



Board of Directors Meeting

Wednesday, November 15, 2023, 6:30pm - 8:30pm - Virtual

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

Item	Item Title	POLICY	WHO ?	ACTION	MAT'LS
A	Agenda Review	G.4.1d/G.7.4	Board	Alignment	Agenda
B	Member Comments (10 minute maximum)	G.9	Attendees	Listen	None
C	Consent Agenda: October Minutes, Absences	G.7.7	Board	Approve	Minutes, Attendance
D	President's Report/Announcements/Future Scanning	Board	All	Info share	D1
E	GM's Report	G.2.2, M.4	Angie, Board	Q/A	E1, E2
F	Policy Monitoring: L.4.10 Financial Conditions and Activities	L.4.10	Angie, Board	Accept	F1
G	Authorization for Member Database Outreach	L.1.1	Susan	Make motion	None
H	Member Outreach: Coffee Chats, Board Newsletter	G.8.1, Article VI	Conner, Laurin	Discuss, plan	None
I	Board Open Positions	Article V	Amanda	Discuss	See Election Cycles
J	Annual Meeting Planning	Article IV	Conner, Laurin	Discuss	None
K	Audit Review for 2023--Wegner CPA	L.4	Susan	Approve	TBD
L	Policy Monitoring (Draft) L.3: Financial Planning and Budgeting - 2024 Business Plan Draft	L.3	Angie, Board	Accept	See O1
M	Task List Review/Future Meeting Date	Board	Admin Asst	Set	Task List
N	Meeting Closing: one word or phrase	Board	All	Share	None
O	Closed Session				O1 (confidential)
P	Adjournment	Board	Board	Adjourn	None
Mission					
<i>The People's Food Co-op of Ann Arbor provides our community with accessible, sustainable, local food and household products as an economically just, member-owned business.</i>					

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

Location: Virtual Meeting, Zoom

Attendance

Board Directors Present:

- Susan Randall (President)
- Conner Levy (Vice President)
- Pat Zabawa (Treasurer)
- Amanda McCreless (Secretary)
- Laurin Wolf
- Colleen Crawley
- Dan Gannon

Not in Attendance

None

Also attending:

- Angie Voiles, General Manager
- Paula Gilbertson, National Co-op Grocers (NCG)

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

Agenda Review – **Conner moved, Dan seconded to accept the agenda as amended. All in favor (7/7), motion carried.**

Member Comments – Paula Gilbertson has been working with PFC since approximately 2018. Paula explained the role of NCG for PFC, which is to watchover the health of the PFC, provide business services, training, and purchasing services. NCG consults with PFC at least monthly.

Consent Agenda – **Pat moved, Colleen seconded, to accept the consent agenda. All in favor (7/7), motion carried.**

President's Report/Announcements/Future Scanning –

- Susan started an advocacy/action plan for car parking for PFC. Her and Paula's opinions are that the City should not prohibit car access to critical services. Future housing construction may end up closing the street next year. Councilmember Disch is advocating for PFC to City staff.
- Susan and Pat met with Ben Sandel, PFC's new Columinate consultant on Nov 13 for orientation to PFC. They will meet again with Pat and Conner on December 11.
- Topics to consider at next few working group sessions: Board self-evaluation; reflection on reporting requirements for the GM
- There has been discussion on changing the name of PFC to remove "co-op" in the primary title, to prevent the perception that it's a closed club. The full title of PFC is People's Food Co-op, Natural Foods and Deli. Angie mentioned that a rebrand happened some years ago and it was more expensive than expected.

Questions and Comments on GM's Finance Report –

- Last sales week was the highest of the year, not attributed to Thanksgiving, but rather to the end of membership coupon promotion.
- The cafe is now open Saturdays.
- Paula mentioned that the Board could really help PFC by distributing coupons and making personal referrals.
- It was suggested that PFC should advertise the cafe as a meeting space, both informal and formally rentable. Staff have been focusing on standard sales first.
- "Inactive members" now has two segments: those PFC has no contact info for (per the bylaws), and those who have not fully vested.

Policy Monitoring: L.4.10 Financial Conditions and Activities -

- 3rd quarter 2023 may have been the worst performing quarter in the last five years. There was an extra payroll during the quarter, and there were a number of unexpected expenses. 3rd quarter is always the worst of the year.
- PFC is getting close to the end of its unrestricted cash. PFC has been here before and near this edge for years, so it can come back. Getting higher sales is top priority right now.

Pat moved, Conner seconded, to suspend GM monitoring reports for December 2023, January 2024, and February 2024, and implement additional L.4.1 monitoring report requirements in their stead.

Amanda moved, Pat seconded, to accept the L.4.10 monitoring report. All in favor (7/7), motion carried.

Authorization for Member Database Outreach - The Board was initially proposing authorizing member database access for the purposes of 1) advocacy and outreach to elected officials, and 2) identifying nomination prospects. The GM is tasked by the Board to safeguard the list; the Board can ask for what they need. This request would operate as 1) verifying whether a particular elected official to which PFC intends to reach out is a member. Angie cautioned against using statistics like “frequent shopper” or “high spender” for indication of who would make good nomination prospects. The Board decided to narrow its authorization based on this feedback.

Pat moved, Laurin seconded, to authorize member-owner database access to verify membership and pull contact information for named individuals, for the purposes of advocacy and outreach, and provision of that information to the Board President. All in favor (7/7), motion carried.

Member Outreach: Coffee Chats, Board Newsletter - The next Co-op Coffee Convo is January 27 and will include Conner, Pat, and Colleen. The first one was deemed successful. Next newsletter is in January.

Conner asked for feedback on the October newsletter. Positive comments complimented it as substantial and enjoyable to read.

Board Open Positions - More social media posting about the Board and what it does could be helpful. Laurin reached out to Argus Farm Stop executives who are also members of PFC for candidate suggestions.

Annual Meeting - Responsibility falls on the Community Engagement Committee. Annual Meeting will be proposed for Tuesday, April 16 at the Downtown Ann Arbor Library. Laurin will reach out to Angie/Troy for help with booking the library room.

Audit Review for 2023--Wegner CPA - It is the responsibility of the Board to request the audit review. 2023 is in the cycle for a standard review, not a full audit. The cost was already approved in the budget. **Pat moved, Colleen seconded, to approve Wegner to review PFC’s 2023 financials. All in favor (7/7), motion carried.**

Policy Monitoring (Draft) L.3: Financial Planning and Budgeting - 2024 Business Plan Draft - The Board tabled this item until December.

Task List –

Due Date	Lead	Task
	Susan	Email about Board working group session topics and date
	Interested Board members	Email Angie for PFC coupons for distribution to contacts or to volunteer at Farmers Market
	Laurin, Conner	Bring newsletter ideas/vision to December meeting

	Laurin	Email Angie/staff to book library meeting room for Annual Meeting
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Future Meetings— The November meeting is December 20, 2023 on Zoom.

Meeting Evaluation – Skipped due to time.

Adjournment – **Dan moved, Conner seconded to adjourn the general meeting. Meeting adjourned at 8:30pm. All in favor (7/7), motion carried.**

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrative Assistant acting as Board Secretary