

People's Food Co-op
Board of Directors Meeting Minutes – August 17, 2022

Location: Virtual Meeting, Zoom

Attendance

Board Directors Present:

Pat Zabawa (President)

Michael Metzger (Vice President) (arrived later during GM Report)

Amanda McCreless (Secretary)

Susan Randall (Treasurer)

Conner Levy

Not in Attendance

None

Also attending:

Angie Voiles, General Manager

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

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

Member Comments –

None

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

- Excited for train between Ann Arbor and Traverse City.

Consent Agenda – Susan proposed adding a sentence to the July minutes documenting that the Board supported a Board application to the Ross Fellows Program. **Susan moved, Conner seconded, to accept the agenda. All in favor (4/4), motion carried.**

Questions and Comments on GM's Finance Report –

- There might be a formula error in week 32; Susan noted inconsistencies between the Summary Trend Data and Weekly Sales Report.
- Still working on hiring Prepared Foods Manager, but considering ideas about how to open the prepared foods without a manager.
- Angie estimates about 30% of accepted interviews don't show up. This is a trend for all businesses.
- Conner commented that he's talked with many university students who don't know what a co-op is and think they need to be a member.

L.4.10 Monitoring -

- An IT assessment was performed on PFC’s software and hardware. Much of the hardware had passed its end-of-life date. The KLC loan is for a new server and other network updates. This work is disrupted by the ongoing national supply chain issue

Conner moved, Susan seconded, to accept the L.4.10 Monitoring Report. All in favor (5/5), motion carried.

Nominations Committee Charter Approval - Michael asked about what might disqualify someone from serving on the Board, according to the committee charter. Pat responded that this could be an item decided by the Nominations Committee, or by the whole Board. There is a bylaw that a Board candidate has to be a member in good standing. Pat offered his concerns of those who might run for the Board, primarily PFC competitors or anyone similar with malintent. Michael emphasized the need for a reliable measurement or indicator of these things. Angie suggested that the Board handle this from a policy governance perspective, putting into writing that which they do not want, so that everything else is possible. Alternatively, a policy that just says the candidate must intend for the betterment of PFC.

Susan suggested changing “*Make recommendations* of all qualified candidates without endorsement of any individual” to “Confirm each candidate is a member in good standing” and “Prepare a slate of candidates to present to the membership.” It was also proposed to remove “Assess the qualifications of potential candidates.”

Angie strongly suggested that the Board soften the “recommendation” language as they wish, but retain a way for the Board to act in extreme situations.

The Board wants to cast the widest net possible for candidates and not discourage anyone from applying.

Approval of this charter is tabled to next meeting.

Committee Charters and Appointments: Nominations Committee - The Board discussed whether a Board member could serve on the committee if their term was up that year but hadn’t declared their candidacy yet. The Board erred on the side of caution on this matter, and prohibited anyone up for reelection this year from being on the committee.

Task List –

Due Date	Lead	Task
	Angie	Talk to Paula about formula in Week 32
	Amanda	Talk to Jade about Nominations Committee Charter/Get charter examples.
	Amanda	Distill new info into Nominations Charter
	Conner and Angie	Finalize logistics for Meet and Greet
	Rosie	Move Angie’s stuff to front of September agenda

Future Meetings— The next regular meeting is scheduled for September 21. Board Meet and Greet will be scheduled for Saturday, October 1, as a table/booth outside.

Meeting Evaluation –

- Good discussion while keeping meeting short
- Thanks to Pat for leadership

Executive Session - No executive session today.

Adjournment – **Michae moved, Conner seconded to adjourn the general meeting. Meeting adjourned at 8:01pm. All in favor (5/5) motion carried.**

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrative Assistant acting as Board Secretary