



Board of Directors Meeting

Wednesday, March 16, 2022 at 6:30pm, Virtual Meeting

<https://zoom.us/j/92456010887?pwd=UERaWG9VR25lb0ZncFVXaC9KQTlvQT09>

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: February Minutes, Absences, Linkage + Nominations Committees' Update	G.7.7	All	Approve	Minutes, D1
6:50	7:00	E	10	Questions and Comments on GM's Finance Report	G.2.2, M.4	Angie, All	Q/A, Accept	E1a-b, Confidential E1c
7:00	7:05	F	5	Ends Monitoring	Ends	Angie, All	Q/A, Accept	F1
7:05	7:10	G	5	Board Nominee Approval		Ray	Q/A, Accept	G1, G2, G3
7:10	7:20	H	10	Bylaw change discussion: 2 year terms	Bylaw 5.2	Michael	Discuss	See January minutes
7:20	7:50	I	30	Board Recruitment and Retention/Annual Meeting		Nominations	Discuss	None
7:50	7:55	J	5	Task List Review/Future Meeting Date	Board	Admin Asst	Discuss	Task List
7:55	8:00	K	5	Meeting Evaluation	Board	All	Discuss	None
8:00	8:05		5	Break				
8:05	8:06	L	1	Executive Session	L.3	All	Review	None
8:06	8:07	M	1	Adjournment of Regular Meeting	Board	All	Adjourn	None

People's Food Co-op
Board of Directors Meeting Minutes – March 16, 2022
 Location: Virtual Meeting, Zoom

Attendance

Board Directors Present:

- Pat Zabawa (Vice President)
- Amanda McCreless (Secretary)
- Ray Anderson (Treasurer)
- Matthew Metzger

Not in Attendance

- Jaime Magiera (President)

Also attending:

- Angie Voiles, General Manager
- Susan Randall, Board Candidate
- David Helmbold

Call to order – Pat called the meeting to order at 6:33pm.

Agenda Review – There is an item from the GM Report that will be discussed in closed session and be voted on over email. **Ray moved, Michael seconded to accept the agenda. All in favor (4/4), motion carried.**

Member Comments –

Susan Randall: Hopes to be elected to the Board in April.

Announcements, Info-Sharing, Future Scanning, President's Remarks –

- Argus Farm Stop is about ready to open its new storefront

Consent Agenda – Amanda moved, Michael seconded, to accept the agenda. All in favor (4/4), motion carried.

Questions and Comments on GM’s Finance Report –

- The status of the coffee shop is that PFC is aggressively trying to hire passionate prepared foods manager
- The shopper survey is presently in draft form. Angie and her leadership team do not have any revisions but welcomes any edits the Board has. If none, it will move on to final form.
- A public, summarized version of the last survey report will be available for the Annual Meeting
- The Board will miss Ken Davis, the Marketing Manager, and applauds his service to the Board and PFC.
 - Ken will be staying on in a part-time capacity for some graphic design

Amanda moved, Ray seconded, to accept the GM’s Finance Report. All in favor (4/4), motion carried.

Ends Monitoring - Ray always enjoys reading this report for the summary of what PFC has done for the community.

Ray gave a summary of the information Linkage collected about one year ago about how to make E.4 meaningful and measurable. Linkage had reached out to Kalamazoo Co-op, who provided what they did: rigorous 8-week anti-racist training. The Board fumbled with what to do next, in part because the training is expensive.

While E.3 was reported as not-in-compliance, there were maybe two virtual events held with Change for Community members in 2021.

Ray moved, Amanda seconded, to accept the Ends Monitoring Report. All in favor (4/4), motion carried.

Board Nominee Approval -

Michael asked a few questions of the two nominees

- One of the biggest debates of the Board is whether PFC should move. What is your position?
 - Susan: For PFC to remain viable, it must remain accessible by bike, car, and by foot. Susan believes the accessibility by car is limited. She received a tour of the facility and could see the logistical complications staff faced with the current facility. With lots of housing going in downtown, PFC would put the downtown at risk of being a food desert if it left the downtown area.

Ray moved, Michael seconded, to accept the nominees. One abstention. All in favor (3/3), motion carried.

Bylaw Change Discussion - The potential change from 3-year to 2-year terms was something tentatively agreed upon as a way to entice university students to join the Board. Michael isn’t convinced that that’s the best route, but would rather ask students what they think. Michael will get the ball rolling on promotional material.

Board Recruitment and Retention/Annual Meeting - Ray would like a conversation about how onboarding will happen.

Angie reached out to Wegner, who is confident that they can provide financial statements in time for the Annual Report.

Also Angie might not be able to attend the Annual Meeting due to travel to a meeting. She may prerecord a message.

Online votes definitely are real votes that count towards quorum. A quorum is 10% of the membership, which ~215 member-owners.

The Board needs to add the Treasurer’s Report and survey reports to the Annual Meeting Agenda, so it will have to be reapproved later (it was approved earlier as part of the Linkage + Nominations Committees reports in the consent agenda).

The Annual Meeting is April 26 and 6:30pm.

Task List –

Due Date	Lead	Task
Annual Meeting	Rosie	Big-idea task list
Annual Meeting	Rosie	Restart regular task list
Annual Meeting	Rosie	Compile bylaws
	Michael + Ray	Put together a plan for engaging students
	Ray	Put together treasurer’s report
	Ray + Pat	Revise Annual Meeting Agenda
	Pat	Think about onboarding

Future Meetings— The next regular meeting is scheduled for April 20, 2022, but the The Annual Meeting is April 26 so the Board will not hold the regular April 20th meeting. The Annual Meeting will be a virtual meeting.

Meeting Evaluation –

- Well facilitated, Pat!
- Appreciate Rosie for keeping us on task
- Good disagreements

Executive Session (L.3 Multi-Year Operational Plan & Financial Budget - Part 1 (2021) - Michael moved, Ray seconded, to go into executive session for financial and personal information reasons. All in favor (4/4), motion carried.

Adjournment – Michael moved, Ray seconded to adjourn the general meeting. Meeting adjourned at 8:05pm. All in favor (4/4) motion carried.

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrative Assistant acting as Board Secretary