

PFC Board of Directors Meeting Minutes – August 20, 2014

Location: /sh/aut at Braun Court

Attendance

Board Members: Gaia Kile (president), Vanessa Marr (vice-president), Keegan Rodgers, Ann Sprunger, Rebecca Kanner (secretary), Leah Hagamen, Matthew Graff (treasurer)

Rusty Brach, Finance Manager  
Lori Crall, Customer Service Division Manager  
Patti Smith, Board Administrator, taking minutes

Lisa Steichmann, Member-Owner  
Jay Steichmann, Member-Owner  
Ann Rodgers, Member-Owner  
Pat Rodgers, Member-Owner  
Minda Hart, Member-Owner  
Lisa Murray, Member-Owner

Call to order – The meeting was called to order at 6:15 pm by Gaia Kile, president.

Agenda Review – Gaia removed the GM Report from the agenda, as Lesley is out ill and not able to attend the meeting. Rebecca suggested that we make Eden Foods an agenda item, as opposed to handling it under “Member Comments”.

Member Comments — Lisa Steichmann spoke as to the issue of Eden Foods. She asked how products are vetted, how decisions are made as to support a particular vendor. Is there a social justice factor that can be applied to the co-op’s decision making process? She would like to know about the other suppliers that are that the co-op uses and wondered if there was any sort of education process for member-owners. Ann Rodgers also expressed concern about other companies that the co-op buys from. Jay Steichmann said that the “shop with your dollars” mantra doesn’t resonate; it’s not about the dollars, it’s about the trust and the ethics involved. Minda Hart pointed out that other co-ops around the country have already distanced themselves from Eden Foods.

Announcements, Info-Sharing, Future Scanning – The Homegrown Festival is on September 6<sup>th</sup>. Contact Karen V. if you can volunteer for the festival. Rebecca asked that the Member-Linkage Committee communicate the volunteer opportunities to the Elders’ Group. Lesley is recovering from pneumonia, Gaia reported. She hopes to be back to work next week. The emergency succession plan has not been activated. Vanessa reported on the Eden Food meeting that was held on August 7<sup>th</sup>. The Member-Linkage Committee will be meeting on September 8<sup>th</sup> to discuss this topic and how to organize future community and educational meetings.

Consent Agenda — Minutes from G.13 Member Vote Count Observation, Minutes from the Development Committee and the GM Evaluation Committee and the July minutes were all on the consent agenda. Because several board members were absent from the July meeting, the items on the consent agenda were voted upon separately. Keegan moved to accept the July meeting minutes, Gaia seconded, and the motion carried 4-0-3, with Matthew, Rebecca, and Leah abstaining because they were not present at the meeting. Matthew moved to accept the remainder of the consent agenda, Ann seconded, and the motion carried 7-0.

#### Confirming Between Meeting Decision

The Board made a decision between meetings approving Gaia's proposal about a meeting with PFC's HR manager. The proposal stated "that two Board members, specifically Matt and Rebecca, arrange a meeting with Susan Landauer, the HR manager for PFC . . . The intention of this discussion will be to clarify that sufficient steps were taken to protect PFC . . ." According to G.7.10, the Directors "are expected to confirm their choice in the subsequent regular Board meeting . . ."

Rebecca moved to accept this proposal, Matthew seconded, and the motion passed 6-1, with Keegan opposing.

G.11 Member Petitions and Proposed Revised Policy – Rebecca explained the report and its purpose to our guests. Rebecca recommended that we increase the days to get signatures from 30 to 45. She would also like to see us reduce the number from 10% to a lower percentage, but that is a by-law and must be changed accordingly. She hopes that a director will come to the Board with a proposal for a by-law change to be addressed at our next annual meeting.

Rebecca moved to accept the synthesis report of G.11, Leah seconded. Keegan expressed concern that we discussed this policy last year, but a revision of it fell through the cracks and it was never addressed further. He would like some sort of apparatus so that this doesn't happen again. The motion carried 7-0.

Rebecca moved to accept the revisions to G.11 as suggested by her, Vanessa seconded. There was discussion about the number of days, and how the number 45 was negotiated last year during the discussion of this policy. The motion carried 7-0.

G.12 Boycotts – Vanessa explained the report to our guests. There was discussion about what would be considered "boycott worthy". Rebecca pointed out that when this policy was amended in 2012, we removed language about the worthiness of boycotts and that G.12 should strictly outline the *process* of a boycott.

Vanessa moved to accept the report, Keegan seconded, and the motion carried 7-0.

Eden Foods – Gaia asked if anyone from the Board could try to answer some of the questions that were raised during Member Comments. Keegan replied that he vets the ingredients that are used in the baked goods. The co-op looks at local, organic, sustainable—in that order. Keegan uses those guidelines in the bakery to decide what to buy. Keegan said that Chef Elrod is also trying to use as many local and organic products as possible.

Jay said that the “good, better, best” labels that co-ops use don’t seem to reflect the “local, organic, sustainable” guidelines. People might just grab the “best” as decided by a network of co-ops, but not our co-op. Lori indicated that the co-op network does include social justice in its vetting and that the information on how they vet is available on their website. The website is HowGood.com. Lori said that she believes that they are in the process of reevaluating Eden Foods. In response to a question, Lori said that there was information posted about How Good when we first started using them. Leah suggested having a link to How Good on the co-op websites. Ann suggested doing a follow up in the newsletter. Vanessa suggested better use of social media to promote information like the Eden Foods issue, How Good, etc.

Minda asked when the time limit for getting signatures begins and how member-owners can begin the process. Gaia explained that the Board can make a proposal for the ballot, or a member-owner can seek signatures to put the proposal on the ballot. If the Board does not act on the matter, then that would be the time for someone to seek signatures. Minda wondered if there are board members on the rolls who are in nursing homes, out of the area, etc.

Rebecca pointed out that the proposal would not be voted on until the spring annual elections, but there is a provision that "The Board may vote to implement an interim boycott on an emergency basis when an election is more than four months away." (G.12.10).

L.4.9 Financial Conditions and Activities – Matt reported that we have 3.5 assets-liability, which means that we could pay our liabilities three and a half times if necessary. Leah clarified that this is because we have made money in the past and it is in savings, not because we are making money now. Rebecca suggested that the Board look at the past three years of reports to get a better context.

Matthew moved to approve the report, Keegan seconded. Keegan agreed with the idea of having a longer view of the financial situation a few times per year. The motion carried 7-0.

Matthew moved that the L.4.9 reports be expanded to 12 quarters, Keegan seconded. Rusty concurred that it would be simple to add to the reports. The motion carried 7-0.

GM Financial/Management Development, EBITDAR – Due to Lesley’s absence, this issue was not addressed this month.

Policy Revisions – Keegan distributed an e-mail from Joel Kopischke with his thoughts on policy revisions. Joel recommended an overhaul of the policies; he recommended a board retreat to address the revisions. He recommended starting with the limitations. Ann expressed concern about spending two hours on policy revision when there are more pressing issues to address. Rebecca said that she would rather use the time to discuss management and financial development and plans.

Ann moved that the Board spend one hour discussing policy revisions at the retreat (instead of two hours). Ann expressed concern that only two people responded to Keegan’s email. Matthew seconded. Keegan opined that the Board spends too much time on minutiae and having streamlined policies now would help us avoid that in the future. Ann clarified that she meant the proposal to mean a maximum of an hour. Leah pointed out that the DevoComm minutes reflected an hour for policy revisions. The motion passed 5-2, with Vanessa and Keegan dissenting.

Retreat Update – We will be meeting at the NEW Center. Keegan will be sending out homework for the Board to review prior to the retreat. It will be held from 11-5 on September 14. A light lunch and light snacks will be provided.

Calendar Check-In – Board Retreat is on September 14. Member Appreciation weekend is October 4 and 5. Member Appreciation Day is October 4. CDS Consulting Cooperative Café (Connecting Your Co-Op & Community) is October 25 from 9:30-4:00.

Looking Ahead – Next month, we will pick an annual meeting date, synthesize/discuss the G.9 (Board-Member Communications) policy, confirm audit services, and plan committee expenditures for next year.

Task List Review – Rebecca is synthesizing G.9, Member-Linkage Committee will inform Elders’ Group of volunteer opportunities at Homegrown, Patti will communicate the updates in the policies to webmaster, Keegan will confirm the retreat times with Joel.

Future Meetings – The next meeting is September 17.

Attendance – No issues.

Meeting Evaluation –

- Apologized for being too critical during meeting
- There was a sense of discomfort when member-owners/guests come to the board meetings
- Rebecca does a great job of staying on top of policies and attention to detail

- Loves having guests at our meeting
- Thanks to Vanessa for inviting people to come to speak regarding the Eden Foods issue
- Glad we had flexibility to have a good Eden Foods discussion
- Having Lori to give information on the How Good policies was very helpful
- Appreciates the work of the DevoComm

Executive Session – Ann moved to have an executive session to discuss personnel issues, Leah seconded. The motion carried 7-0.

Adjournment -- Gaia adjourned the meeting at 8:30.

Respectfully submitted,

Rebecca Kanner, Board Secretary