

PFC Board of Directors Meeting Minutes – January 15, 2013
Location: St. Andrews Episcopal Church, 306 Division Street

Attendance

Board Members: Rebecca Kanner (president), Gaia Kile (vice president, arrived at 6:40) Linda Diane Feldt (secretary), Matt Graff (treasurer), Jeff Tenza, Keegan Rodgers, Cynthia Shih

Kevin Sharp, Interim General Manager
Patti Smith, Board administrative assistant - recording minutes

Guests: Katy Clark, food co-op manager on duty, Jim Bates co-op member

Call to order – at 6:15 pm by Rebecca Kanner

Agenda Review -- Rebecca moved the diversity discussion to before the break and the election material to after the break.

Introductions – Katy Clark, co-op member and manager on duty, introduced herself. Jim Bates (member of the co-op) also attended and introduced himself.

Member Comments – None

Announcements, Info-Sharing, Future Scanning – Rebecca met with someone from the county to talk about the hours at the parking lot across from the co-op (next to Fourth Avenue Birkenstock). Until recently, the lot opened at 5 but the hours have been changed. She will follow up on this matter. Linda Diane announced that a new healthy food restaurant opened at Miller & Maple. Staff/Board party was a success and a good time was had by those who attended.

Minutes from December 2012 meeting – Patti changed the date to reflect that the minutes were from December and not from November. Cynthia moved to approve the minutes with the change, Matt seconded and the motion carried 6-0.

G.2 Board Job Description – Some questions emerged regarding this policy, including how we can ensure that committee meetings are happening and being reported on. Some ideas were to have increased visibility about committee happenings (i.e. in the newsletter) and to have committees meet after the board meeting to ensure attendance. Keegan will draft a proposal incorporating these ideas and bring them to next month's meeting.

Matt moved to accept the report, Linda Diane seconded. The motion carried 6-0.

G.10 Rules of Order – Gaia reviewed the changes that need to be made. Jeff moved that we accept the report and approve the proposed changes, Keegan seconded. Discussion: Gaia and Patti will work to ensure that changes are made. Linda Diane said make sure that one of the changes is to reference Robert's Rules of Orders. The motion carried 7-0.

Interim GM Report – Kevin read over his report. He added that there is now a customer service representative on Wednesdays and Saturdays. She puts out samples, bags groceries, helps customers find things, etc.

L.8 Communication and Support to the Board – Due to the late receipt of this report, we will approve it on the consent agenda next month, unless someone has concerns. If anyone does have concerns or suggestions, he or she should contact Kevin prior to February's meeting.

Ends – Kevin reviewed his report. Gaia indicated that he would be interested in seeing a clear breakdown on local, organic, fair trade, non-GMO items. Linda Diane said that she would like us to continue to explore the idea of encouraging members to volunteer.

Due to the late receipt of this report, we will approve it on the consent agenda next month, unless someone has concerns. If anyone does have concerns or suggestions, he or she should contact Kevin prior to February's meeting.

Diversity – Keegan read his report, adding that the University's theme semester is on racial issues and may have some resources for us to use. A lively discussion ensued and various ideas were generated: reach out to members and get their thoughts on what diversity means to them, identify barriers to increasing participation, look at our policies and see what we've said already about diversity.

Board members expressed desire to move quickly but mindfully, perhaps by engaging groups and events that have a different or diverse group (would appreciate Board members and others seeking out these sorts of events and bringing them to the co-op's attention) and looking to change those groups outside of ourselves (i.e. we change WIC rather than WIC changing us).

Next steps: brainstorm different ideas and Member Linkage committee will meet about this issue

Update on Annual Meeting Date/Election Timeline – Add CDS training in Mount Pleasant to timeline, May 18. Also, all Board candidates need to know that we meet on the third Tuesday of the month. Add April 10, forum to meet candidates.

Also will be voting on bylaw change to allow electronic voting in future elections. Board will review language of proposed change at the February meeting.

There will be an Articles of Incorporation change to change the official name from The People's Food Co-Op to People's Food Co-Op.

Board Recruitment and Elections – Per Linda Diane, we have three potential candidates for the Board. She is still contacting people on the list that we brainstormed.

Report from Search Committee – Four candidates are being interviewed this week. The committee will meet next Tuesday to discuss their impressions of the candidates. They will make a decision to move some candidates forward to the next step, which is a “staff town hall” where certain staff members will be able to ask questions of the candidates. After that, the Board would meet the candidate(s) and conduct the Board interview.

Rebecca passed out confidentiality agreements for Board members who had not previously signed them. These were signed and returned to her.

There ensued a lengthy discussion regarding Keegan's participation/conflict of interest in the process as both a staff member and Board member.

A straw poll was taken to see what individual opinions were and they were as follows: three people said that Keegan should be allowed to interview candidates and vote, one person said interview only, one person abstained, one person had no preference and one person said he should neither interview nor vote.

Cynthia moved that Keegan should be involved in the Board interviews, Jeff seconded. 4 voted yes, 1 voted no (Rebecca), 2 abstained (Matt and Keegan).

Cynthia moved that Keegan should vote on the hiring of the GM, Jeff seconded. Discussion: in one board member's opinion, this is an issue of protection for Keegan. This member does not want negative fallout for Keegan if decision is not a popular one. Counterpoint: that is a decision for Keegan to make as he can abstain from the vote if he fears negative fallout. Another member shared her strong concerns about having Keegan not vote on the hiring of the GM. Other members indicated that they did not feel prepared to make this decision. 1 member voted yes, 2 voted no (Rebecca and Matt) and 4 abstained (Linda Diane, Gaia, Keegan, Cynthia).

Process of interviews ~ Board interviews will be either January 27, 28 or 29 (this is contingent on the candidate being available). Board members should hold 6pm-10pm open on these dates. Anne Evans will draft some questions for the Board to ask. Format will be question and answer. Board will then discuss impressions and rate the candidates on a matrix.

King Committee Report – Rebecca moved that the Board approved the committee's recommendation that La'Ron Williams receive the Ken King (Life as Art) Award, Jeff seconded and the motion passed 7-0. Please remember to keep this confidential until La'Ron is told that he won.

Looking Ahead -- Revisit G.10 including Linda Diane's comments, review Board candidates, review proposed bylaw change language, approve/discuss the Ends report and the L.8 report, review Keegan's proposed additions to G.2.

Task List Review – Kevin ~ proposal re: the request from Kim B., report on L.2, report on L.7, report on L.4.9

Member Linkage ~ ballot validation instruction to the staff and schedule ballot counting, meet re: diversity issues proposal

Staff ends task force ~ meet & submit proposal

Rebecca ~ call Missy Ogre re: being on the nominating committee

Keegan ~ proposal regarding changes to G.2

Patti ~ G.2 changes on website, G.10 changes on website

Linda Diane ~ send Patti her thoughts on G.10

Future Meetings – Next meeting is February 19.

Attendance – No issues.

Meeting Evaluation

- Heartened and warmed by request for my input in GM hiring process
- Got a lot accomplished tonight!
- Felt confused about some events, likes having healthy disagreements
- Thanked guests for attending
- Nice that we can air our differences without animosity
- Appreciated being able to attend
- Likes the new space
- A little frustrated by process
- Looking forward to having discussion about staff ends, diversity and committee structure
- Productive and important meeting, thanks for helping everyone through the confusion
- Appreciated strong feelings but wanted to talk more about why members had strong feelings

Adjournment: Rebecca adjourned the meeting at 8:32.

Respectfully submitted, Linda Diane Feldt, Board Secretary

