

PFC Board of Directors Meeting Minutes – May 21, 2013  
Location: St. Andrews Episcopal Church, 306 Division Street

Attendance

Board Members: Rebecca Kanner (president), Gaia Kile (vice president), Linda Diane Feldt (secretary), Jeff Tenza, Keegan Rodgers, Matthew Graff (treasurer), Cynthia Shih (arriving at 6:24 via phone), Leah Hagamen, Ann Sprunger

Lesley Perkins, General Manager  
Kevin Sharp, outgoing General Manager  
Rusty Brach, Financial Manager  
Susan Landauer, Human Resources

Patti Smith, Board Assistant, recording minutes

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

Agenda Review-- Minutes from Development Committee and Nominating Committee were not received so they were removed from the consent agenda.

Member Comments—No members were present.

Announcements, Info-Sharing, Future Scanning – Gaia shared article that he wrote about co-ops that was featured in the latest Crazy Wisdom journal. Most recent Coffee with the Board was successful--all comments from members were positive.

Consent Agenda--Removed Development Committee minutes and Nominating Committee minutes from the Consent Agenda. With those changes, Linda Diane moved to accept the Consent Agenda (containing Board minutes [3/19/13, executive session minutes from 3/19/13 and 3/27/13], committee minutes and monitoring reports [G.4 Officers' Roles, G.5 Committee Principles, L.1 Treatment of Members, L.4.9 Financial Conditions, Search Committee minutes, GM Evaluation Committee minutes]), Keegan seconded the motion which passed 6-0.

(At this point, the Board called Cynthia on a cell phone and she attended the meeting via speaker phone from this point onward.)

M.3 Keegan explained his concerns; the Board will review Keegan's proposed changes and approve at next meeting. Linda Diane moved to approve monitoring report. Gaia seconded. Final vote was 6-0-1, Matt abstained.

GM Report – The Board thanked Kevin for his service. Lesley brought hard copies of her report to the meeting and read it over for the Board.

In answer to question from a Board member, Lesley indicated that the additional tables in front of the co-op are ours; she is dealing with the smoking issues surrounding the new tables.

Quarterly Report – Rusty said that for the first quarter sales were 2 ½ % above same period as last year. The margin and labor costs ate into the total; the margin is lowest it's been since third quarter of 2010. April wasn't the greatest month but wasn't in the red. Lost \$15k for the quarter.

Search Committee: Rebecca thanked Matt, Cynthia, Rusty, Kevin, Susan for their work on the Search Committee. LDF stressed that it's up to the Board to make sure Lesley succeeds.

Staff Ends -- Linda Diane & Keegan got feedback from Susan and Lesley on the proposal put forth by Board Development Committee. Linda Diane thanked Susan for her rewrite; Keegan agreed.

Linda asked for input from the Board which yielded the following points:

- CDS has shown resistance to the rewrite of the proposal, to wit: management prefers limits that are simply stated as opposed to ends that are difficult to respond to or to evaluate.
- Some Board members were in favor of the positive statements made in the proposed Ends policy. But the Board is here to do oversight work and not activist management.
- Given the recent CBLD training, some members were not sure how we should move forward with the new policy.
- At least one Board member wanted to discuss the policy further before voting.
- The feedback from the staff was that the Ends statement should be made smaller and simpler.
- Other Board members wanted to hear CDS' full position on the statement and would like to hear how other co-ops have dealt with their ends statements. It was brought up that CDS had said that "no other co-ops" have staff ends statements but Gaia pointed out that Oryana does.

As a result of this discussion, Linda Diane proposed that the Staff Ends work product be voted on at the June meeting. Gaia seconded. Final vote: 5-1-1 with Rebecca voting no and Jeff abstaining.

Annual Meeting & Election—Evaluation of Meeting, Certify Election, Install New Members, Recognize Departing Members:

Evaluation—Great location, great food, room looked beautiful, presentation was good, Linda Diane heard from several members about how happy they were with the meeting

Certify Election Results/Install New Members--Final results from the election were as follows: 901 valid ballots were cast, exceeding the 775-quorum requirement by 126. The vote totals were: Ann Sprunger 610 votes, Matt Graff 575 votes, Leah Hagamen 574 votes, William Purves 402, James Bates 209. As top three vote getters, Ann, Matt and Leah will serve on the Board.

Linda Diane moved to accept the election results, Jeff seconded and the motion passed 7-0.

Also passing were: amendment to bylaws Article 5.5, Article 12.1, Article 13.2, Article of Incorporation I.

Recognize Departing Members—Board thanked our outgoing members for their service and dedication.

Election of New Officers: Cynthia moved to accept the slate of: Gaia as president, Rebecca as vice-president, Keegan as secretary and Matt as treasurer. Ann seconded and the motion carried 7-0.

Receive Conflict of Interest forms: Keegan and Cynthia need to get their conflict of interest forms into Patti.

Rebate task force: We have three years of rebates to deal with and they must be in the mail by mid-September, hence this task force. Matt will act as chair with Rusty, Ann, and Leah serving as members of the committee.

Change signers on bank account -- Resolution: To add Lesley Perkins, in her role as General Manager, as a signor to the food co-op bank account.

Matt moved to accept this resolution, Keegan seconded, and the motion passed 7-0.

Conference Reports -- Rebecca did a write-up on NCGA conference and read over the highlights. Lesley shared her very positive experiences.

This past Saturday, five Board members and Lesley went to the CDS conference in Mt. Pleasant. Lesley and the Board members in attendance shared some things they learned.

The CCMA Consumer Cooperative Management Association conference is upcoming, food co-ops from all over the country come together. It is in Austin this year and Keegan will go on behalf of the Board. Lesley will also go.

Meeting Structure-- Rebecca suggested spending part of Board meetings having a strategic discussion, i.e. what to do with investment/money, expansion, etc. Previously, between 30-60 minutes were allotted for strategic discussion; however sometimes this time turned into time spent getting to know each other as a board rather than discussing pertinent issues.

Looking Ahead—In July, the Board needs to approve committee charters, approve annual board cycle, continue the ends policy discussion and consider the proposal, approve language change of M.3.4, sign up to synthesize policies, present the diversity report, sign up for Coffee with the Board (and discuss if we should we do it more frequently?), discuss the rewrite of M.2

Task List Review— All Board members need to review M.3 synthesis, Patti needs to send amendment/bylaw changes to Angela, Rebate Task Force needs to meet, Keegan

will forward his Staff Ends information to the Board (Keegan, LDF, Gaia may meet about this issue as well.)

Future Meetings – Next meeting is on June 18<sup>th</sup>

Attendance – Matt will not be at the next meeting

Meeting Evaluation –

- Wasn't sure what to expect, went well, interesting
- Good meeting, sad to see Linda Diane and Jeff leave the Board but glad to welcome Ann and Leah
- Lesley did a great job on her first report
- Nice to appreciate outgoing Board members
- Lesley did a great job of communicating her report
- Well run meeting
- Thanked Rebecca for her service
- Will bring my own fan next time
- Thanked Gaia for stepping up to be president
- Great to see new things happening
- Thanked Rebecca for her facilitation
- Nervous about giving report, will learn more each time
- Liked facilitation and admired how the issues were dealt with so gracefully
- Meet the Members instead of Meet the Board
- Glad she could participate remotely

Adjournment: Rebecca adjourned the meeting at 8:35

Respectfully submitted, Linda Diane Feldt, Outgoing Board Secretary and Keegan Rodgers Incoming Board Secretary