

PFC Board of Directors Meeting Minutes – February 25, 2015

Location: St. Andrew's Church, Division Street

Attendance

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

Lesley Perkins, General Manager

Lori Crall, Customer Service Manager

Rusty Brach, Finance Manager

Angie Voiles, Grocery Manager

Kristina Weber, Payroll

The following member-owners also attended: Bruce Curtis, Ann Rodgers, Dan Murphey, Ryan Hughes, Maggie Levenstein, Lisa Snapp, Anna Vockel, Dorothy Spencer, Ron Jochim, Belita Cowan, Pat Rodgers, Susan Morrison, Tom Blessing, James Smith

Call to order – Gaia called the meeting to order at 6:15.

Agenda Review – M.2 was removed from the agenda because of its late receipt. Time for the Eden Foods discussion was added.

Member Comments — A number of members appeared to share their views on the Board's decision to remove the boycott of Eden Foods from the ballot. Gaia set the time limit at six minutes, with one minute per speaker. Tom Blessing, Belita Cowan, Ron Jochim, Ryan Hughes, Dorothy Spencer and Susan Morrison all spoke on the matter of the possible boycott of Eden Foods. Most speakers voiced their disagreement with the Board's decision to remove the referendum from the ballot. Dorothy Spencer commented that she was against boycotting Eden Foods.

Announcements, Info-Sharing, Future Scanning – Matthew announced that the rCredits community currency program would be starting on April 1. An email blast will go out shortly, per Lesley. Angela attended the Food Summit, as did Lesley, Vanessa and Patti. The event was extremely successful, with a lot of attendance. Patti participated in the Story Slam portion of the day. A new Outreach Coordinator will start next week. Lesley has badges for volunteers and the Board.

Consent Agenda — Because of its late arrival, M.2 was removed from the Consent Agenda, thus leaving the minutes from the January meeting and the minutes from the GM Evaluation Committee. Matthew moved to accept the Consent Agenda, Keegan seconded, and the motion carried 7-0.

GM Report– Lesley handed out a current copy of the Executive Limitations. Matt complimented Lesley on the staff apparel. Rebecca inquired if there are things that the

member-owners or Board members should be doing to address the opening of Lucky's Market. Lesley said that annual print and radio advertising is set, and we will be spending more money on these issues. On the public relations side, the co-op will be reaching out to the nearby residents and businesses. The third prong of this plan will be to reach out to loyal member-owners. A new website will be launching, on the WordPress platform. It will therefore be easier to update with videos, information, etc.

L.2 Treatment of Staff—Lesley had nothing to add to the written report, but did read over parts of it to highlight that her tasks are to get the co-op back into the “black”, make it a model workplace, and then address public relations. Ann said that the turnover was about 63%--is there an average for other co-ops? Lesley said that we are below the average rate for other co-ops, and we are doing better than we have in the past. Matthew would like to see some context included in this report in the future—e.g. a comparison of how things have been in the past.

Gaia brought up L.2.9, indicating that a couple of employees (one of whom recently resigned) communicated to him that Lesley instructed employees not to talk to the Board. Lesley indicated that she does not recall this ever happening. Given the discrepancy, Gaia does not believe that this issue is resolved.

It was brought up that in the operational definition in the handbook, the grievance procedure does not outline what a staff member is to do if he or she feels that the issues has not been resolved, so he suggested that an email go out to the staff instructing them what to do when they have a grievance but do not know where to go from there. Gaia wanted to ensure that the staff understood that in certain circumstances, they have the right to approach the Board? Send out an email explaining. Matthew asked to see a recent copy of the handbook in electronic form; Gaia will send it to the entire board.

Ann moved to accept the report, Keegan seconded and the motion carried 5-1-1 with Gaia dissenting and Rebecca abstaining.

L.7 Compensation and Benefits – Rebecca moved to accept, Vanessa seconded, Keegan said that he was very happy to see that more staff could get health care coverage under the ACA. Unlike some companies that are cutting hours to prevent people from getting coverage, the co-op is actually increasing hours so that more staff can get covered. Thanks to Lesley and Susan for their work on this! The motion passed 7-0.

L.4.9—Rebecca moved to accept the report, Matthew seconded. The motion carried 7-0.

Eden Foods Follow Up – Gaia said that the board is always concerned about member-owners' wants and needs. This can be a difficult issue to sort out sometimes. Vanessa

explained the process of why and how the board decided to remove the issue. The board could not even reach a decision as to whether or not it supported the boycott. Based on research, it might not have been in the best interested of the co-op.

Vanessa has strived to keep communications open; she brought a packet of every single email she has received on the matter, and she has responded to all of them. They are open for inspection if anyone wants to see them. Vanessa contacted the supporter who brought the matter to the board last summer and then it disseminated amongst other supporters. Vanessa strove to ensure that the voices of all were heard and responded to. The board wants everyone to feel welcome and heard. She will do what she needs to make sure that happens.

Vanessa pointed out two things—a) concern that there hasn't been a lot of opportunities to educate the members. It is the members' responsibility to educate themselves, as the information is readily available. Having said that, the matter is very complex and it may be difficult to get an unbiased opinion on the matter. Vanessa is going to suggest that we put together a community dialogue on this issue so people can have their voices heard. She is happy to see members here tonight, and hopes that the momentum will keep going.

She is looking at the week of March 23 to have the dialogue here at St. Andrew's. She wants people to come with constructive and viable solutions, so that voices are respected and heard and so that the co-op can move forward to honor diverse interests. B) Another issue is a special election on the matter. Anyone who wishes to pursue the petition option per G.11, the board should look at having a special election later on this calendar year rather than wait until the annual meeting 2016.

It was pointed out several times that our decision does not preclude any member-owner from pursuing a boycott via petition, as per our policy.

Ann expressed exception to the statement that the membership needs to educate itself. Part of the ends and goals of the co-op is to educate members. Information was not posted in the store, as we had discussed. Rebecca said that she hasn't seen information on the website or bulletin board regarding this matter. Vanessa said that this was an operational matter, and she does not have access to the website.

If information is given to Patti or Lesley, they can get it to the website.

Lesley explained what she had done to disseminate information—she had hung up a number of materials on the bulletin board, but everything she put up disappeared within a few days. Rebecca said that we have a duty to report issues to our members quickly rather than wait until the next newsletter.

A member-owner asked if any other co-ops have started a boycott against Eden Foods and do we have access to the materials that they use. She opined that people should educate themselves, and that it would be difficult to educate with a matter this

complex. Matthew replied that there are four co-ops that we know of who have instituted a boycott against Eden Foods. We do have access to the materials. Vanessa said that membership can engage in other ways—contact Eden directly, not buy their food, and so on.

Have any co-ops voted *down* a boycott? No one is certain.

Matthew reported that CDS discouraged a boycott. Gaia expressed his concern about CDS' viewpoint. He reported that sales of Eden Foods have been up. Angie said that it was a year-to-year report, so that the sales were seasonally adjusted.

#### Member-Owner Comments/Discussion:

Ann Vockel of co-op/member of NOW expressed that she is against the Eden policy but also recognizes that this is a very complex issue. She suggested having education nights with the Ypsilanti co-op, putting information near the products, and other education things would propel the issue.

Susan Morrison, a lawyer for over 30 years, spoke on the matter of bylaws. It is the bylaws that trump everything else. The board had the authority in September, and the procedures can't trump the bylaws. Board must recognize unfairness of taking back the vote, especially because of the length of time that a petition boycott takes.

Rebecca suggested reversing the vote from last month and putting the matter back on the ballot.

Matthew said that he initially voted to put the issue on the ballot, but then last month voted to take it off the ballot. That said, he believes that Susan's argument was the strongest, in that the matter was unfair and he would be willing to reconsider the issue again.

Keegan said that it was lack of membership input from the beginning of the process that encouraged him to vote to take the matter off the ballot. Keegan wants members to drive the language and the boycott—had a huge issue with the board writing the language and not the members. He is glad to see people here now, but wanted to see people here in months' past.

Vanessa said that her issues were with the vague policy language. She has felt like there are more questions than answers. There are so many nuances and this issue is so complex...she just felt that we needed more time on this. If we have to pay for a special election, then so be it.

Vanessa read the information that was sent out in the past few weeks, including language on a petition signed by 200 members and shoppers, that said: "*Eden Foods has*

*sued to deny coverage of birth control to its employees. The Co-op Board of Directors voted in September 2014 to allow the membership to vote on a possible boycott of Eden products. In January 2015, the Board reversed this decision and will now not allow the membership to decide this issue.*

*We, the undersigned, urge the Co-op Board of Directors to put the question of an Eden Foods boycott on the April 2015 ballot.”*

Vanessa said this is just not true (that the Board is now not letting members vote on the issue)—the petition option has always been there. Vanessa believes that this is just a microcosm of the misinformation that is out there, despite all of the efforts to get the correct information out there.

A member asked—is all of the information out there if you said that you couldn't get it on the website and it is not up in the store?

Belita said that she was confused, had no idea that this issue was being revisited last month. It is very confusing—no one communicated that the matter was being voted against.

Rebecca responded that we had a vote last meeting that wasn't even on the agenda, people didn't know it was happening, it was poor policy.

Rebecca proposed that the boycott question “Should the PFC boycott Eden Foods, vote yes or no” be returned to the ballot. Gaia said that the language was not adequate to him, what if Eden Foods changes their policy? There was no second.

Rebecca suggested making a committee of member-owners and board members to figure out the next steps. Another option is to send a letter (Park Slope and the Madison co-op did). Kalamazoo co-op also did, it is posted on their letter. Send a letter to Eden Foods.

Rebecca proposed an ad-hoc committee made up of member-owners and board members devoted to Eden Foods issue, to address the issue further. Keegan seconded. Both Rebecca and Keegan would serve on their committee. The motion passed 7-0. Rebecca passed around a sign-up sheet for those interested in being on this committee.

Election Update/Info to Staff/Schedule Ballot Counting – Ann said that six people are seriously interested in running for the board. One person got the documents in, but is not a member-owner and not certain he wants to join.

- Keegan Rodgers, current board member
- Bruce Curtis
- An employee, Dan Michniewicz, also has his information submitted; per Gaia, whoever gets the most votes between Dan and Keegan will win a seat

because only one employee can be on the Board at any given time. The Board had no objections with forwarding his information.

- Devin Leatherman, used to work at the co-op. He has been interested in running for at least a year.
- Louis Daher didn't get his information in. Ann contacted him and he is willing to submit his information tonight or tomorrow. The decision was made to ask him to run next year.
- Adrienne Jones joined in December and submitted a letter of intent but did not complete the official documents. Ann will follow up with her and encourage her to get involved in a co-op committee and to run in the 2016 election.
- Greg Upsur submitted all of his candidate documents but is not a member, though his wife is. The board agreed to accept his candidacy if he is willing to get his own membership. Ann will follow up with him about this.

Gaia proposed that the Board accept the four candidates, give the fifth candidate one day to become a member. Matthew seconded. The motion carried 6-0-1 with Keegan abstaining.

Per Vanessa, Linkage Committee is proposing April 12<sup>th</sup> for the Candidates' Forum.

Reboot Retreat – Keegan reported that the retreat went very well. The board almost completed the M policy reboot—M.4 still has some work to go. At some point, the policies will need to appear on the agenda for approval. Once the notes are received, Keegan will propose another meeting date (only about an hour or so), and then the rebooted policies will appear on the next month's agenda.

Approve King Award – Leah reported that the King Committee met on Friday, February 20 and the winner was selected. Leah moved to accept this nomination, Matthew seconded, and the motion carried 7-0.

Calendar Check-In – Nothing to report.

Looking Ahead – Next month, Lesley will need the following reports: L.4.1-8, L.6, GM Report. The Board will be synthesizing G.3 (Vanessa).

Task List -- Leah is doing Board Notes, Gaia will send the staff handbook to the board via email, Lesley will add information to L.2 to put the numbers/info in context (e.g. what was the turnover like at this time last year?), Ballot counting must be set up at next month's meeting (just a reminder), Linkage will finalize the date for the Meet the Candidates (tentative April 12), Leah to contact Cathy King re: award winner, Rebecca will get out the retreat minutes, Ann will contact the non-member about running for joining and running for board.

### Meeting Evaluation:

- Did a great job, glad to see a lot of members
- Gaia did a really good job facilitating a large group
- First ever board meeting!
- Enjoyed hearing from the members regarding the boycott issue
- Last month's meeting was in a better room, hard to hear in this room
- Frustrating to come to a meeting and not have paperwork, see reports
- Should be a method for members to know what is going on
- Still feeling bad about last month's process and appreciated that we did have a wider spread discussion
- The agenda was posted on the website and in the store, but it could be better
- Appreciate all of the work that Vanessa has done; should share some of the load of the work with the rest of the board
- Agree that this room is not at all ideal
- So glad to see everyone here, but would have liked to have seen them earlier in the process. Would like to see that level of participation consistently, not just when they are super invested in the issue, and to stay the entire meeting and be engaged the whole time
- Step in the right direction. The range of comments was encouraging, to not hear the same things over and over again. Elated beyond measure that there is now an ad hoc committee regarding the Eden Foods issue. Have to keep moving forward
- Glad to see a lot of people here, but also would like to see them come for other issues as well. Policies are a bit vague—would like to see more clarity (e.g. you got your information in, you can be on the ballot but if not, then not).
- Thinks he did a great job facilitating
- Enjoyed having the members. What can the Board do to encourage members to come back to discuss other issues. More members attending meetings will give us more insight into how they are feeling.
- Gaia did a super job!

Executive Committee -- Gaia moved to go into executive session to discuss personnel issues, Vanessa seconded, and the motion carried 7-0.

Adjournment – Gaia adjourned the meeting at 10:30.

Respectfully submitted,

Rebecca Kanner, Board Secretary