

PFC Board of Directors Meeting Minutes – May 21, 2014

Location: /sh/aut at Braun Court

Attendance

Board Members: Gaia Kile (president), Rebecca Kanner (vice president), Keegan Rodgers (secretary), Matt Graff (treasurer), Leah Hagamen, Ann Sprunger, Vanessa Marr (arriving at 6:47).

Lesley Perkins, General Manager
Rusty Brach, Finance Manager

Alice Liberson, Member-Owner

Call to order – at 6:15 pm by Gaia Kile, president. The Board and staff introduced themselves.

Agenda Review – Gaia moved the team building exercise to closer to the beginning of the meeting.

Member Comments — Alice came to the meeting to speak about her concerns regarding the logistics of the new salad bar. She also expressed concerns that some of the items that used to be organic are not and some of the bakery choices seem unhealthy to her. Gaia explained that while the Board does not handle operations, Lesley is always happy to talk about these things. Lesley invited Alice to come to talk to her at the store.

Announcements, Info-Sharing, Future Scanning – Lesley, Keegan and Gaia went to the CBLD conference in Mt. Pleasant. One of the things discussed was planning priorities as a Board. The networking opportunities were also valuable.

Consent Agenda — April minutes and L.6.3 (from Lesley) were on the Consent Agenda this month. Rebecca moved to approve, Leah seconded and the motion carried 6-0.

G.4 Officers' Roles and G.5 Committee Principles – Leah reported that there were concerns about the timeliness of minutes from committees and G.5.5. Leah suggested that we put in a timeline for when committee minutes should be submitted. There was some concern about the term “regularly”. Leah moved that we change G.5.5 to read “make meeting minute available to the whole Board and the archives within two board meetings from when the committee met”. Ann seconded the motion. The vote was 4-1-1 with Gaia voting no and Rebecca abstaining.

Vanessa reported that there was a request for clarification on some of the points including officers' responsibilities and where board files are located. There was also a suggestion to change the word “perpetuating” to “maintaining”. Vanessa moved to replace the word “perpetuating” to “maintaining”, Keegan seconded and the motion carried 7-0.

GM Report – Lesley read over her report. Rebecca asked a question about the Saturday event; Lesley was not sure if the tables would be out or not.

L.4.9 Financial Condition and Activities – Rusty explained that he got the information directly from the CPAs and incorporated it directly into the report. They have not yet sent their final letter/report to us but we expect to receive it sometime in June. Keegan moved to accept the report, Rebecca seconded and the motion carried 7-0.

Evaluate Annual Meeting, Certify Elections, Install Directors– We discussed the annual meeting. There were some concerns about the length of the meeting and how the end of the meeting flowed. For next year, Rebecca suggested that we have a sign in sheet to get a count of attendance. Rebecca also thought that we should have a simpler menu next year.

Rebecca moved to certify the election results as written up in her report, Ann seconded and the motion carried 7-0.

Elect Officers – Gaia nominated and Keegan seconded Rebecca for the position for secretary. The nomination carried 7-0. Ann nominated Matthew for treasurer, Vanessa seconded and the nomination passed 7-0. Keegan nominated Vanessa for vice-president, Gaia seconded and the nomination carried 7-0. Keegan expressed interest in being president but informal, unwritten policy prohibits staff members from being president. There was some discussion as to whether or not this should be put into written policy for future Board Members who are also staff members. Rebecca nominated Gaia for president, Ann seconded the motion carried 6-0-1 with Gaia abstaining.

Conflict of Interest Forms – The forms were passed out, signed and given to Rebecca.

Team Building – Gaia ran a team building exercise for the Board, Lesley, Rusty, and Patti.

Retreat Planning – September 14th is the date for the retreat. We would like to get the Innovarium again and the hours will likely be from 8:00 until 3:00. The ICC on Hill Street is another possibility. Keegan and Patti will meet to discuss goals and ideas for the retreat. Other ideas are talking about membership motivation, expansion, policy streamlining, visioning/action plans, community interaction, growth, increasing membership equity.

Calendar – Changes were made at the meeting and Patti will add annual events that might require board attendance (Homegrown Festival, etc.). Gaia moved that we approve the calendar with changes, Vanessa seconded and the motion carried 7-0.

Looking Ahead -- Next month, we will make committee and Coffee with the Board assignments. The annual meeting minutes will be on the consent agenda. There are no surveys to do.

Task List Review – Patti to get updates for website to Rusty.

Future Meetings – The next meeting is on June 18.

Attendance – No issues.

Meeting Evaluation –

- Thanked the people who volunteered to be officers
- Team building was fun

- Glad to be back
- Next meeting is my third anniversary in this job!
- Felt rushed in getting materials out
- Personal energy was low but it helped that it is still light out
- Liked the brainstorming about the retreat

Executive Session – Gaia moved to go into Executive Session to discuss personnel matters, Matthew seconded and the motion carried 6-0-1 with Keegan abstaining.

Adjournment -- Gaia adjourned the meeting at

Respectfully submitted, Keegan Rodgers, outgoing Board Secretary and Rebecca Kanner, incoming Board Secretary