

People's Food Co-op Board of Directors Meeting  
 Wednesday, May 20, 2020 at 6:30pm, Virtual Meeting

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: March Minutes, Annual Meeting Minutes, Absences, L.4.10, Linkage Committee Report, Email concerning acceptance of election results, Resolution Authorizing General Manager to Accept Economic Injury Disaster Loan	G.7.7	All	Approve	Minutes x2, Attendance, D1a-c, D2, D3, D4, D5
6:50	7:00	E	10	Questions and Comments on GM/Finance Report	G.2.2, M.4	Angie, All	Q/A, Approve	E1a-b
7:00	7:10	F	10	Election, Annual Meeting debrief, Appointments		Jaime	Update, Discussion, Vote	
7:10	7:25	G	15	Disaster Planning		All	Discuss	
7:25	7:40	H	15	501c3 Status		All	Discuss	
7:40	7:45		5	Break				
7:45	7:50	I	5	Multi-Year Plan		All	Discuss	
7:50	8:10	J	20	Member Communication & Engagement		Ray, All	Discuss	
8:10	8:15	K	5	Task List Review/Future Meeting Date	Ends	All	Discuss	
8:15	8:20	L	5	Meeting Evaluation	Board	All	Discuss	
8:20	8:21	M	1	Adjournment	Board	All	Approve	

**People's Food Co-op  
 Board of Directors Meeting Minutes – May 20, 2020**  
 Location: Virtual Meeting, Bluejeans

Attendance

*Board Members Present:*

- Jaime Magiera (President)
- Ray Anderson (Vice President)
- Hannah Davis (Treasurer)
- Amanda McCreless (Secretary) (joined during Consent Agenda)
- Mary Rooney
- Gaia Kile (Board Member until Election/Annual Meeting Debrief and Appointments)
- Danielle Falcon (approved during Election/Annual Meeting Debrief and Appointments)
- Pat Zabaya (approved during Election/Annual Meeting Debrief and Appointments)
- Victoria Westman (approved during Election/Annual Meeting Debrief and Appointments)

*Not Present:*

- Leah Hagamen (Board Member until Election/Annual Meeting Debrief and Appointments)

Also attending:

- Angie Voiles, General Manager

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

Agenda Review – **Mary moved, Ray seconded to accept the agenda. All in favor (5/5), motion carried.**

Member Comments – No member-owners present.

Announcements, Info-Sharing, Future Scanning, President's Remarks – For the foreseeable future, the Board will be using Bluejeans for meetings. No members of the public have joined the two regular online board meetings; the Board will include the link in the small bites email that is sent out. The GM Evaluation Committee will be getting to work soon. Mary and Ray will be working on new board member onboarding. Angie recommended the CCMA conference that is online this year for only \$25, on June 1<sup>st</sup>. Jaime emailed out an article from Civil Eats about how co-ops are keeping the food system together during the pandemic, due to their relationships with farmers and the community.

Consent Agenda – **Jaime moved, Hannah seconded to append the resolution that was voted over email to approve a loan the GM requested. All in favor, motion carried. Amanda moved, Ray seconded to approve the consent agenda as amended. All in favor (6/6) motion carried.**

Questions and Comments on GM Report, Treasury and Finance – The online ordering and curbside pickup seems to be popular.

Jaime asked the GM if the employees on leave will be able to come back, and when. These employees on leave are those who worked in departments that are currently completely shut down. They are on “temporary lay-off,” which should make them eligible for unemployment payments. When these departments are allowed to reopen, the employees will be contacted and offered their old positions and pay.

The GM Report stated that the online ordering and curbside pickup will become a permanent service, even when COVID-19 is gone. The current platform works well for people who are familiar with what PFC carries, but a little confusing to others. The GM is in talks with another online platform to continue this service with vast improvements, including grocery delivery. PFC employees would still be the in-store shoppers for these online orders. Mary asked if many non-PFC members were online shopping. The GM replied that 95-98% of shoppers are member-owners, or their partners are member-owners. A few member-owners decided to reinvest because of the online ordering, and a few people decided to become member-owners as well.

**Hannah moved, Mary seconded to accept the GM and Treasury and Finance Reports. All in favor (6/6), motion carried.**

Election/Annual Meeting Debrief and Appointments – Ray opined on the annual meeting. The actual number of member-owners voting was a higher percentage than they've had for several years. The vote tallies across the candidates were fairly even. It was unfortunate the Board could not follow through with the guest speaker, but hopefully it will happen later. The Board did send a donation to the Detroit food co-op, indicating our connection and future connections. Some member-owners did join the online Annual Meeting and asked questions that the Board or GM answered. The GM pointed out that the member-owners are still owed an annual report, which can go up on the website. Jaime would like to define a policy that would allow the Board can have the onboarding process started in advance of formal participation, by signing nondisclosure forms and related materials. Mary commented that there are probably templates/examples of this from other co-ops already. This topic came about when deciding whether to include the Board-elect in the financial literacy presentation the Board was undertaking.

**The Board accepted the election results and Board appointments over email, but this part of the meeting reaffirms these actions. Danielle, Pat, and Victoria are now officially Board members.**

Gaia, an outgoing Board member, hopes to form a Board alumni council.

The Board then decided on Board positions and committees. It is not required that a candidate abstain from voting for themselves, but they may choose to do so.

*President*

Candidates: Jaime Magiera (current president)

**Ray moved, Hannah seconded to appoint Jaime Magiera as president of the Board. All in favor with Jaime abstaining (7/7). Motion carried.**

*Vice President*

Candidates: Ray Anderson.

**Jaime moved, Victoria seconded, to appoint Ray Anderson as Vice President. All in favor, with Ray abstaining (7/7). Motion carried.**

*Board Secretary*

Candidates: Amanda McCreless

**Mary moved, Hannah seconded to appoint Amanda McCreless as Board Secretary. All in favor (8/8), motion carried.**

*Treasurer*

Candidates: Hannah Davis.

**Ray moved, Mary seconded to appoint Hannah Davis as Board Treasurer. All in favor, with Hannah abstaining (7/7). Motion carried.**

The Board debated whether new Board members should be part of the GM Evaluation Committee: it might be better for the Committee members to have an established relationship with the GM, but then it could be a particularly beneficial learning opportunity for new Board members.

The Legal Committee will be dropped for now.

GM Evaluation Committee: Jaime (Chair), Mary, Victoria

Board Development Committee (new): Mary (Chair), Ray, Hannah

Linkage: Ray (Chair), Amanda, Danielle, Victoria

Nominations: Mary, Amanda, Ray, Pat

Finance: Hannah (Chair), Pat, Danielle, Mary

Policy and Bylaws: Jaime, Victoria, Amanda, Hannah

“Ken King” Award Committee: Amanda (Chair), Pat

Disaster Planning – The overall goal that has come out of these discussions is to ensure that the Board can remain functioning under adverse conditions, with a document to follow.

501c3 Status – PFC was contacted by a family foundation who wanted to make a donation to PFC. It was discovered that PFC was a nonprofit corporation, which is not a 501c3 nonprofit. PFC made a path to accept that particular gift, but if future gifts wish to be considered or solicited, 501c3 status of PFC, or partnering with a 501c3, must be considered. Co-ops in the country navigate this in a multitude of arrangements.

Multi-Year Plan – The 2020 budget the GM originally planned is going to look completely different when it is ready, due to COVID-19. The budget and multi-year plan are being developed together as they

inform the other; multi-year plan objects tied to the budget will need some major revisions. The GM is still handling the COVID-19 crisis, and will work on this when possible.

Member Communication and Engagement – The Annual Report definitely needs to be sent out, perhaps along with a newsletter. The Report will require writings from at least Jaime (President), Ray (Vice President), and Hannah (Treasurer). Snail mail is still an expensive option; folks are concerned about germs right now anyway. The Board discussed the advantages and disadvantages of opening up article writing opportunities to member-owners. The Board generally agreed to having some form of member-owner content in the newsletters.

The Board discussed the overall approach they'd like to communication—messages they'd like to present, how to present the importance of co-ops, consistent messaging processes.

Task List –

Assigned Date	Due Date	Lead	Task	Status
05/31/2020		Jaime	Put bluejeans meeting link in small bites email	
05/31/2020		Jaime	Ask Ken to email Civil Eats article	
05/31/2020		Jaime, Ray, Hannah, GM	Get annual report ready, send to Rosie to put online	
05/31/2020		Rosie	Put annual report online	
05/31/2020		Rosie	Post annual meeting materials online	
05/31/2020		All	Collect documents for non-disclosure and other related forms for onboarding (personnel folder)	
05/31/2020		Board Dev Committee	Ensure Committee and position descriptions are in onboarding packet	
05/31/2020		Jaime	Jaime send corner store story to Rosie	
05/31/2020		Rosie	Post corner store story on Board blog	
05/31/2020		Jaime	Talk to Gaia about content to post on Board blog	
05/31/2020		Hannah	Send out info on disaster preparedness	
05/31/2020		Jaime	Send email addresses of new Board members to everyone	
05/31/2020		Rosie	Post new Board member pictures and emails online	
05/31/2020		Mary	Complete orientation plan	
05/31/2020		All	Review older tasks in task list	

Future Meetings— The next regular meeting is June 17, 2020.

Meeting Evaluation –

- Member communication and engagement needs some flushing out
- Good meeting
- Glad to have new members on board
- The new Board members chimed in several times, which was great

Adjournment – **Hannah moved, Ray seconded to adjourn the general meeting. Meeting adjourned at 9:11pm. All in favor (8/8) motion carried.**

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrative Assistant acting as Board Secretary