

PFC Board of Directors Meeting Minutes – February 19, 2013
Location: St. Andrews Episcopal Church, 306 Division Street

Attendance

Board Members: Rebecca Kanner (president), Gaia Kile, Linda Diane Feldt (secretary), Jeff Tenza, Keegan Rodgers
Absent: Matthew Graff, Cynthia Shih

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

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

Agenda Review -- Added L.4.9 to the Consent Agenda. Rebecca is planning to request that the Board move into Executive Session to discuss personnel matters.

Introductions –Board candidates Ann Sprunger and Jim Bates attended. Dan Vernia chef at Juicy Kitchen and member of Hub planning team, Kim Bayer long time member of food co-op and Tantre Farm and working with food hub, Richard Andres with food hub, Tantre and produce grower for food co-op.

Member Comments – None

Announcements, Info-Sharing, Future Scanning – Food Summit is on Friday, February 22. Keegan is going to NEW Center training on how to diversify a non-profit board. On April 14, Rebecca is going to the National Cooperative Grocers Association in St. Paul, Minnesota. Diversity training for non-profits is being put on by another entity that is somehow associated with ZingTrain.

Consent Agenda – On the Consent Agenda this month were the minutes from the January 15 Board meeting, the minutes from the January 28 Special Meeting, the Ends Report, L.4.9 (Financial Condition & Activities) and the L.8 (Communication & Support to the Board) report. Linda Diane moved to accept the Consent Agenda, Gaia seconded and the motion was approved 5-0.

Interim GM Report – Kevin read over his report, including an announcement that there are plans to offer diversity training to the staff. Also, Cobblestone Farm will be the venue for our annual meeting. We are still seeking keynote speakers.

L.2 Treatment of Staff – Kevin read over his report. He confirmed that the turnover rate is consistent with other co-ops nationwide. Further surveying of staff has been postponed mainly due to the lack of a full-time HR director. The report was accepted.

L.7 Compensation and Benefits – Keegan moved to accept the report, Linda Diane seconded and the motion carried 4-0-1 with Gaia abstaining.

Preliminary Year End Reports -- Rusty was not able to join us this month but will be in attendance next month to answer questions regarding this report. Jeff requested that there be more explanation of “miscellaneous” expenses. Gaia inquired whether we had a

way to monitor our inflationary rate. Per Kevin, we do not but he can get the information if this is a concern of the whole Board. Rebecca recommended that the finance committee would be a resource. Keegan asked if there was a visible increase in sales resulting from the ZingTrain. Kevin said that we are monitoring this monthly, quarterly and yearly.

M.2 Accountability of the GM Proposal – Rebecca explained the process by which the proposed rule was developed by the GM Eval committee. She asked for comments and feedback from the rest of the Board. Jeff expressed concern that the language regarding the ends/goals were removed. Linda Diane said that she may send comments later via email. This will continue to be a project for the committee.

Nominating Committee – Linda Diane reported that seven people submitted candidate applications and she has been in communication with all of them. The committee will recommend a slate of candidates. One candidate is not being recommended by the committee and is being encouraged to pursue his candidacy by submitting a petition (per our Article 5.4). Patti confirmed that bylaw says 100 or 1% whichever is larger; 100 is larger as 1% of membership is about 70.

There was discussion about how the candidates would be presented (i.e. would vetted candidates be listed in one way and petition candidate another?).

Noted that one applicant is part of a individual membership. This is allowed and there were no concerns by the Board.

Linda Diane, on behalf of the Nominating Committee, said that the nominations committee has found six of the seven applicants to be qualified and recommends that they be moved through the process: The six candidates being recommended by the nominating committee are Lea Haggeman, Will Purvis, Ann Sprunger, Jim Bates, Anna Gagern, Matt Graff.

Rebecca seconded. Discussion: criteria for disqualification not being met and is being based on a prior statements by candidate. Members have expressed concern that they voted for bylaw but it was not applied last year. Motion passed 4-1 with Gaia opposing.

Food Hub and PFC – The entities are looking for a way for the food hub and co-op to work more closely together.

Overview of Food Hub—Idea is to lease out space at the site for people who want to grow, store, distribute food. Is this a place where hub & PFC intersect? Want to continue to have conversations about this. Initial tenants—looking for business/people whose values are in alignment, established businesses, those who want to work with local farmers. Use of demonstration/teaching kitchen and/or retail space.

Overview of Food Hub: 16 acres, ~3 miles from downtown Ann Arbor, about 10 agricultural buildings on the property. Want to increase opportunities for local farmers. Won \$200,000 grant. First phase is build out commercial kitchen, storage, temperature control storage. This is point of interest between Hub & PFC. Space for demonstration kitchen. Possible retail store.

Hub presented a blueprint of their plans. Spaces could be rented by hour, day, etc. Plan is to be finished by the end of the year.

Kevin~need board approval to allocate money (gift or loan) but not sure when (e.g. do you chunk it all together or add it up and when you hit \$15k need approval?). Kevin indicated that this seems like great opportunity and would increase sales but more of the income would come from catering and such (increased sales would pay ourselves back somewhat but not all the way, other stuff would have to fill the gap). It is a safe risk, relatively modest expense on our part

Tenancy vs. gift/loan ~ GM is empowered to sign leases but gift/loan is a matter for the Board. Proposed some sort of brainstorming session, determine money and leasing the space. The folks from the Hub will arrange this session.

Kevin & other interested parties will set up meeting with Hub to discuss this matter further. Kevin will arrange this meeting.

Update on Annual Meeting Date/Election Timeline – As Kevin reported, we have confirmed Cobblestone Farm as the location for the meeting on April 18. Still investigating a keynote speaker.

Schedule Ballot Counting – Gaia will send out survey to determine dates to count ballots. Gaia proposed that voting will close at 10pm the night before the annual meeting; Rebecca seconded and the motion passed 5-0.

Gaia proposes that people cannot vote unless they are a member and people have to become a co-op member by noon on April 15 in order to vote in the election, Keegan seconded and the motion passed 5-0.

Report from Search Committee – Gaia moved that we go into executive session to discuss this personnel matter, Jeff seconded and the motion carried 5-0.

Looking Ahead -- Linda Diane will write the Board Notes which are due by March 8th. Set patronage rebate, GM does monitoring L.4.1-8, L.6, have results of independent financial review, should have a plan for new director orientation (DevCo)

Task List Review –

Cynthia ~ synthesize G.3

Board Notes needs to be written by March 8th (Linda Diane is doing this)

Keegan ~ diversity report for next month's meeting

Kevin ~ L.4.1-8, L.6 and rebate info for next month's meeting (Matt is also involved in L.6)

Rebecca ~ president's report for the annual meeting

Gaia ~ talk to finance committee re: the inflation issues he raised at the meeting

Kevin ~ set up meeting to discuss Food Hub/PFC Proposal

Rebecca & Kevin ~ write up by-law language for newsletter (by March 8th!!!)

Dev Co ~ plan for new director orientation

Board ~ approve agenda for annual meeting via email (by March 8th!!!)

Future Meetings – Next meeting is March 19.

Attendance – Both Matt and Cynthia were excused from tonight's meeting.

Meeting Evaluation : Overall, people are excited about Food Hub collaboration, productive meeting, thanks to Gaia for helping with facilitation, would be helpful to have guidelines of what we do during each election season.

Adjournment: Rebecca adjourned the meeting at 8:45.

Respectfully submitted, Linda Diane Feldt, Board Secretary