

MARCH 25th 2020 through July 22nd 2020
BOARD PANDEMIC EMERGENCY MEETINGS
IN DESCENDING ORDER

Minutes of the 22 July 2020 Park Slope Food Coop Board of Directors meeting

PSFC BoD Meeting was held via Zoom platform beginning at 4:30PM with Rachel Asher Chair, Sukey Tamarkin, Imani Q'ryn, Allen Zimmerman, Bill Penner, Joe Holtz (ex-officio) attending

1. Discussion -should we take the Board statement off the website? Should we ask our IT Dept to deactivate our board email address by installing an auto reply? Draft auto reply: "This email address is no longer active and your email will not be read. **To get in touch with the Board please attend a General Meeting. To learn about the Coop's governance system and procedures please consult the Coop's website foodcoop.com. Recommended reading: the Bylaws, GM procedures and Guidelines, do a search on the words "General Meeting"**

2. Discussion - Ask the Chair Committee to reinstate the open forum no later than the August General Meeting

3. Decide that it should be routine that when a new financial statement and highlight sheet is available that the Coop's treasurer will send it to the Board via email.

Joe Holtz presents financial report.

4. Decide about releasing the collective minutes of these supplemental meetings in one document. Decide if those minutes should be approved at the end of a GM.

5. Update on voting at the GM

6. Decide if this is our last pandemic related supplemental Board Meeting until further notice.

Minutes of the 7 July 2020 Park Slope Food Coop Board of Director Meeting

PSFC BoD Meeting was held via Zoom platform beginning at 4:30PM with Rachel Asher, Ann Herpel, General Coordinator, Joe Holts (ex-officio) Bill Penner, Chair, Imani Q'ryn, Jessica Robinson, General Coordinator, Joe Szladek General Coordinator, Produce), Sukey Tamarkin, Allen Zimmerman attending

1. Ann Herpel, Jessica Robinson Joe Szladek present ideas surrounding financials
4% mark-up to cover losses/increased payroll
How to increase sales with better layout - 17% increase of shoppers at all times
Increase shopping hours by 8%.
Survey membership of willingness to work

Minutes of the 24 June 2020 Park Slope Food Coop Board of Directors meeting

PSFC BoD Meeting was held via Zoom platform beginning at 4:30PM with Rachel Asher in the Chair, Sukey Tamarkin, Imani Q'ryn, Allen Zimmerman, Bill Penner, Joe Holtz (ex-officio) attending

1. BLM agenda item – procedural questions. Possible pressure to resolve the issue at the meeting. Working on the systems to vote at the meetings. Could put in a poll question, unofficial. Sent email to BOD to collect potential questions for members.

Chair committee has a subscription for up to 1,000 Zoom attendees.

2. Content and format of BOD presentation re: financial sustainability.

Sukey to present the statement

Member loan program - working w attorney in Buffalo and a member on the second location committee.

Opening up shopping hours and introducing member labor - conversations ongoing w GCs.

Joe to send a write-up for the Gazette.

Markup and member labor returning as possible poll questions

3. Brief financial report: report if any significant changes in sales, expenses etc.

No major changes - consistent from last week. Similar payroll expense. \$400k down in sales. Sales down consistently by 35%.

Over email: Meeting minutes, status and how they will be made public

Minutes of the Wednesday 3 June 2020 Park Slope Food Coop Board of Directors meeting

PSFC BoD Meeting was held via Zoom platform beginning at 4:30PM with Rachel Asher in the Chair, Sukey Tamarkin, Imani Q'ryn, Allen Zimmerman, Bill Penner, Joe Holtz (ex-officio) attending

For Discussion:

Topic #1 Annual Meeting - Delaying/adjourning to a later date - auditors to complete work in August, pending they receive everything from PSFC in July.

Resolved: Joe to ask the auditors about 9/29/20 as a potential meeting date via Zoom.

Scheduling 10th Meeting for the year, or only have 9 meetings?

Resolved: 9 meetings for this year, considering the pandemic.

Topic # 2) Voting Security discussion with PSFC Information Technology Department

Resolved: PSFC Information Technology Department will advise; Tamarkin will reach out to Rebecca Israel re: Zoom security features.

Topic #3) June Meeting Agenda:

Coordinators Reports

Discussion Items

Minutes of the Wednesday 27 May 2020 Park Slope Food Coop Board of Directors meeting

PSFC BoD Meeting was held via Zoom platform beginning at 4:30PM with Rachel Asher in the Chair, Sukey Tamarkin, Imani Q'ryn, Allen Zimmerman, Bill Penner, Joe Holtz (ex-officio) attending

For Discussion:

Topic #1 General Meeting

BOD to review the Q&A before next meeting

Distributed FAQs pre-meeting for members.

Resolved: Rebecca distributed April meeting chat and Q&A

Topic # 2 Template for BOD minutes

Resolved: BOD will continue meeting weekly at least until the voting situation is worked out.

Topic #3 Annual Meeting - membership mailing issue.

Anonymous Attendees at meeting

Resolved: IT will review and potentially recommend Ann Herpel's recommendations on voting and bring it back to us.

Topic #4 Responding to auditors so they can complete their audit.

May need to postpone the Annual Meeting. Need one more week to decide.

Meeting adjourned on/or about 6PM.

Informal Polling?

Test vote through member services, something non-binding

Review agenda items from before the pandemic?

Q&A from last GM

Resolved: Letter to Agenda committee; Imani to email Cynthia

Topic #4) Financial Report presented by Joe Holtz

Meeting adjourned on/or about 6PM.

Minutes of the Wednesday 20 May 2020 Park Slope Food Coop Board of Directors meeting

PSFC BoD Meeting was held via Zoom platform beginning at 4:30PM with Rachel Asher in the Chair, Sukey Tamarkin, Imani Q'ryn, Allen Zimmerman, Bill Penner, Joe Holtz (ex-officio) attending

For Discussion:

Topic #1 Financial update

Money going up in the last couple of weeks, still investigating why.

AP is down.

Member investment coming in about \$50k/week.

Losing \$90k a week as opposed to \$110-115k.

Would have had a \$500k surplus at the end of year.

Haven't needed to touch the PPP \$ yet.

Inventory tracking isn't consistent.

Possibly some checks are out that haven't cleared yet.

Liquidity report - reflects the higher bank balance.

Topic #2 General Meeting Agenda Breakdown

BoD group text during meeting

7:15-8:30 for meeting

Agenda for Meeting: 5 mins Chair Committee opens meeting; Board introduces the meeting;

Questions from members (set amount of time)

25 mins: General Coordinators: Financial Report (video), other GC Reports (Joe S., possibly others); Questions from members (set amount of time)

5 mins: Minutes from February meeting

No open forum or committee reports

Discussed sharing minutes of the BoD meetings, and format.

Aiming for June meeting.

Selecting a temporary secretary for the meeting.

Live questions vs write in questions during the meeting

Meeting adjourned on/or about 6PM.

Minutes of the Wednesday 6 May 2020 Park Slope Food Coop Board of Directors meeting

PSFC BoD Meeting was held via Zoom platform beginning at 4:30PM with Rachel Asher in the Chair, Sukey Tamarkin, Imani Q'ryn, Allen Zimmerman, Bill Penner, Joe Holtz (ex-officio); Rebecca Israel & Chair Committee attending

For Discussion:

Topic #1 Chairing the 5/26 meeting

Asynchronous meeting

Could create a video containing presentation info and post it online (e.g. Tuesday before the meeting).

During the week, members can submit questions and comments.

The actual meeting would be another video presentation in which the most frequent questions and comments would be presented and addressed. Would address the limitations on number of people viewing, number of questions getting asked, and avoid the real-time issues.

Could the video go under member services so it's private to coop members?

Financial report, presentation from board candidates, etc. prepared in advance.

Voting Tool 24-hour window to vote

Topic #2

Rebecca Israel Presentation - live meeting options with pre-registration, live voting, mic-ing and un-mic-ing.

Security - could use the member ID number to get in.

Zoom webinar - no login privileges, video/mic capabilities

Signing up in advance - name, email, member number and send a link close to the meeting (30 mins-1 hour before).

Send a reminder email without that info the day before.

Running the meeting with a high volume

Communication between meeting chairs - can restrict chat for attendees, and can write privately to each other or to all chairs.

Rebecca - Have a max of 3,000 for room. If no one is speaking, can go straight to a livestream link with no ceiling for viewers.

If we go beyond a certain threshold, we need to move to asynchronous.

Can we do things behind the registration wall on the coop website? Chair committee needs to talk to PSFC's IT about this.

Should we try the live meeting first, and then if it doesn't work move to asynchronous? Or a hybrid.

Could take written questions and vet them live.

Choice 1: asynchronous meeting: presentation/set of presentations posted in advance. can submit written questions. second meeting where we respond.

Choice 2: normal coop meeting, figure out a way for people to raise hands, use Rebecca's team. Need to do sign-ups to see the number of people - at a certain point, it's not functional.

Choice 3: use Rebecca's model along with pre-recorded content.

Materials available to members (i.e. financial report) - would be available in the hybrid version.
General Meeting - would like it to be pre-recorded.

Resolved:

Joe - Checking about going behind the member services wall to post this meeting and related materials.

Sunday - deadline to notify the Chair Committee what our decision is.

Set up committee or anyone other than the Chair Committee needs to get trained to run the door.

Board decided on a hybrid version for May GM - allow members to submit questions in advance and respond to FAQs, view materials in advance, and also answer live questions as they come up.

Rebecca - can she be the gatekeeper? Imani will follow up with her.

Meeting adjourned on/or about 6PM.

Minutes of the Wednesday 29 April 2020 Park Slope Food Coop Board of Directors meeting

PSFC BoD Meeting was held via Zoom platform beginning at 4:30PM with Rachel Asher in the Chair, Sukey Tamarkin, Imani Q'ryn, Allen Zimmerman, Bill Penner, Joe Holtz (ex-officio), PSFC Attorney attending

For Discussion:

Topic #1 Proposed Meeting Agenda for 5/6/20:

Financial report review

How Voting will work

Annual meeting - Ensuring members don't vote twice. Subtract proxies in advance

Topic #2 Bylaws unhelpful for time like this. Pres of corporations or general managers should be one in the same.

Joe - many coops don't have any management on the board. Separation of general employees and manager.

Bylaws are vague enough that we can make the decisions we need to make.

Taking the advice of the members and meeting without the members/operating outside the general meeting - Have we had a meeting or an informal discussion? Are there two kinds of Board of Directors meetings?

Resolved: No

Attorney concern over interpretation of articles v and vi. Fiduciary duty and decision borne out of reason. The authority vests in the board. Ensure economic viability of the coop is sustained.

Chair committee meeting- suggested we should publish the minutes, have the press here (linewaiters), or invite members to these conversations.

Can we meet over Zoom and have an annual meeting?

Resolved: Yes. Can meet, have transcript, get feedback and vote. Doesn't have to be in one meeting

Can BOD meet without members because this is an emergency?

Resolved: Yes

10 meetings per year bylaw - expectation of business as usual.

Resolved: This is not business as usual.

Meeting adjourned on/or about 6PM.

Minutes of the Wednesday 22 April 2020 Park Slope Food Coop Board of Directors meeting

PSFC BoD Meeting was held via Zoom platform beginning at 4:30PM with Rachel Asher in the Chair, Sukey Tamarkin, Imani Q'ryn, Allen Zimmerman, Bill Penner, Joe Holtz (ex-officio) attending

For Discussion:

Topic #1 Financials; Joe gave reports & distributed copies(sales, Weekly liquidity; Internal financials Weekly payroll); General updates of COOP operations as per COVID-19 safety precautions

Resolved: CDC guidelines met and exceed with regards to COVID-19 safety protocols

Topic #2 Organizing Zoom GM, **Democracy** - how to ensure we receive advice; Bylaws adhered to

Resolved: Identifying members with professional abilities for large scale remote meetings & security protocols; By-laws re: Article 6, "in person" allows for Zoom mtg. Due to emergency orders against large gatherings. COOP IT staff to work on security protocols. Workslot credit removed as we are not using member labor at present.

Topic #3GM Agenda -

Resolved: Gazette can publish committee reports; present financial statements; SBA Payroll Protection Program Act Loan Approved; coordinator reports; member Q&A; secretary position to be posted in Gazette; Notifying members that the BoD is meeting; BoD statement to members; May 26th for General Meeting.

Topic #3: Labor & Costs

Resolved: Ideal is \$4million cushion; looking for increased member investment & restart member lon program; increase shopping hours; adding another checkout station

Meeting adjourned on/or about 6PM.

Minutes of the Wednesday 15 April 2020 Park Slope Food Coop Board of Directors meeting

PSFC BoD Meeting was held via Zoom platform beginning at 4:30PM with Rachel Asher in the Chair, Sukey Tamarkin, Imani Q'ryn, Allen Zimmerman, Bill Penner, Joe Holtz (ex-officio) attending

For Discussion:

Topic #1 Financials; Joe gave reports & distributed copies(sales, Weekly liquidity; Internal financials Weekly payroll); Payroll Protection Program - \$1.454M - gives us another 16 weeks; Increasing member investment

Topic#2 Coop update - GCs have started letting people come in at 10am instead of 10:30. Will officially start letting people in at 10, soft opening at 9:30 on Monday 4/20. Need to review with GCs when it's time to start reintroducing member labor and whether we made the proper response.

Topic #3 Financial documents review

Resolved: Board is holding on further discussion of an increase until the GCs approve the 1% mark-up. Will revisit that discussion.

Topic #4 GM remotely

Resolved: Imani to reach out to Chair committee

Meeting adjourned on/or about 6PM.

Minutes of the Wednesday 5 April 2020 Park Slope Food Coop Board of Directors meeting

PSFC BoD Meeting was held via Zoom platform beginning at 4:30PM with Rachel Asher in the Chair, Sukey Tamarkin, Imani Q'ryn, Allen Zimmerman, Bill Penner, Joe Holtz (ex-officio) attending

For Discussion:

Topic #1 Financials; Joe gave reports & distributed copies(sales, Weekly liquidity; Internal financials Weekly payroll); mark up. Options: SBA loans, grants, member loans, line of credit, curbside pick-up.

Resolved: Discuss ways to increase sales ongoing; avoid increasing mark-up

Topic#2 Meeting as board without members

Resolved: Arranged GM remotely as soon as possible

Meeting adjourned on/or about 6PM.

Minutes of the Sunday 25 March 2020 Park Slope Food Coop Board of Directors meeting

PSFC BoD Meeting was held via Zoom platform beginning at 4:30PM with Rachel Asher in the Chair, Sukey Tamarkin, Imani Q'ryn, Allen Zimmerman, Bill Penner, Joe Holtz (ex-officio) attending

For Discussion:

Topic #1 Labor 25% of permanent staff are not working or reduced;

3/23/20 Coop hired 3-10 people, now up to 48 people to replace member labor.

Face masks - now mandatory for staff and members. Ordered an additional 720 bandanas for members who come to the coop without protective measures.

Topic #2 Financials; Joe gave reports & distributed copies(sales, Weekly liquidity; Internal financials Weekly payroll); Payroll Protection Program - could borrow \$1.5M and get half forgiven; National Cooperative Bank - that's where the SBA loan is being covered.

Sterling Bank; Reignite Member Loan Program?

Topic #3 Meeting without members & Article 5 of By-laws

Topic #4 Re-establishing GM

Resolved: 5:30-6:30 Sunday will have another call

Meeting adjourned on/or about 5:30PM.