



**Board of Directors Meeting**

Wednesday, October 19, 2022 at 6:00pm, @PFC and Virtual

<https://us06web.zoom.us/j/92456010887?pwd=UERaWG9VR25lb0ZncFVXaC9KQTlvQT09>

Start	End	Item	Time	Item Title	POLICY	WHO ?	ACTION	MAT'LS
6:00	6:02	A	2	Agenda Review	G.4.1d/G.7.4	Board	Alignment	Agenda
6:02	6:04	B	10	Member Comments	G.9	Attendees	Listen	None
6:04	6:14	C	2	Consent Agenda: September Minutes, Absences, L.9 Reporting, GM Eval Committee Updates, Board Fellow Confidentiality Agreement	G.7.7	Board	Approve	Minutes, C1, C2, C3
6:14	6:20	D	6	Announcements/Future Scanning/President's Report	Board	All	Info share	None
6:20	6:23	E	3	GM Succession Acceptance	L.5	Successors	Accept	See last month's L.5
6:23	6:33	F	10	Questions and Comments on GM's Finance Report	G.2.2, M.4	Angie, Board	Q/A	F1a, F1b
6:33	6:36	G	3	October 1 Meet and Greet Report		Conner	Discuss	None
6:36	6:51	H	15	Board Budget Review	G.8.2	Susan	Q/A Only	H1
6:51	6:56	I	5	Nominations Committee Appointments	G.5	Amanda	Discuss, Appoint	None
6:56	7:06	J	10	Board Retreat Agenda		Pat	Discuss, Accept	J1
7:06	7:11	K	5	Task List Review/Future Meeting Date	Board	Admin Asst	Set	Task List
7:11	7:16	L	5	Meeting Evaluation	Board	All	Discuss	None
7:16	7:17	M	1	Executive Session		Board	Review	None
7:17	7:18	N	1	Adjournment of Regular Meeting	Board	Board	Adjourn	None

**People's Food Co-op  
Board of Directors Meeting Minutes – October 19, 2022**

Location:

People's Food Co-op, 216 N. Fourth Avenue, Ann Arbor, MI 48104

Virtual Meeting, Zoom

Attendance

*Board Directors Present:*

Pat Zabawa (President)

Amanda McCreless (Secretary)

Susan Randall (Treasurer)

Conner Levy (*left after Nominations Committee Appointments*)

Not in Attendance

Michael Metzger (Vice President)

Also attending:

Angie Voiles, General Manager

Lori Crall, Wellness and Customer Service Manager

Kristina Weber, Finance Coordinator

Susan Landauer, HR Manager

Isabel Bonnyman, Board Fellow

Call to order – Pat called the meeting to order at 6:08pm.

Agenda Review – **Conner moved, Susan seconded to accept the agenda. All in favor (4/4), motion carried.**

Member Comments – None

Consent Agenda – The Board removed the September minutes from the consent agenda. **Susan moved, Conner seconded, to accept the consent agenda as amended. All in favor (4/4), motion carried.**

Regarding the GM Evaluation Committee Appointments item: Susan proposed that the name of the appointees should be in the minutes. Rosie will edit to reflect this proposal.

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

- PFC Newsletter requested submissions from Board members
- Pat is considering not running for another term
- Raffle winners from the Meet and Greet day were drawn and notified.
- Michael is interested in starting a focus group.

GM Succession Acceptance - Pat asked Lori Crall, Wellness and Customer Service Manager; Kristina Weber, Finance Coordinator; and Susan Landauer, HR Manager, if they accept their responsibility as the succession team for the general manager. All three expressed their acceptance.

In the event the GM cannot perform their duties, this team of successors work together to manage PFC. There is a written plan in place as well.

Board Budget Review - The Board Budget is \$41,664 for this year. Susan raised the Employee Appreciation line item by .8% for inflation/cost of living adjustments. The dominant cost for the Board is professional services (contracting), mostly for audits and surveys.

The Board has been exploring for a few years legally incorporating into a true cooperative business, instead of a not-for-profit. This is one of the expected costs for the Legal line item. The benefit of becoming a cooperative would be to be able to take member loans and issue shares, as well as actualizing the value of being truly community owned, instead of operating “in the spirit” thereof.

Generally, most budgets are rounded up from the actual costs from last year. Mailing expenses have been removed.

Susan proposed that \$250 be allotted for landscape improvements outside PFC, to be grouped under Miscellaneous.

The Board discussed the Board Meals item. This was used for dinner from PFC for the Board before meetings, when meetings were in person. The Board decided to budget for quarterly dinners, which precipitates that the Board will be meeting in-person quarterly and virtually the remaining months.

Questions and Comments on GM’s Finance Report – Excited to have a new Prepared Foods Manager! PFC has already seen new sales growth from her work. New signs for the Cafe are being created. Hopefully the Cafe will reopen in November.

October Meet and Greet Follow Up - Went great! Most follow-up covered in Announcements. Consider doing another one in the spring.

Nominations Committee Appointments - Now that Pat is not intending to run for another term, he is eligible to be on this committee. **Susan moved, Amanda, seconded to appoint Pat Zabawa, Amanda McCreless, and Conner Levy to the Nominations Committee. All in favor (4/4), motion carried.**

Board Retreat Agenda - Pat walked through his proposed agenda. Susan proposed establishing a mission statement. This could be a product of a couple of the discussions in the agenda currently. The Ends policies have somewhat functioned as a mission statement, but they are not a concise communication. Angie suggested that Susan and Michael take the buzz words from the visioning brainstorming and distill them into a mission statement, after the Board Retreat. A mission statement was made before by Angie and a Board member on behalf of the Board.

Isabel commented that she has seen people work back to a mission statement from a vision statement. She also reminded the Board that they have an hour of free consulting from the business school's fellows program.

**Susan moved, Amanda seconded, to allow the Board Fellow to attend the 2022 Board Retreat. All in favor (3/3), motion carried.**

**Susan moved, Amanda seconded, to authorize the expenditures of 1) \$50 for cost of Board Retreat meeting room, and 2) not-to-exceed \$250 for food for Board Retreat. All in favor (3/3), motion carried.**

Task List –

Due Date	Lead	Task
	Pat	Put list of names from the Board Meet and Greet into Google Drive
	Pat and Conner	Follow up with interested persons from above
	Pat/Susan	Talk to legal friend and/or Steve Rich about legal fees associated with incorporating as a cooperative
	Susan	Revise Board Budget
	Angie	Find old mission statement and send to Board
	Pat/Angie	Coordinate Board Retreat things (flipboard, snacks)
	Pat	Lead email vote for permitting Isabel access to the Google Drive

Future Meetings— The next regular meeting is scheduled for November 16, and it will be virtual only. The meeting will be at 6:30PM.

Meeting Evaluation –

- Great Board Budget
- People wrestling with complex topics
- Wrinkles to iron out with hybrid meetings
- Great to have Isabel
- Lots of balls in the air

Executive Session - No executive session today.

**Adjournment – Amanda moved, Susan seconded to adjourn the general meeting. Meeting adjourned at 8:07pm. All in favor (3/3) motion carried.**

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrative Assistant acting as Board Secretary