



**Board of Directors Meeting**

Wednesday, November 16 at 6:30pm, Virtual

<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	6:34	B	10	Member Comments	G.9	Attendees	Listen	None
6:34	6:44	C	2	Consent Agenda: October Minutes, Absences, Letters (2) with PFC Member, GM Eval Committee Update, Finance Committee Minutes	G.7.7	Board	Approve	Minutes, C1a-b, C2, C3
6:44	6:50	D	6	Announcements/Future Scanning/President's Report	Board	All	Info share	None
6:50	7:00	E	10	Questions and Comments on GM's Finance Report	G.2.2, M.4	Angie, Board	Q/A	E1a, E1b
7:00	7:10	F	10	L.4.10 Reporting Q3	L.4.10	Angie, Board	Q/A, Accept	F1a-b, F2, F3
7:10	7:13	G	3	L.3 Monitoring	L.3	Angie, Board	Q/A, Accept	Confidential
7:13	7:28	H	15	Board Budget Review	G.8.2	Susan	Q/A, Finalize	H1
7:28	7:33	I	5	Board Retreat Debrief		Pat	Discuss, <del>Accept</del>	None
		J		Staff Welfare		Michael		
7:33	7:43	J	10	Staff Appreciation Brainstorming		Amanda	Brainstorm	None
7:43	7:48	K	5	Task List Review/Future Meeting Date	Board	Admin Asst	Set	Task List
7:48	7:53	L	5	Meeting Evaluation	Board	All	Discuss	None
7:53	7:54	M	1	Executive Session (L.3)		Board	Review	M1
7:54	7:55	N	1	Adjournment of Regular Meeting	Board	Board	Adjourn	None

**People's Food Co-op  
Board of Directors Meeting Minutes – November 16, 2022**

Location:  
Virtual Meeting, Zoom

Attendance

*Board Directors Present:*

Pat Zabawa (President)  
Michael Metzger (Vice President)  
Susan Randall (Treasurer)  
Conner Levy

Not in Attendance

Amanda McCreless (Secretary)

Also attending:

Angie Voiles, General Manager  
Isabel Bonnyman, Board Fellow  
Eva Giatas

Call to order – Pat called the meeting to order at 6:36pm.

Agenda Review – Due to Amanda's absence, the Board elected to postpone Staff Appreciation Brainstorming. Michael requested addition of "Staff Welfare" to the agenda. **Conner moved, Susan seconded to accept the amended agenda. All in favor (4/4), motion carried.**

Member Comments – None

**Consent Agenda – Conner moved, Michael seconded, to accept the consent agenda as amended. All in favor (4/4), motion carried.**

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

- The Board revisited beginning discussion from last month about becoming a 501(c)3. The Board retreat was over this last weekend, however, where the next year’s priorities were set that did not include this.
- Eva is a prospective Board member

**Questions and Comments on GM’s Finance Report –**

- Excited about completed street construction
- Had one of best sales days of the year just last Saturday
- Thanksgiving is the most busy time of the year for grocery stores

**L.4.10 Monitoring - L.4.10 has been out of compliance for years due to inadequate income and liquidity. All other aspects within L.4.10 are in compliance. Susan moved, Conner seconded, to accept the L.4.10 Monitoring Report as out of compliance. All in favor (4/4), motion carried.**

**L.3 Monitoring (draft) - Angie provided a confidential draft business plan. Assumptions are made based on the success of the new prepared foods manager. Numbers will be updated again next month.**

Angie talked about pricing practices, given the noticeable national grocery price increases. Capital expenditure budget is still being worked on, but is tight, mostly focusing on computer updates.

**Conner moved, Michael seconded, to approve that the GM has met the policy requirement of submitting an L.3 business plan draft in November. 3 in favor, 1 opposed. Motion carried.**

**Board Budget Review - Susan reached out to an attorney about changing PFC’s incorporation status. The attorney recommended strongly to review PFC’s articles of incorporation from the 1970s, and the significant change made in the 90s. The attorney did not provide an estimate for legal fees, which was one of the purposes of reaching out.**

The Professional Services line as proposed is reduced this year because it is not an audit year and a shopper survey was just done in 2020.

**Conner moved, Susan seconded, to approve the 2023 Board Budget. All in favor (4/4), motion carried.**

**Board Retreat Debrief -**

The Board’s broad, ranked priorities that were developed at the retreat:

1. Downtown relocation work
2. Board member recruitment
3. Articulate strategic options
4. Community market research
5. (actually tied with #4) Written mission statement and ends policy review
6. Communication to membership

The Board also wants to meet informally together more often.

Staff Welfare - Susan asked how staff are identified on the floor. Staff who spend the majority of their time on the floor are required to wear an ID garment and a name tag. Staff who work behind the scenes need just a name tag. Staff who work with food wear a food-safe jacket.

Michael asked if greater discounts for groceries could be given to staff (currently 15% discount and low cost full-case purchases). Angie replied that there used to be more discounts, but that greater discretionary discount (i.e. not part of the union contract) was swapped out for better PTO benefits at the last union contract negotiation.

Task List –

Due Date	Lead	Task
	Board	Meet to discuss first new priority of relocation?
	Pat	Send email about when “Top Leadership Team” can meet.
	Rosie	Reach out to Amanda if she wants to brainstorm staff appreciation over email

Future Meetings— The next regular meeting is scheduled for December 21, and it will be virtual only. The meeting will be at 6:30PM.

Meeting Evaluation –

- Went down fruitful rabbit holes
- Glad Eva could be here
- Disappointed that Amanda is sick
- Finances are looking encouraging at the moment
- Eye-opening for attendees to see how these meetings run

Executive Session - **Conner moved, Susan seconded, to enter executive session for personnel reasons. All in favor (4/4), motion carried.**

Adjournment – **Conner moved, Michael seconded to adjourn the general meeting. Meeting adjourned at 8:30pm. All in favor (4/4) motion carried.**

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrative Assistant acting as Board Secretary