



Board of Directors Meeting

Wednesday, May 18, 2022 at 6:30pm, Virtual Meeting

<https://us06web.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	Board	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	C1
6:48	6:50	D	2	Consent Agenda: March Minutes, Absences, 2022 Annual Meeting Minutes, Budget Resolution, 2022 Plan Resolution	G.7.7	Board	Approve	Minutes, D1, D2, D3
6:50	7:10	E	20	Annual Meeting Debrief, Board Appointments, Onboarding	G.2.2, M.4	Board	Discuss, Appoint, Elect	D1 for reference, Committees tab
7:10	7:15	F	5	L.1 Monitoring	L.1	Angie, Board	Q/A, Accept	F1
7:15	7:25	G	10	Questions and Comments on GM's Finance Report	G.2.2, M.4	Angie, Board	Q/A, Accept	G1a, G1b
7:25	7:30	H	5	L.4.10 Monitoring	L.4.10	Angie, Board	Q/A, Accept	H1a-c
7:30	7:35	I	5	Audit Report		Angie, Board	Q/A	I1a-c
7:35	7:40	J	5	Task List Review/Future Meeting Date	Board	Admin Asst	Discuss	Task List
7:40	7:45	K	5	Meeting Evaluation	Board	All	Discuss	None
7:45	7:50		5	Break				
7:50	7:51	L	1	Executive Session	L.3	Board	Review	None
7:51	7:52	M	1	Adjournment of Regular Meeting	Board	Board	Adjourn	None

**People's Food Co-op
Board of Directors Meeting Minutes – May 18, 2022**

Location: Virtual Meeting, Zoom

Attendance

Board Directors Present:

- Jaime Magiera (President) (outgoing Director)
- Pat Zabawa (Vice President)
- Amanda McCreless (Secretary)
- Ray Anderson (Treasurer) (outgoing Director)
- Michael Metzger
- Susan Randall (incoming Director)
- Conner Levy (incoming Director)

Not in Attendance

Also attending:

Angie Voiles, General Manager

Geoff Robb
David Helmbold

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

Agenda Review – Pat withdrew the 2022 Plan Resolution. **Michael moved, Amanda seconded to accept the agenda. All in favor (4/4), motion carried.**

Member Comments –

None

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

- Bike to Work happening Friday
- Ray went to visit the Detroit Food Co-op
- Susan visited the Kalamazoo Food Co-op. They've been in their current building for 10 years. They said staying put really helped them, after a past of moving around. They also were installing electric car charging parking spots, powered by on-site solar power.

Consent Agenda – Michael moved, Pat seconded, to accept the agenda. All in favor (4/4), motion carried. The consent agenda contained the election results. Jaime and Ray are no longer Board Directors. Pat Zabawa took over facilitation. Susan Randall and Conner Levy are now Board Directors.

Annual Meeting Debrief, Board Appointments, Onboarding -

Conner moved, Michael seconded, to nominate Susan as Treasurer and Amanda as Secretary. No discussion. All in favor (5/5), motion carried.

Pat moved, Conner seconded, to nominate Michael as Vice President. No discussion. All in favor (5/5), motion carried.

Susan moved, Michael seconded, to nominate Pat as President. No discussion. All in favor (5/5), motion carried.

Committee appointments were tabled to next meeting.

Susan also requested to visit next agenda about filling the rest of the Board seats.

Susan asked about the content of PFC's investment in NCG. The investment is PFC's equity in NCG.

The Board talked about how to best post the recording of the Annual Meeting and how best to disseminate the Annual Report to the membership. The Board will send a Board email with the Annual Report.

Susan moved, Conner seconded, to send an email to membership that includes a link to the Annual Report and the Annual Meeting presentation, and information about Michael as Chair of Linkage and the new Board directors. All in favor (5/5), motion carried.

L.1. Monitoring - Susan asked where the feedback form is within the store. Angie replied that the form and all public Board info is on the bulletin board right inside the front door of the store.

Angie clarified some information about membership numbers that are reported in L.1 and the GM Report. Active members at this point are those who are either invested at the \$160 level or on a payment plan to reach \$160. It no longer includes those invested only at the \$60 (the old membership rate, changed a few years ago) level.

Susan moved, Amanda seconded, to accept the L.1. Monitoring Report. Discussion ensued: Angie elaborated that the non-compliant aspect of L.1 is the education work that has taken a backseat since covid, but Angie has a new employee on the task. **All in favor (5/5), motion carried.**

Questions and Comments on GM's Finance Report –

- Angie gave an update on the last shopper survey. The lead researcher on the survey emailed with the final copy of the results.
- Michael proposed that “weakly support” be changed to “moderately support” within the survey. He will find examples of this to further discuss with Board if it’s a good change.
- The WSR is comparative to the same week in the previous year.
- Susan commented that the Budgeted sales and budgeted sales growth for this year looks aggressive. Angie responded that that projection assumed that the prepared foods section would be up and running, which it is not.

Amanda moved, Conner seconded, to accept the GM’s Finance Report. All in favor (5/5), motion carried.

L.4.10 Monitoring - Margins didn’t hit the intended target primarily due to unprecedented price changes in supplies. **Conner moved, Amanda seconded to accept the L.4.10 Monitoring Report. All in favor (5/5), motion carried.**

Audit Report - Angie provided some background on the audit report. PFC works with Wegner for auditing, who works with many co-ops. Historically, the Board asks for an audit every 3 years. It is Angie’s opinion that the audit was clean. The three proposed changes were very small and there were no issues identified in how finances were being done.

Susan moved, Conner seconded, to accept the audit report and refer the Management Letter attachment to the Finance Committee and the General Manager. All in favor (5/5), motion carried. This motion does not give any particular work for the GM to do at this time.

Task List –

Due Date	Lead	Task
July	Susan and Conner	Take Policy Governance Training
06/15/2022	Rosie	Connect with Ray about YouTube channel and posting the Annual Meeting
06/01/2022	Michael	Draft email to membership sending out the annual report
06/01/2022	Michael	Collect examples from the shopper survey of “weakly support” and share with Board
July	Finance Committee	Implement auditor’s recommendations
	Pat	Link Matthew with Finance Committee

Future Meetings— The next regular meeting is scheduled for June 15.

Meeting Evaluation –

- Welcome Susan and Conner!
- Dense packet but kept on topic and on time

- The beginning of a positive Board culture
- Appreciate openness and directness
- Grateful for everyone stepping up and taking on a role
- Awesome meeting!

Executive Session - No executive session today.

Adjournment – Michael moved, Conner seconded to adjourn the general meeting. Meeting adjourned at 8:28pm. All in favor (5/5) motion carried.

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrative Assistant acting as Board Secretary