



Board of Directors Meeting

Wednesday, August 19, 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: July Minutes, Absences, Linkage Committee Report, L.4.10	G.7.7	All	Approve	Minutes, D1, D2a-c
6:50	7:00	E	10	Questions and Comments on GM/Finance Report	G.2.2, M.4	Angie, All	Q/A, Approve	E1a-d
7:00	7:10	F	10	Treasurer's Annual Report		Treasurer	Discuss	F1, F2
7:10	7:45	G	35	3Q 2020 Operational Plan & Financial Budget	L.2	Angie, All	Discuss	G1
7:45	7:50		5	Break				
7:50	8:10	H	20	Ends Policy 4	E.4	Linkage, All	Discuss, Follow-up on tasks	H1, H2
8:10	8:20	I	10	Policy Updates Planning	Board	All	Finalize	
8:20	8:25	J	5	Ends Review: 1-4	Ends	All	Discuss	Ends Tab
8:25	8:30	K	5	Task List Review/Future Meeting Date	Board	Admin Asst	Discuss	
8:30	8:35	L	5	Meeting Evaluation	Board	All	Discuss	
8:35	8:36	M	1	Adjournment	Board	All	Discuss	

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

Location: Virtual Meeting, Bluejeans

Attendance

Board Members Present:

- Jaime Magiera (President)
- Ray Anderson (Vice President)
- Hannah Davis (Treasurer)
- Mary Rooney
- Pat Zabaya
- Danielle Falcon
- Victoria Westman

Not Present:

- Amanda McCreless (Secretary)

Also attending:

- Angie Voiles, General Manager

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

Agenda Review – Due to time limitations of several Board members, Ends Policy 1-4 and Policy Updates Planning will not be addressed at this meeting. **Hannah moved, Mary seconded to accept the agenda. All in favor (7/7), motion carried.**

Member Comments – No member-owners present.

Announcements, Info-Sharing, Future Scanning, President's Remarks – Jaime shared some co-op related articles with the rest of the Board. Projects are on time and looking good.

Consent Agenda – Danielle moved, Victoria seconded to approve the consent agenda as amended. All in favor (7/7), motion carried.

Questions and Comments on GM Report, Treasury and Finance –

- The key indicators matrix added was very useful to the Board.
- Previously delayed, the Double Up Food Bucks program is now forging ahead due to the temporal imperativeness of supporting local economy and lower income residents.
- Sales are picking up every week.
- Staff are brainstorming how to use the currently unused (due to COVID) refrigerated salad bar equipment.
- PFC had shifted from 1-day flash sales to 3-day flash sales to reduce masses of customers all at once, with mixed results. There will be a 3-day member appreciation (discount) day in September.
- PFC is hiring for cafe staff, but are being upfront about the associated unknowns.
- The online ordering site is still being worked on.
- Angie reviewed the staff screening questions, which are the questions mandated by the state.
- In anticipation of potentially increasing store hours from its COVID reduced hours, the Department Managers will be returning schedules arranged with their employees to Angie.

Ray moved, Pat seconded to accept the GM/Finance Report. All in favor (7/7), motion carried.

Treasurer's Annual Report - For the 2019 Annual Report, Angie (GM) and Hannah (Treasurer) thought combining their financial information would convey a more consistent, credible message. Talk at next meeting about how to highlight these numbers.

3Q 2020 Operational Plan & Financial Budget – After discussing with Jade, Jaime suggests that instead of “accepting” or “not accepting” these temporary plans, the Board just view it as a work in progress until the year plan; this would be due to lack of shared criteria, frequently changing variables, and a desire to reduce stress on the GM. A sense of urgency is still important, as is following Board policies.

The Board created a series of questions to evaluate the Plan & Budget:

Does the GM's budget and plan generate adequate income for the co-op to operate successfully?

Currently, “adequate” is not discretely identified, but having a positive net income is the first step, and broken down in Appendix A. It should expand eventually into anticipating additional capital needed to allow the co-op to continue to “prosper.”

Does the GM's budget and plan generate adequate cash for the co-op to operate successfully?

Not included in report.

Does the GM's Budget & Plan pay our contracts, payroll, loans and other financial obligations on time?

Needs to be more explicit in plan.

Angie asked for clarification about how these requests are different from what gets reported in L.4.10 (quarterly reporting). Jaime replied that he thinks L.4.10 should be in part a juxtaposition between where PFC is at and what the plan is.

Does the GM's Budget & Plan pay our taxes and other government fees on time and provide for accurate information?

Mary asked how this is different from the previous question about "contracts, payroll, loans and other financial obligations." Hannah explained that there is a specific L policy about this, and that's why it's a separate question.

Does the GM's Budget & Plan avoid creating unreasonable debt and/or liability?

The plan will need to explain that debt taken on (e.g. because of moving to a new location) is reasonable because of x,y, and z.

6. Does the GM's Budget & Plan provide for notifying and seeking approval of the board for all costs greater than \$15,000?

How does the Board want this written in the plan? Hannah said these are checkboxes in the L.4.10 policies already that should generally apply. Jaime thought it would be useful for the Board when looking at the plan to have it denoted what they will need to vote on in the future.

7. Does the GM's Budget & Plan provide for notifying and seeking approval of the board when disposing of fixed assets with greater than \$5,000 net book value, and disposal of assets with a net book value greater than \$2,000 but less than \$5,000?

Similar to #6.

8. Does the GM's Budget & Plan provide for proper financial record keeping systems that align with Generally Accepted Accounting Principles (GAAP)?

The quarterly plan doesn't and should not include this, but the multi-year plan should. If PFC goes to a bank for a loan, this information would be important. Ray clarified that this should be a statement of procedures to be followed, and can be somewhat general.

9. Does the GM's Budget & Plan maintain a complete and current accounting for member shares, with these funds being held in a separate restricted bank account or used for investment with the approval of the board?

The plan could reference other cash reserves, describing whether or not they will be used.

10. Does the GM's Budget & Plan provide a quarterly balance sheet, income statement, statement of cash flows and statement of member equity along with explanatory notes?

This would be the plan referencing and comparing to L.4.10 Quarterly Report.

11. Does the GM's Budget & Plan provide credible projection of revenues and expenses, owner investment and return, separation of capital and operational items, cash flow, and disclosure of planning assumptions?

Yes, the introduction's assumptions in the plan makes the projection credible.

12. Does the GM's Budget & Plan address excellence in business systems and operations?

This question is derived from policy L.3.

What is meant by business systems? What is excellence?

Seems similar to L.4.8

13. Has the GM's Budget & Plan been tested for feasibility?

If similar planned actions have already been taken--either at PFC or other co-ops--the results should be analyzed.

14. *Does the GM's Budget & Plan provide the Board prerogatives during the year?*
 I.e. make sure the submitted Board budget has sufficient funding.

15. *Will the GM's Budget & Plan be submitted sufficiently in advance of the November Board meeting for thorough review before the meeting?*

What the Board is requesting is very different from what other GMs have shared with Angie. Unknown if all of these questions can be addressed in the plan before November.

Ends Policy #4 –

Ray and Mary had a conversation with the Kalamazoo co-op. They had partnered with Eracism, which is a group that does anti-racist training. The Board formed an anti-racism transformational team made of co-op members (not just Board) in 2015 to write related policies. The co-op found these actions to be very impactful. The co-op emphasized the training was best for staff, rather than Board members.

Task List –

Assigned Date	Due Date	Lead	Task	Status
08/19/2020		Pat	Send GM and Hannah specific Gift Card Liability question	
08/19/2020		Angie and Hannah	Answer Gift Card Liability question	
08/19/2020		Board	Refine/clarify "cash" item as well as business systems and excellence for Plan & Budget	
08/19/2020		Linkage	Decide next steps for anti-racist training/action	

Future Meetings— The next regular meeting is September 16, 2020. This will be a virtual meeting.

Meeting Evaluation –

- Good work done
- Discussion on budget and plan has been interesting--very meaty
- Good to have questions prepared ahead of time
- Appreciated the reminder that Board operates on policy
- Congrats to Jaime on new baby!
- Lots to digest
- Everyone is doing great work

Adjournment – Ray moved, Hannah seconded to adjourn the general meeting. Meeting adjourned at 8:29pm. All in favor (7/7) motion carried.

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrative Assistant acting as Board Secretary