

Item D1 for May 21, 2013

PFC Board of Directors Meeting Minutes – March 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, Matthew Graff, Cynthia Shih (arriving at 6:25)

Kevin Sharp, Interim General Manager
Patti Smith, Board administrative assistant - recording minutes
Rusty Brach, Finance Manager
Susan Landauer, Human Resource Manager

Jim Bates, co-op member (arriving at ~6:50)

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

Agenda Review -- Break moved to the end, search committee moved to end, minutes moved to agenda, added rebate discussion to Interim GM report.

Introductions – None

Member Comments – No members present

Announcements, Info-Sharing, Future Scanning – Gaia reported on the UMCU annual meeting.

Minutes from February 19, 2013 – Linda Diane made a motion to approve the minutes with corrections: (Nominating Committee: corrected reference to family membership to individual membership. added the full names of the six board candidates; Update on Annual Meeting/Election Timeline: added the April 18 date of the annual meeting; Schedule Ballot Counting: deleted sentence "ballots will NOT be accepted at the annual meeting)

Keegan seconded and the motion passed 5-0-1 with Matt abstaining because he was not present at the last meeting.

L.4, L.6 – Kevin will send out electronic versions tomorrow. These will be voted on at the next meeting.

Interim GM Report – Kevin read over his report. He explained that discount coupon postcards are selectively sent and are not sent to everyone but there are extras available in the store.

Susan reported that the theme of the NCGA conference was accountability. Strategies for engaging staff and managers were discussed. Lots of information about Affordable Care Act and customer service tips.

Some board members noted that the staff is considerably friendlier lately.

Rebates – Rusty reported that we have about \$38,000 in non-qualified rebates from 2010 and 2011. We held onto money until it could be combined with larger rebate. For 2012, we made around \$100,000 in net profit, about 65% of that can go back to the members (per Rusty, the actual amount will be about 70%). Using these numbers, he reported that about \$70,000 plus the retained \$38,000 will go back to members for the 2012 rebate. Our CPA said that the rebates have to be distributed by September 15 as that is when federal taxes will be mailed in (CPA got an extension until that date).

Jeff moved to issue to the members 100% of the rebate from 2012, Matt seconded. Gaia suggested that in the future we really advertise this meeting in the store so that members know that we are discussing the rebates and can attend if they wish. The motion passed 7-0.

Jeff moved that we authorize our financial manager to release to the members the retained rebates from 2010 and 2011, Keegan seconded. The motion passed 7-0.

G.3 Directors' Code of Conduct—Gaia proposed a minor language change to the policy, to wit: In G.3.2, “tenant” should be added such that it reads “An indirect conflict of interest may arise when a director is an employee, director, officer, **tenant**, or otherwise associated with another organization that may be benefited or harmed by actions of the Board.”

Previously, Gaia had expressed concern about how board members represent themselves as “speaking with one voice” (e.g. when they are asked for interviews by media sources). Linda Diane suggested additional training at new board training; Carver has written much on this subject.

Gaia moved to add the word “tenant” as described above, Matt seconded with a friendly amendment to say “tenant, landlord”. The motion passed 7-0.

Nominating Committee – Linda Diane reported that the disallowed candidate did not pull petitions and therefore is not in the running. Another candidate, Anna Gagern has withdrawn so we therefore have five candidates. Kevin will send out an email with candidates full names. We need to find a place for candidate forum on April 10; the forum is being coordinated by Linda Diane, Keegan and Missy.

Annual Meeting Agenda – Kevin passed out hard copies of the agenda. He will email the exact language of the proposed bylaw changes as well as the pro/con arguments that were crafted.

Ballot Counting Sessions – Gaia picked three dates based on the Doodle polls. He will send them out via email.

New Director Orientation – Rebecca brought in other agenda samples and outlines for new board training. In the past, Devo Committee sent out Doodle poll of when do the general training and sent it to the candidates, asking them to hold the date in their calendar. The orientation will be after the election but before May 21 meeting.

Report from Search Committee – Rebecca moved that the board go into executive decision at the conclusion of business to discuss personnel matters. Jeff seconded and the motion passed 7-0.

Looking Ahead-- Rebecca announced that there will not be an April meeting, due to the annual meeting that week and the extra GM hiring meetings. In lieu of an April meeting, there was a request for an informal meeting to discuss staff ends and other issues for the May meeting. Jeff will send out a Doodle poll to set up the date and time.

Rebecca announced that she received an email from a UM student regarding a healthy living fair on the Diag (possibly on April 10). She said that the co-op would be present with light snacks.

Rebecca reminded us that the Board will be electing new officers at the May meeting.

Cynthia will be stepping down from the Board

Task List Review –

Jeff: Doodle for informal meeting in April to discuss staff ends

Gaia: email dates for ballot counting

Kevin: send out L.4 & L.6, send out email with full names of people running for Board, send out language for proposed bylaw changes and pro/con discussion

LDF: send minutes from Nominating Committee

Patti: G.3 changes & minutes to Amanda

For MAY: Staff ends discussion, Keegan to give report on diversity workshop, L.4 & L.6 to be approved

Future Meetings – Next meeting is on May 21.

Attendance – Keegan is having minor surgery on April 16 and may not be able to attend the Annual Meeting.

Meeting Evaluation – Next time we meet, it will be May and close to summer vacation! Nice simple meeting. Looking forward to executive session. Happy he made it here. Eager to get to executive session. Efficient, on task and focused. Moved along, got a lot done. Bittersweet realization that this will be one of last meetings. Glad to hear we are getting rebates.

Executive Session – The Board went into executive session to discuss personnel matters.

Adjournment: Rebecca adjourned the meeting at 10:10 p.m.

Respectfully submitted, Linda Diane Feldt, Board Secretary

Draft Only—Not Yet Approved