

PFC Board of Directors Meeting Minutes – July 16, 2014

Location: /sh/aut at Braun Court

Attendance

Board Members: Gaia Kile (president), Vanessa Marr (vice-president), Keegan Rodgers, Ann Sprunger.

Lesley Perkins, General Manager  
Rusty Brach, Finance Manager  
Patti Smith, Board Administrator, taking minutes

Minda Hart, member-owner  
Ann Rodgers, member-owner  
Dan Michniewicz, employee, member-owner  
Pat Rodgers, member-owner

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

Agenda Review – Gaia added time to the Member Comments section to accommodate our guests.

Member Comments — Two member-owners attended the meeting to share their concerns regarding the Eden Foods line; specifically, that Eden Foods was involved in the Hobby Lobby case to exempt themselves from covering some types of contraception for women.

Gaia explained about the boycott policy: a proposal needs to be brought to the Member-Linkage Committee, that committee would bring the proposal to the Board, and the Board would consider whether or not to put that proposal on the ballot. There was discussion about the next steps to take regarding this issue.

Announcements, Info-Sharing, Future Scanning – Ann shared her disappointment with the NCGA stance on the Eden Foods issue. She believes that it does not mesh with the reasons the co-op was started or our work model. Ann suggested that we post a notice on the bulletin board regarding this issue and let people decide if they want to buy from Eden Foods. Lesley asked how much information should be given; Gaia said that the bulletin boards fall under the purview of Operations.

Vanessa complimented the staff on how they handled a systems malfunction on Monday.

Consent Agenda — Minutes from the June meeting, the Development Committee, the GM Evaluation Committee, and the Member-Linkage Committee were on the Consent

Agenda. Keegan moved and Vanessa seconded to pass the Consent Agenda and the motion carried 4-0.

G.6 Annual Agenda Cycle – Ann read over the proposed next steps. Keegan moved that we have an item on the agenda every month, directing us to review the calendar, Ann seconded and the motion carried 4-0. Keegan moved to accept the G6 report, Vanessa seconded and the motion carried 4-0.

GM Report – Lesley shared the weekly finance report that she received today: basket size is up 13.3% for the past week, customer count is down 6.1%, but overall our sales are up 7.3%. Vanessa moved and Keegan seconded to accept the report; the motion carried 4-0.

L.5 Emergency GM Succession – Lesley indicated that she keeps a copy of this information in Susan’s office and in her office. Lesley pointed out that she added information to the end of the report, which was well received by the Board. Keegan moved to accept the plan as set forth in the report, Ann seconded and the motion carried 4-0. Gaia made a friendly amendment to indicate that Angie and Lori have not yet attended a meeting and therefore direct inspection has not yet taken place. Direct inspection entails the Board meeting the proposed interim directors, who agree (or do not protest) that they would act if needed.

GM Financial/Management Plans, EBITDAR – Because Matt was not present, the Board decided to move this discussion until August. The Board thanked Rusty for getting the reports together.

Lesley asked if there were any questions regarding her visioning statement. Gaia said that he was looking for a sequenced plan and targeted dates of when steps should happen. Ann was looking for something a little less detailed and with a little more information on goals, objectives and strategies for meetings the goals and objectives. Lesley explained that she will have a more detailed report next month, but for this month wanted to have a formal explanation of where we were, where we are and where she would like to go.

On behalf of the Board, Gaia thanked Lesley for the report and Rusty for his contributions.

Retreat Planning – Keegan asked for feedback on the outline given in the notes. Ann liked the time allotted for the policy discussion but was concerned about only having 30 minutes to talk about expansion. Lesley also suggested that we give more time to this issue. Ann suggested 30 minutes to review the list, 30 minutes for Lesley to report and then another hour on visioning the expansion (2 hours total).

Keegan explained that the inclusion training is geared towards making the store an inclusive environment for shoppers and member-owners.

There followed a discussion on the diversity training and whether it should take place during retreat time or at another time. Keegan indicated that the training by Erace would be a starting point. Others suggested a trip to Detroit to see how they are dealing with food issues as well as meeting with other community members to find out why they are not shopping at the co-op.

Vanessa said that we discussed this same issue last year, but never acted upon it and now we are discussing it again. This is not a side issue and fits into many of our other goals, including membership growth.

The Development Committee will meet this month to determine a new plan for the retreat.

New GM Evaluation Committee Charter and Approval of Committee Charters – Gaia submitted his proposed changes to the GM Evaluation Committee charter. Ann made a friendly amendment to change the wording in (2) to say that the Board *recommends* compensation for the General Manager. Gaia moved to approve the GM Evaluation Committee Charter, Ann seconded and the motion carried 4-0.

There were no changes to any of the other charters. Gaia moved to approve the other charters as they are posted on the website, Ann seconded and the motion carried 4-0.

#### Looking Ahead --

- L.4.9 Financial Conditions & Activities: Maintain Assets Twice Current Liabilities
- G. 11 Member Petitions (Rebecca)
- G. 12 Boycotts (Vanessa)
- G.13 Member Vote Count Observation (Matthew)
- EBITDAR discussion with the Finance Committee
- Board Retreat Planning/Discussion

Task List Review – Lesley to do GM report and L.4.9, Devo Committee to meet to discuss retreat, Finance Committee/EBITDAR (need to meet?), Rebecca to synthesize G.11 Member Petitions, Vanessa to synthesize G.12 Boycotts, Matt to synthesize G.13 Member Vote Count Observation, Patti to get changes to G6 to Rusty, add permanent agenda item "calendar check in", get new GM charter to Rusty

Future Meetings – The next meeting is August 20.

Attendance – No issues. Rebecca, Matthew and Leah were all excused.

Executive Session—The Board went into Executive Session to discuss personnel issues.

Adjournment -- Gaia adjourned the meeting at

Respectfully submitted,

Rebecca Kanner, Board Secretary