



Mission					
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.					
Board of Directors Meeting					
Wednesday, May 15, 2024, 6:00pm - 7:45pm - AADL Downtown, FreeSpace Room					
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: March Minutes; Exec. Session Minutes 3-11-24 & 4-15-24 Annual Meeting Minutes with Election Results Absences	G.7.7	Board	Approve	Minutes, Attendance, C1 Exec. Session Minutes C2 & C3
D	President's Report/Announcements/Future Scanning/Board Conflict of Interest Forms	Board	All	Info share	D1, D2, D3
E	GM's Report	G.2.2, M.4	Angie, Board	Q/A	E1, E2
F	Policy Monitoring: L.4.10 Quarterly Report, Financial Conditions and Activities	L.4.10	Angie, Board	Motion	F1, F2, F3, F4
G	2023 Draft Financial Statements	L.3	Angie, Board	Approve	G1
H	2024 Revised Budget	L.3	Angie, Board	Approve	H1
I	Member Outreach: Coffee Convos, June Newsletter, Plaza Gardeners, etc.	G.8.1, Article VI	Laurin, Dan, All	Discuss, Plan	None
J	Annual Meeting Debrief: Feedback and Proposed Motions	Article IV	Susan, All	Discuss; Plan	J1, J2
K	Election of Officers	Article VIII	Susan, Board	Plan; Approve Agenda	See <a href="#">bylaws</a>
L	Policy Review Updates - Nxt. Working Session June 5, 4:30-5:30, AADL Lamplighter Rm.	Board	Dan	Info Share	None
M	Task List Review/Future Meeting Date	Board	Admin Asst	Set	Task List
N	Closing: Wisdom to those retiring and those joining the Board	Board	Susan, All	Share	None
O	Adjournment	Board	Board	Adjourn	None

**People's Food Co-op**  
**Board of Directors Meeting Minutes - May 15,2024**  
 Location: Downtown AADL

Attendance

*Board Directors Present:*

- Susan Randall (President)
- Pat Zabawa (Treasurer) (outgoing Board)
- Amanda McCreless (Secretary)
- Laurin Wolf
- Dan Gannon (arrived during GM Report)
- Colleen Crawley (outgoing Board)
- Kate Krauss (incoming Board)
- Jane Dixon (incoming Board)

Not in Attendance

*Note: Conner Levy had resigned effective 4/30*

Also attending:

Angie Voiles, General Manager

Call to order – Susan called the meeting to order at 6:03pm.

Agenda Review – **Pat moved, Colleen seconded to approve the agenda. All in favor (5/5), motion carried.**

Member Comments – A letter was received from a PFC member.

Consent Agenda – **Laurin moved, Amanda seconded, to accept the consent agenda.** The attendance was changed to reflect Colleen’s absence from the April Annual Meeting. **All in favor with amendment (5/5), motion carried.** The outgoing Board is now not part of the Board, and the incoming Board members are part of the voting body.

President's Report/Announcements/Future Scanning –

- PFC’s consultant recommended that Board members visit other co-ops and record their experiences on a standardized form, which Susan provided.
- Check out Detroit Food Co-op as a space designed to be a co-op grocery store. PFC staff lended support in setting up point-of-sale.

Questions and Comments on GM’s Report –

- Angie gave an overview of the purpose of the GM’s report for the new Board members.
- New payroll system, new server migration, and new credit system were implemented.

Policy Monitoring: L.4.10 Quarterly Report, Financial Conditions and Activities -

- Angie gave a financial history of PFC from the last 5 years for the new Board members. PFC has been losing money for at least 5 years; COVID was a challenge, though federal forgiven loans kept PFC going; new behaviors from COVID are still a challenge; the Prepared Foods Department, formerly the most profitable for PFC, was reopened in 2023 but did not see the return that it used to have.
- This quarter still reflected prepared foods and the severance package delivered to terminated employees. The following quarter will really show the results of closing prepared foods.

**Kate moved, Amanda seconded, to accept the L.4.10 Monitoring Report as not in compliance. 5 in favor, 1 opposed, motion carried.**

2023 Draft Financial Statements - This is a deeper financial review (not a formal audit) by an external CPA. Closing prepared foods was outside the scope of the review, as that action occurred in 2024. The reviewer noted that PFC is doing everything with perfect accountability. The 2023 loss was over \$400,000, the largest in at least 5 years. Retained earnings—a value included in these statements—is the value of PFC over the 52 years of PFC’s existence. This value dropped substantially reflective of the negative net income.

**Dan moved, Laurin seconded, to approve the financial statements. All in favor (6/6), motion carried.**

2024 Revised Budget - Angie is in the process of revising the budget again, as policy dictates the budget be in the black. The next revision is expected to be at least break even for one quarter or more while retaining the loss from Q1. The Board requested a Budget vs. Actual for next time. The Board questioned their policy about requiring budgets show no loss. Angie responded that she seeks out reasonable assumptions with some evidence that can inform a profitable budget.

Member Outreach - The March Coffee Convo was canceled due to the transition of the cafe. There will be one on June 15th and one in October. Laurin would like more Board members to sign up for them. Laurin will be working with staff Troy to figure out where to have coffee. Laurin is taking over newsletter editor from Conner. Newsletter content is needed next week for review, for a June 12th release date. There is a new document in Drive for adding content.

Newsletter topics suggested were introduction of new Board members and officers, sustainability initiatives at PFC, and of course anything the Board has been working on.

Planting day for PFC's Adopt-a-Park is Sunday, May 26, open to anyone.

Annual Meeting Debrief: Feedback and Proposed Motions - The Community Outreach Committee will debrief about it first. **Dan moved, Jane seconded to authorize the Community Outreach Committee to reach out to those at the Annual Meeting who gave feedback. All in favor (6/6), motion carried.**

Election of Officers -

Dan nominated Susan for President. Susan accepted.

**Kate moved, Jane seconded to appoint Susan Randall as President. All in favor (6/6), motion carried.**

Jane nominated Laurin for Vice-President. Laurin accepted.

**Amanda moved, Dan seconded to appoint Laurin Wolf as Vice-President. All in favor (6/6), motion carried.**

Kate nominated Amanda for Secretary. Amanda accepted.

**Laurin moved, Kate seconded to appoint Amanda McCreless as Secretary. All in favor (6/6), motion carried.**

Laurin nominated Jane for Treasurer. Jane accepted.

**Kate moved, Dan seconded to appoint Jane Dixon as Treasurer. All in favor (6/6), motion carried.**

Policy Review Update - Full Board working sessions for policy review happen monthly. The Board is currently working on Executive Limitations. Changes will be brought to a Board meeting when ready, then voted on at the following meeting.

Task List –

Due Date	Lead	Task
	Susan	Add co-op visit exercise sheet to Google Drive
	All	Consider signing up for Coffee Convo for June 15th and October - email Laurin
	Laurin	Send out newsletter template
	Any	Add newsletter content to Laurin's worksheet
5/22	Kate	Write up your introduction for the newsletter
5/22	Angie	Consider writing article for newsletter on sustainability initiatives at PFC

	Laurin/Susan	Write article for newsletter on Board transition
	Community Outreach Committee	Meet/email to discuss feedback from Annual Meeting
	Susan, Kate	Address letter from PFC member

Future Meetings— Planting day for PFC’s Adopt-a-Park is Sunday, May 26, open to anyone. Next policy review workshop is June 5th at 4:30pm at AADL Lamplighter Room. Next Co-op Coffee Convo is June 15th. The next regular Board meeting is June 19, 2024 at 6:30 p.m, virtual.

Meeting Closing - Skipped.

Executive Session - No Executive Session.

Adjournment – **Jane moved, Amanda seconded to adjourn the general meeting. Meeting adjourned at 7:49pm. All in favor (6/6), motion carried.**

Respectfully submitted,

Rosie Pahl Donaldson, Board Administrative Assistant acting as Board Secretary