist for seven years and the contract is for three years. This past month, PFC saw some consistent sales growth in some areas, and losses in prepared foods have been going down. **Hannah moved, Ray seconded to accept the GM and Treasury and Finance Reports. All in favor (7/7), motion carried.**

L.4.1 – L.4.1 and the Multi-Year Plan from the GM will become a single document. **Amanda moved, Hannah seconded, to accept L.4.1 as out of compliance. 5 years, 2 nays. Motion carried.**

Multi-Year Plan – The next step is to determine if the Board believes the plan meets the requirements of L.3. If it does, then it will be given to a third-party, chosen by the Board. Mary asked why Sparrow Market isn’t considered in the plan. Angie replied that the study done for PFC determined Sparrow wasn’t a major competitor, and Angie sees them as complimentary, as most of their market is fresh meat. Jaime expressed that the plan could better describe the limitations of the physical store space, what to do about them, and more explicitly highlighting scenarios. The Board needs to know exactly under which conditions should they launch a capital campaign. Angie’s understanding of the relocation and expansion effort is that its success is directly tied to capital raised, and timing might be a moving target based on when capital is acquired. There are some minimums that are required for a bank loan. If a capital campaign is created, a related Board subcommittee will need to be created. A useful resource may be the Green Tree co-op in Mt. Clemen, who is about to enter their second phase of their capital campaign. Jaime mentioned that there is now a Columinate course available to Board members on financial literacy that they can all do. Distillation of the Multi-Year Plan for the public will likely be in the form of Angie’s newsletter article.

Elections and Board Recruitment – One person has submitted a nomination packet and they will be meeting with the Board tonight. Two people here tonight have expressed potential interest. There are a few options. Option 1: There is an election, with one person running for 3 empty seats. The major disadvantage of this option is that it isn’t truly democratic. Option 2: Call it a failed election, and work on appointments with the people who have expressed interest. Option 3: The Board extends the nomination deadline again, work with the interested persons to submit a packet, then have an election. Option 2 does not follow any policy or bylaw. Not having an election sets a potential precedent or presents a perception that the Board can “hand pick” their members. The Nominations Committee has not read the one applicant’s packet. Write-in candidates are not permitted.

The one Board applicant came into the meeting at this point and introduced themselves. The Board offered an overview of what they do and the basic requirements. The other two public members present stated their interest in submitting nominations packets.

**Gaia moved, Ray seconded, to extend the nomination deadline to February 20, 2020. All in favor (7/7), motion carried.**

Member Communication and Engagement – The Board email list was created and used for the February 18<sup>th</sup> nomination extension email. Work session will look more at this.

Ends Review –

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

The donations implemented recently as well as the Foodbucks are huge services aligned with environmental justice.

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

Gaia did email the Cooperative Council, which yielded little, but is a direction the Board wants to move in. Ray lamented that some participants in the focus groups stated it was not important to them to be part of a cooperative as such, so some education about cooperatives would be helpful.

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

Today’s discussion under Elections illustrated some of the Board’s commitment to this end. The Board reiterated that these Ends should be followed by both Board and Operations.

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

Task List –

Assigned Date	Due Date	Lead	Task	Status
12/18/2019	01/09/2020	Ray, Angie	Newsletter blurb about compostable bag data and info	Underway
12/25/2019	1/15/2020	Jaime	Add Task responsibility to new Board appendix	Underway
12/26/2019		Jaime	Continue to engage with the City of Ann Arbor on being a partner in sustainability	Underway
12/27/2019		Jaime, Angie	Continue to reach out to appropriate parties about engaging in local businesses	Underway
12/29/2019		All	Develop a format for L.4.1 that the Board would like and submit it to GM	Underway
12/30/2019		All	Put more people into spreadsheet to talk to for visioning	Underway
12/31/2019		Vision subcommittee	Create document about vision Add to said document	Not started

01/03/2020	12/22	Rosie	Update policies in master doc and website	Underway
01/26/2020		All	Add all recruited/desired people to google doc that tracks this.	
01/26/2020		Jaime	Contact Food Summit about recruitment	
01/26/2020	04/01	All	Vision plan document for annual meeting	
01/26/2020		All	Think about quarterly newsletter possibility	
02/19/2020		Ray, Jaime, Amanda	Help Amanda with thank you letters to staff party donors	
02/19/2020		Mary	Find/send out more information about volunteering at the A2 Summer Festival, for their zero-waste program	
02/19/2020			Let Gaia know if you're interested in attending the Circle Pines events	
02/19/2020			Think about Wisconsin conference	
02/19/2020			Let Jaime know if you're interested in the Local Food Summit	
02/19/2020			Decide which third-party to review the Multi-Year Plan	
02/19/2020		Everyone, Jaime	Take financial literacy webinar. Jaime sent info out.	
02/19/2020		Rosie	Add events tab	Done
02/19/2020			Board vote on nominations by midnight 02/20/2020	

Future Meetings— The next regular Board meeting is scheduled for March 18, 2020 at St. Andrews Church. March 11, 2020 will likely be a working group meeting.

Meeting Evaluation –

- Appreciated having interested people join
- Good, enjoyed it
- Like the “gnarly” spots of policy and procedure
- Refining how to get things done outside of the meeting where appropriate
- Liked seeing the business plan—signals an optimistic new phase
- Appreciate feeling safe with disagreeing with others on the Board
- For being a slow, deliberative body, several major decisions were made today

Executive Session – **Jaime moved, Ray seconded to move into executive session for financial matters. All in favor (7/7), motion carried. Jaime moved, Ray seconded, to move into a second executive session for Board matters. All in favor (7/7), motion carried.**

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

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrative Assistant acting as Board Secretary