

**Item D1 for February 25, 2015**  
PFC Board of Directors Meeting Minutes – January 21, 2015  
Location: St. Andrew’s Conference Room

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  
Susan Landauer, HR Director  
Rusty Brach, Finance Manager  
Angela Salamey, Marketing Coordinator

Bruce Curtis, Member-Owner  
Shellington Morgan

Call to order – Gaia called the meeting to order at 6:20.

Agenda Review – The G.2 policy was moved to the Consent Agenda. The GM Monitoring Summary was removed as the meeting had not happened and would happen this month.

Member Comments — Everyone introduced themselves, welcoming Bruce Curtis and new marketing coordinator Angela Salamey.

Announcements, Info-Sharing, Future Scanning – Vanessa thanked everyone for attending the staff appreciation party. Lesley announced that a postcard will be sent to members asking for folks to run for the board. The deadline for applying to run is February 23. The Local Food Summit conference is February 15<sup>th</sup>.

Consent Agenda — The minutes from the December meeting, the G.10 and G.2 syntheses were on the consent agenda. Keegan moved to accept, Rebecca seconded. Discussion: Keegan asked the process as to how an item went to the Consent Agenda. A board member can always pull an item from the Consent Agenda for discussion. The motion carried 7-0.

L.8 Communications and Support to the Board – There is a typo that says “uniformed” instead of “uninformed”. Patti will email the changes for the website. Per Rebecca: L.3, L.4, L.6 said “yes” they were on time, but they were actually late. Per Rebecca, there were some problems with (L.8.6) notification and communication to the members regarding the Eden Food issue; most of the communication fell to Vanessa. Also, L.8.10 said that the board did not make a request for a survey. The board was considering a request for a survey, but because of Lesley’s leave of absence, the board never actually

requested the survey and this should be noted. Under L.8.8, the board instructed the GM to take FMLA leave (GM didn't actually ask for it). Ann made a motion to accept the report, with the addendums above (policies listed as late and information regarding L.8.10 and L.8.8) and Vanessa seconded. The motion carried 7-0.

Ends –

- What is co-op doing regarding affordable pricing? Per Lesley, Rusty has brought an analysis of the issue. In order to make foods more affordable, there will have to be some concessions. For example, if we stick to only organic, we are pricing people out of the market. Keegan is tracking price of produce and other items that come in; there can be up to 70% price differentiation each week. Keegan and Angie are looking at different vendors to price compare on a regular basis.
- Are we buying more from local vendors? Lesley said that we are working with produce to expand local vendors given the increase of hoop houses and small farms. Bruce asked if the reports are available for public consumption as it would make reading the minutes easier to follow. We are getting ready to launch a new website through a Word Press site, so now would be a good time to discuss posting a history of agendas and reports.
- Rebecca praised the Small Bites weekly emails as being a good form of education (E.4).
- Under E.3, it would be good to have a list of who we are donating to/supporting and how much money was given. Rusty said that there are two ways of reporting—he has list of donation activity, but sometimes it is food or other in-kind donations and that is tracked differently than cash donations. Lesley will include a list of donations to her GM report in the future.
- Shellington suggested Country Life company to look into the prices.

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

GM Report/Report on Financial Improvement Plan/Management Development Plan –

Lesley pointed out that prepared food (café, bakery, kitchen) sales are up every month. This will ultimately help bring in more foot traffic. Keegan clarified that the sales were for the month, not the week ending. Lesley will include a column to show dollar change (in addition to percentage change) in her reports. Matt inquired about the staff turnover—are these numbers on par with other businesses? We are actually below industry standards for low turnover. We have a transient population, as well as people who use the co-op as a stop gap before getting other employment. To address this, we are trying to get more people who are working enough hours to qualify for benefits and provide stability. Per Susan, the turnover was lower this year than last year. Additionally, Susan and Lesley are looking at all of the hourly wage positions, looking at combining positions if possible.

Lesley is continuing to work with Peg from NGCA. Lesley got a report from Peg, and will send out communications to the board after she goes over the report. The board

confirmed that Lesley was satisfied with the support from Peg, but she would like to have their conversations over email instead of the phone. Peg's information has been valuable, especially in teaching Lesley how to speak "board" language.

When asked, Lesley expressed that she would like some more information from the board members regarding what their visions for the co-op are, beyond getting our feet on more solid ground and attracting more customers.

Ann asked why the café lease is still not completed (we are currently going month-to-month). The attorneys are still hammering out the situation; Lesley hopes it will be completed by next week.

#### Eden Foods Ballot Language –

The language must be finalized by February 23. How should the language read?

- Overriding question to decide: Will "yes" mean that we boycott? Or will "no" mean that we boycott? One option, language would say: "Should we boycott Eden Foods? Yes or no." In this case, the answer would indicate a boycott, not to decide if we should continue selling the foods.
- Another option would say: "Should we discontinue selling Eden Foods" or "Should we continue selling Eden Foods"?
- Straw poll: How many prefer the language "should the PFC boycott products from Eden Foods?" Matt and Keegan favored the other language, but would yield for consensus.

Rebecca made a motion to have the ballot language to read "should the PFC boycott Eden Foods' products?" Ann seconded.

Discussion: Should there be language about why we are boycotting and what led to this? That will be in the articles and pro-, con- statements. The proposed Israeli boycott had very specific language indicating why the boycott was being proposed. Rebecca read language from a 1995 boycott that did not include background, it just asked for yes or no and the specific information was in the newsletter. Without the reason, will members and voters understand why the boycott is being proposed? Could it say we will boycott until one of these conditions are met, for example, "until the company provides full ACA benefits to all of its employees." Our policy says it gets voted on every year.

The vote was 5-2 with Keegan and Vanessa opposing.

#### Quorum

- What if only a small % vote on the boycott issue and the rest abstain. We need a quorum of people voting.

- By looking up the bylaws, the Board confirmed that per Article IV, a simple majority may be sufficient to decide questions presented in referenda provided that at least 10% of the members.

Will the Board take a position?

- Matt pointed out that the management still wants to continue to sell the products; management wants to follow NCGA's recommendation which is to say vote with your dollars. About \$40,000 of Eden Foods' products were sold between December, 2013-14. There has been no drop in sales since the issue arose. The \$40,000 does not take into account the Eden Foods' products that prepared foods uses.
- Ann – this is a member-run store and the members have a say in what they want in the store. This is their opportunity for them to say what they want.
- It was noted, that the board putting this issue on the ballot could read-like the board supports a boycott.
- Matter of justice, and co-op stands for justice. Injustice going on at Eden Foods. Need to have a vote on it.
- Who is defining "injustice"? An inconvenience cannot be conflated with oppression.
- If we can't back this boycott, why are we doing it? The board seems to want the boycott on the ballot, but not have board support for it, but the board put the issue on the ballot so doesn't that mean the board supports it?
- Corporate boards have been known to put things on shareholder ballots that they don't agree with or support. For example, the board did not take a stand on the Israeli boycott issue.

Straw poll: Should the board take a position on the boycott? 4 yes, 3 no (Rebecca, Leah, Ann).

Should we take the matter off the ballot?

- Is there a reason why we can't take it off the ballot? It's in the newsletter...but that's not binding.
- If we pull it now, we have undermined the people who wanted to do a petition, they won't have enough time or political traction at this point.

Keegan proposed to pull the boycott from the ballot, Vanessa seconded. 3-2-2 Rebecca and Ann opposed, Gaia and Leah abstained.

Linkage Committee will lead the issue of drafting information for the newsletter and contacting the member-owner proponents of the boycott. Matt said that he would offer input. Deadline is February 23.

Reboot Retreat – Keegan booked the NEW Center for the retreat for February 23<sup>rd</sup> from 7:00-9:00pm. A facilitator should be in attendance; Joel cannot attend. Goal for retreat is new policies, based on the CDS model. There is a template that Joel can give out. We will divvy those up and everyone take a certain number of policies and compare to what we have now, look to see what we'd be losing if we adopt the new ones. This retreat will address the "M" policies.

Calendar Check-In – Local Food Summit on February 15<sup>th</sup>.

Looking Ahead – Meeting will be on February 25 because neither Matt nor Ann can attend on the 18<sup>th</sup>. Next month, Lesley will have the L.2, L.7, L.4.9 reports. The board will approve the King Award recipient, and have a GM Evaluation Executive Session. Ballot validation instructions should be given to the staff, the election/annual meeting information will go to the website, and the ballot counting will be scheduled. M.2. will be the policy that is evaluated.

Task List -- Lesley will add a note about donations and also add a column to the financial report to show \$ gain/loss (instead of just %). Patti will try again to get the L.8 policy to read uninformed. Member Linkage committee will handle the boycott issue. Keegan will re-send template of policies to the board. He will also send Patti information about the policies that will be rebooted at the retreat. Patti will then put these into a Survey Monkey survey for comments. Gaia is the synthesizer of M.2.

Meeting Evaluation:

- Need to do tighter facilitation or have someone do it for me
- Another exciting meeting!
- Interesting how people are civil and respectful despite differences
- Disappointed that we had a 6-0-1 vote on the Eden boycott in Sept and it wasn't until Dec. that the issue was revisited, process was poor, feel sad that people aren't empowered to speak and vote how they believe
- Some sadness, some embarrassment
- Nice to see members here
- Was actually pretty engaging, feel good about the board even if I don't get elected
- Glad to have opportunity to listen and hear what is going on
- Better to own building than to rent
- Imperfect process run by imperfect humans, we learn from mistakes and grow from them
- Want to fight for good of community at large including those we don't hear from

- Feel confused about the whole Eden Food process, but I like that we can be critical of our process
- Happy to volunteer for us while selling the paper
- Sincere apologies to Rebecca and Vanessa who did a lot of work on this issue
- It was a convoluted process, nothing was very conclusive
- Interesting to watch the process
- Sad that our members aren't more engaged

Adjournment – Gaia adjourned the meeting at 9:04.

Respectfully submitted,

Rebecca Kanner, Board Secretary