

PFC Board of Directors Meeting Minutes – October 15, 2014

Location: /sh/aut at Braun Court

Attendance

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

Lori Crall, Interim GM
Susan Landauer, HR Director
Rusty Brach, Finance Manager
Patti Smith, Board Administrator, taking minutes
Angie Voiles, Grocery Manager

Call to order – The meeting was called to order at 6:15 pm by Vanessa Marr, vice-president.

Agenda Review – Vanessa added a discussion item about the café lease. Rebecca added an item to discuss carpooling to the Cooperative Café. Rebecca had a comment on G.7 and requested that we pull it from the Consent Agenda.

Member Comments — No members were present.

Announcements, Info-Sharing, Future Scanning – Leah shared that 25 people (including 5 children) attended the movie that the Member Linkage committee showed. The next movie will be at the ICC Educational Center on November 12 at 7:00pm. Membership Appreciation Day went very well and sales surpassed the same event last year.

Consent Agenda — On the Consent Agenda were the September minutes, the Nominations Committee report, the Retreat Notes, G.7 Board Meetings and M.4 GM Monitoring. Rebecca had a correction to the synthesis of G.7—it should say “GM Monitoring Report”. Ann moved to accept the Consent Agenda (with the above correction to G.7), Keegan seconded and the motion passed. Rebecca expressed concern that the GM report of L.9 was on the Consent Agenda. The motion carried 6-0.

Interim GM Report – Lori read over her report. There was a loss of about \$8,000 worth of food due to a mistake by the refrigeration company. Lori will be getting reimbursed because of their error. Lori praised the staff’s handling of the emergency.

Lori will be renegotiating the café lease with the assistance of the co-op’s attorney.

Matt asked for Lori's opinion on working with the NCGA (Peg Nolan). It is like having a mentor and all interactions have been very positive. Chef Elrod has also consulted with them.

Ann praised the plans that Lori outlined in her report.

Short Term Financial Management Plan – Lori said that the plan to get invoice information to Kristina by Monday morning has been well received by management team. That way, everyone is planning week by week (instead of month by month). This will allow for more accurate staffing in departments.

Rusty said that we were \$55 in sales per labor hour, but it should be around \$80. Therefore Peg from NCGA suggested going week by week to better control labor costs. This includes all labor, including management. Peg did express concerns that we are a little top heavy in administration costs and time and put the money towards people on the floor.

Rusty explained that the third quarter was excellent, and that (after he adjusted for possible inventory issues) we showed a \$20,000 profit. The fourth quarter will show if the inventory numbers needed to be adjusted or not. Usually, the third quarter is very low because it is a time of vacations, students are gone, etc.

Item F2 is the first written plan submitted by Lori; she will continue to check in and work with Gaia to grow the plan and change if necessary.

Board Budget – Matt passed out new budget copies. It is very similar to what we have been, but includes some more resources for Devo and Linkage to put on more activities. Rebecca said that Joel from CDS said that the engagement letter from the auditors should not be included in the board budget (it should be under operations). Matt will email Joel to clarify this issue.

There was a question regarding the member survey line item. Rebecca said that we should keep the \$5,000 instead of decreasing to \$4,000. Matt agreed with this suggestion. This changes the bottom line to \$42,000.

Rebecca asked about the money for buying gift cards (Devo and Linkage). Keegan explained that both he and Vanessa agreed that the board needs to have a better relationship with the staff. Keegan said that we'd like to show our appreciation by having a bigger party (perhaps closing the store so everyone can attend), have a daylong picnic, provide little thank you gifts throughout the year and so on. The gift cards would be given out for exemplary work. Rebecca disagreed with the money going under the domain of the Member-Community Linkage and Devo Committee as it was not consistent with their committee charters. She suggested having a line item for a staff

party, but not under the domain of those committees. Rebecca also suggested that it was part of the GM's job to support staff and could go under the operations budget.

Matt added a staff appreciation line item with these numbers. The discussion to be continued following the item about the CDS contract, which impacts the board budget.

CDS Contract – No information from CDS was received regarding the contract. Matt moved to direct Gaia to sign the 2015 CDS contract. Rebecca seconded. Keegan said that he wanted to make sure we are getting the benefit of from this contract. Vanessa said that Gaia has used their services many times and is very happy with the arrangement. Rebecca shared that it is a beneficial relationship and that it is important to support CDS. The motion passed 6-0.

Engagement Letter from Auditors – Neither Matt nor Rusty has received the letter yet, but Matt has been in contact with Wegner and they will be sending the letter in the near future.

Bank Account Signers – This is for our account at the National Cooperative Bank. It had Kevin's signature on it and we need to update the signers. Rusty, Kristina and Lori will be added to this account. Lesley's name will be substituted in when she returns to work.

Rebecca moved that we approve the change in signers and Keegan seconded. The motion carried 6-0.

Pick Annual Meeting Date – April 28th will be the date at and it will be at Cobblestone Farm.

Budget Vote – With the increased CDS contract and the increased survey numbers, the final number is now \$46,000. The draft will be presented to Rusty so he can do what he needs to do, and then offline review of the budget will take place and the budget will be on the Consent Agenda for next month.

Co-Op Café – It is on October 25 and it begins at 9:30 (breakfast at 8:30). Rebecca is hoping that staff members will be able to go. Driving arrangements were discussed; Rebecca will coordinate over email.

Calendar Check-In – Ann asked when people could get together for coffee with the board (just board members, not general public). Sundays are a good day in general. She suggested Sunday, November 9th in the afternoon; she will work out details over email.

Looking Ahead – GM reports will be L.3 and L.4.9. The board will be reporting on M.1. The GM Evaluation Committee will present its final decision on the evaluation process.

Task List Review – Matt ~ email Joel regarding budget (line item) and CDS contract, nudge Wegner re: engagement letter
GM ~ L.3 and L.4.9 for next month
Board ~ synthesize M.1 (Keegan)
GM Eval Comm ~ process final decision re: evaluation
Rebecca ~ coordinate carpooling for co-op cafe
Ann ~ coordinate the board coffee date and set election dates based on Annual Meeting date
Patti ~ email sh/aut re: November 18th meeting date AFTER we confirm with Gaia that it works for him
Gaia ~ does November 18 meeting date work for you?

Consent Agenda next month ~ BUDGET

Future Meetings – The next meeting will be **Tuesday, November 18th**.

Attendance – No issues.

Meeting Evaluation –

- Nice to have Lori on board, is doing a great job
- Glad to see financial health of the co-op
- Vanessa did a great job running the meeting
- Thank you for support in interim role
- Thanks to Angie, Lori and Rusty for coming to the meeting
- We need to be more timely in doing the policy monitoring reports and getting reports sent out
- Always interesting to see the board side of things
- Nice to have staff members present
- Glad to see active planning in week by week approach
- Got a lot of things accomplished
- Glad to have fellow management team present
- Our ability to agree to disagree makes us a strong board
- Thank you for being patient and supportive

Executive Session – Keegan moved and Rebecca seconded to go into Executive Session to discuss a legal matter.

Adjournment – Vanessa adjourned the meeting at 8:55pm.

Respectfully submitted,

Rebecca Kanner, Board Secretary