



**Board of Directors Meeting**

Wednesday, December 21, 2022 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	6:40	C	2	Consent Agenda: November Minutes, Absences, Motion to Approve Wegner CPA, 2023 Board Candidate Packet, Report on Leadership Meeting, Motion to Approve Quarterly Gift Card for Board Fellow, L.6 Monitoring	G.7.7	Board	Approve	Minutes, C1, C2, C3, C4, C5
6:40	6:50	D	6	Announcements/Future Scanning/President's Report	Board	All	Info share	None
6:50	6:53	E	10	Questions and Comments on GM's Finance Report	G.2.2, M.4	Angie, Board	Q/A	E1a, E1b
6:53	7:03	F	3	L.3 Monitoring	L.3	Angie, Board	Q/A, Accept	F1
7:03	7:08	G	10	Board Budget: Wegner & Bylaw 11.3	G.8.2	Susan, Rosie	Discuss	G1
7:08	7:13	H	5	Staff Appreciation		Amanda	Brainstorm	None
7:13	7:18	I	5	Task List Review/Future Meeting Date	Board	Admin Asst	Set	Task List
7:18	7:19	J	5	Meeting Evaluation	Board	All	Discuss	None
7:19	7:20	K	1	Executive Session (L.3)		Board	Review	K1
7:20	7:20	L	1	Adjournment of Regular Meeting	Board	Board	Adjourn	None

**People's Food Co-op  
Board of Directors Meeting Minutes – December 21, 2022**

Location: Virtual Meeting, Zoom

Attendance

*Board Directors Present:*

Pat Zabawa (President)  
Susan Randall (Treasurer)  
Amanda McCreless (Secretary)  
Conner Levy

Not in Attendance

Michael Metzger (Vice President)

Also attending:

Angie Voiles, General Manager

Call to order – Pat called the meeting to order at 6:30pm.

Agenda Review – The Board pulled out the November minutes and the Board Candidate Packet for discussion and added them to the agenda. **Susan moved, Conner seconded to accept the amended agenda. All in favor (4/4), motion carried.**

Member Comments – None

Consent Agenda – The Board had pulled out the November minutes and the Board Candidate Packet for discussion. **Susan moved, Conner seconded, to accept the consent agenda as amended. All in favor (4/4), motion carried.**

Minutes - The minutes were changed by deleting “becoming a 501-c-3” and inserting “incorporation status” under Announcements.

**Conner moved, Amanda seconded, to approve the November minutes as amended. All in favor (4/4), motion carried.**

Board Candidate Packet - Susan proposed several small changes regarding time commitment, current vs. possible number of board members, existing committees, and the election timeline.

With these changes added, **Conner moved, Amanda seconded, to approve the board candidate packet. All in favor (4/4), motion carried.**

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

- The Board has been having productive work sessions, the notes from which are in the packet.
- The Board agreed that they wanted to appoint candidates to the board for the vacant terms ending in May 2024. The Nominations Committee will recommend these nominees to the Board for approval.

Questions and Comments on GM’s Finance Report –

- Angie gave an update about the status of the newsletter. An encouragement to run for the Board will be in the newsletter.
- Hot bar is popular.
- Grocery was up 9% last week.

L.3 Monitoring - **Amanda moved, Conner seconded, to accept the L.3 Monitoring Report as out of compliance. All in favor (4/4), motion carried.**

Board Budget: Wegner & Bylaw 11.3 - One question at hand was whether the Wegner CPA financial allocation required an adjustment of the already approved Board Budget, but there was already a category under which this allocation can be assigned.

Bylaw 11.3 says that the proposed budget must be available for 14 days to the public before adoption. It is somewhat unclear whether that bylaw refers to the PFC budget or the Board’s budget. Pat’s interpretation is that the bylaw refers to the overall PFC budget. The Board agreed that the PFC budget will be preliminarily approved in December and reaffirmed in January. **Conner moved, Susan seconded, to give preliminary approval of the proposed PFC budget as presented in L.3. All in favor (4/4), motion carried.**

Staff Appreciation - Amanda wanted confirmation that appreciation this year would take the form of gift cards again instead of the party that usually happened before the Covid pandemic. It will be a \$50 for a choice among a pre-selected group of restaurants.

Task List –

Due Date	Lead	Task
	Amanda	Revisit spreadsheet of appointment vs election schedule
	Amanda	Start gift card process

	Pat	Write letter of appreciation to staff
--	-----	---------------------------------------

Future Meetings— The next regular meeting is scheduled for January 18, and it will be virtual only. The meeting will be at 6:30PM.

Meeting Evaluation –

- Good facilitation, Pat
- Made good decisions collaboratively

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

Adjournment – **Amanda moved, Susan seconded to adjourn the general meeting. Meeting adjourned at 8:15pm. All in favor (4/4) motion carried.**

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrative Assistant acting as Board Secretary