



**Board of Directors Meeting**

Wednesday, February 15, 2023 at 6:30pm, Virtual

<https://us06web.zoom.us/j/92456010887?pwd=UERaWG9VR25lb0ZncEVXaC9KQTlvQT09>

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	6:45	C	3	Appoint Colleen Crawley to Board	Bylaw 5.9	Board	Appoint	C1
6:45	6:48	D	3	Consent Agenda: January Minutes, Absences, November Finance Committee Minutes, February Finance Committee Minutes, GM Eval Committee Report	G.7.7	Board	Approve	Minutes, Attendance, D1, D2, D3
6:48	6:54	E	6	Announcements/Future Scanning/President's Report	Board	All	Info share	None
6:54	7:04	F	10	Questions and Comments on GM's Finance Report	G.2.2, M.4	Angie, Board	Q/A	F1a-b
7:04	7:07	G	3	L.4.10 Monitoring	L.4.10	Angie, Board	Accept	G1a-d
7:07	7:17	H	10	Finance Committee: Cash Flow Projection Recommendation	Board	Susan	Discuss, Recommend	see D1 and D2
7:17	7:20	I	3	Staff Appreciation	Board	Amanda, Pat	Check-in	None
7:20	7:35	J	15	Annual Meeting Prep	Bylaw 4.1	Pat	Discuss	None
7:35	7:45	K	10	Board Fellow Research Update	Board	Michael	Discuss, Set	None
7:45	7:50	L	5	Task List Review/Future Meeting Date	Board	Admin Asst	Set	Task List
7:50	7:55	M	5	Meeting Evaluation	Board	All	Discuss	None
7:55	7:56	N	1	Executive Session	Board	Board	Review	None
7:56	7:57	O	1	Adjournment of Regular Meeting	Board	Board	Adjourn	None

**People's Food Co-op  
Board of Directors Meeting Minutes - February 15, 2023**

Location: Virtual Meeting, Zoom

Attendance

*Board Directors Present:*

- Pat Zabawa (President)
- Michael Metzger (Vice President)
- Susan Randall (Treasurer)
- Amanda McCreless (Secretary)
- Conner Levy (arrived after Agenda Review)

Not in Attendance

Also attending:

- Angie Voiles, General Manager
- Isabel Bonnyman, Board Fellow

Call to order – Pat called the meeting to order at 6:32pm.

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

## Member Comments –

Appoint Colleen Crawley to the Board - Susan moved, Conner seconded, to approve Colleen Crawley's appointment to the Board, as nominated by the Board Nominations Committee. All in favor (5/5), motion carried.

Consent Agenda – Susan clarified that the November Finance Committee minutes had already been on a previous consent agenda but in draft form; they have now been approved by the Committee. **Michael moved, Amanda seconded, to accept the consent agenda as amended. All in favor (5/5), motion carried.**

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

- People are reading the minutes
- Pat has been working with Angie to change GM Report to meet current Board's needs. Pat will send survey.
- Pat reminded the Board that his term is up and he is not running for reelection.
- Michael has tendered his resignation, effective after the April meeting. The Board thanked Michael for his service.

## Questions and Comments on GM's Finance Report –

- Another celebration that the last quarter of 2022 had sales growth!
- But in general PFC is still losing money
- Conner asked what the plan was for the monthly community engagement events. Pat will send a relevant survey, and produce a document for Angie to use.
- PFC lost a full-time cook, but they gave advance notice of their departure, and the HR Manager is already interviewing three candidates.
- Cafe reopening hours will match and expand with hot bar hours

L.4.10 Monitoring - **Angie added that there were a few uncommon unbudgeted purchases that added to the "loss" shown. Amanda moved, Conner seconded, to accept the L.4.10 monitoring report. All in favor (5/5), motion carried.**

Finance Committee: Cash Flow Projection Recommendation - The Finance Committee strongly recommends that the Board request from the General Manager a 3-5 year cash flow projection. Angie explained that long term cash flow projection is an available function in the budgeting tool she uses and can provide it, and has reached out to a few people on their thoughts on best practice for making the assumptions inherent to projections. There was some discussion about how the idea of the possibility of closing PFC plays into the assumptions and/or conclusion of the projections. The projection is asking how long PFC has to turn its finances around.

**Susan moved, Conner seconded, that the General Manager prepare a cash flow projection for the next 3-5 years assuming current trends continue. Discussion ensued regarding the motion. It was stated that no action has been taken on closing PFC whatsoever. All in favor (5/5), motion carried.**

Angie will aim to begin providing the projection at the April meeting.

Staff Appreciation - Amanda gave a little extra time for the employee survey, especially because there are about to be several new hires who should be included. Susan, the HR Manager, also asked if the gift card delivery could be postponed a week due to another effort she was leading. Gift card delivery will then be the 27th.

Annual Meeting Prep - Ken would like to send the newsletter out March 10, i.e. all announcements must go out that day.

**Amanda moved, Conner seconded to authorize a committee to plan and execute the 2023 annual meeting, with Amanda chairing. All in favor (5/5), motion carried.**

Amanda will ask Melvin Parsons of We the People Growers to be the speaker.

The Nominations Committee forwarded three nominations to the Board. **Susan moved, Amanda seconded, to accept the report of the Nominations Committee. All in favor (5/5), motion carried.**

Board Fellow Research Agenda -

Isabel will create a one-pager for the Board to respond to that will include the following:

1. Background of the problem.
2. Participants: how many, how to get them
3. Methodology: Focus Group for exploratory data on why they do or not shop at PFC
4. Focus Group Protocol: questions to ask participants
5. Budget: \$25 per participant
6. Limitations: i.e. understanding buyer behavior, not taking action

Task List -

Due Date	Lead	Task
2/16/23	Pat	Send survey to Board regarding what they want to see in the GM Report
	Pat	Create list of former Board member contacts
	Pat	Collect engagement info into document
	Susan, Pat, Amanda	Pick up gift cards
	Amanda	Call the 2023 annual meeting committee to order
	Amanda	Ensure election and annual meeting announcement is ready for March 10 Ken deadline
	Rosie	Add deadline for candidate petitions

	Isabel	Prepare research agenda
04/13	Angie	Prepare cash flow projection

Future Meetings— The next regular meeting is scheduled for March 15, and it will be virtual only. All meetings will be virtual. The meeting will be at 6:30PM.

Meeting Evaluation –

- Efficient meeting
- Good facilitation, Pat
- Thanks Isabel for joining!

Executive Session - None

Adjournment – **Amanda moved, Michael seconded to adjourn the general meeting. Meeting adjourned at 7:49pm. All in favor (5/5) motion carried.**

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrative Assistant acting as Board Secretary