

PFC Board of Directors Meeting Minutes – June 18, 2013

Location: /sh/aut at Braun Court

Attendance

Board Members: Gaia Kile (president), Rebecca Kanner (vice president), Keegan Rodgers (secretary), Leah Hagamen, Ann Sprunger

Absent: Matt Graff (treasurer), Cynthia Shih

Lesley Perkins, General Manager
Rusty Brach, Financial Manager

Patti Smith, Board Assistant, recording minutes

Call to order – at 6:15 pm by Gaia Kile

Agenda Review – Staff Ends should be listed as discussion and Committee Charters should say Committee Chairs and Assignments. Gaia added a discussion item that we discuss replacement of Cynthia. Rebecca asked that the GM Evaluation Committee Minutes be removed as they were inadvertently sent out this month. She also suggested that we just sign up for Coffee with the Board instead of discussing adding more dates.

Member Comments— no members present

Announcements, Info-Sharing, Future Scanning – Ann and her husband and visited the PFC out in Kalamazoo and she shared some of her impressions of it, most notably how they asked customers if they are an “owner” rather than a “member”. On Friday night, Rebecca helped table at the Green Fair. There was a nice turnout and Keegan’s cookies were extremely popular. Rusty is researching next point of sale system for the co-op and has met with much cooperation from other co-ops.

Consent Agenda—The minutes from the May meeting were on the Consent Agenda this month but Rebecca had an addition to it so we removed the minutes from the Consent Agenda.

Minutes from May meeting – Rebecca added the specific committees that provided minutes and Leah noticed a small date error that said June’s meeting on the 19th instead of the 18th. Patti made these additions and the date change.

Rebecca moved to accept the minutes with these additions and changes, Keegan seconded, and the motion passed 5-0.

M.3.4 Delegation to the GM – Keegan explained his concerns regarding this policy and his proposal for changes to 3.3, to wit: using any reasonable interpretation of the Board’s Ends and Executive Limitations policies the General Manager is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. The Board may change its Ends and Executive Limitations policies. But as long as any particular policy is in place, the Board will respect and support the General Manager’s choices.”

Rebecca offered a friendly amendment to make this wording a part of 3.4 and to leave 3.3 as is. Keegan accepted this friendly amendment. Rebecca moved to accept the proposal with the friendly amendment, Ann seconded and the motion passed 5-0.

M.2 Accountability of General Manager & M.4 Monitoring General Manager Performance

– The GM Evaluation Committee modeled their proposed changes of M.2 on other co-ops and simplified the policy language. Gaia moved to accept the proposed changes to M.2, Keegan seconded and the motion passed 5-0.

Rebecca asked that M.4 be addressed at next month's meeting.

GM Report – Lesley asked if anyone had any questions on her report. She discussed concerns that sales remain flat as this is a “warning sign” to be investigated and acted upon. Lesley has been auditing things as she goes along, including personnel (job descriptions, staff satisfaction, etc.). The Operations Manager position was eliminated and she is splitting up the work between two main functions which were facilities management and then supervising front end cashiers. Some of front end manager work has been given to another staff person. The facilities management will be handled by maintenance/janitorial staff. Lesley explained the need for a new point of sales (POS) system. Rusty is researching systems and they are looking at two at the moment. Ann asked Lesley to include information about deferred maintenance in her future GM reports.

Food Hub – Lesley confirmed that everyone had received her memo regarding her decision to not lend the money to the Food Hub at this time. Lesley met with Kim Bayer and let her know that we would still like to be involved but cannot commit to a loan at this time.

Hot Bar – The need to improve the hot bar has been around for a long time. Lesley had the staff provide her with past documents regarding this issue so she could familiarize herself. There are three components to this issue: the hot bar itself (Lesley wants to keep the same footprint size; can't make it bigger because it would impede wheelchairs), the merchandise in the back corner near the kitchen door needs to be shifted somewhere else (it is a profitable corner) so that a salad bar can go there, the juice case and high top table space would become an extension of the “grab and go” refrigerator section. The \$30,000 price quoted in her report represents the cost of only the hot bar; her thinking is that we would start with the hot bar and then move to other improvements. However, she would like approval for \$50,000 in case she is able to get a quote that would improve all three of the components (the hot bar, the salad bar in the back corner and the expansion of the grab and go section) at the same time. She is currently awaiting a final price quote for all three improvements.

Rebecca moved that the Board authorize up to \$60,000 towards hot bar improvements, Keegan seconded and the motion carried 5-0.

CCMA Report and Diversity – Lesley and Keegan shared their experiences at the Consumer Cooperative Management Association conference.

Keegan talked about diversifying our membership and Board. Right now, the Board looks like our members. Rebecca suggested that the Nominating Committee and the

Member Community Linkage Committee should look into these issues. Keegan suggested that the Development Committee also could be involved. The outreach department could also help. There could also be a diversity affinity group (similar to the senior affinity group). Possible places for outreach include churches and housing co-ops.

Committee Chairs and Assignments – Gaia moved that Committees have the following members/chairs:

DEVO: Keegan (chair), Patti, (Matt)
MEMBER: Keegan, Cynthia, Rebecca (Chair)
NOM: Ann (chair), Leah, Patti
FIN: Matt (Chair), Cynthia, Gaia
GM EVAL: Matt, Gaia (Chair), Rebecca , Ann
KING task force: Leah (Chair), Rebecca

Keegan seconded and the motion passed 5-0.

If a committee is going to change a charter, the chair should notify the Board.

Staff Ends – Keegan reviewed the history of the changes to the staff ends policy. Keegan said that they are going to propose the wording that Susan suggested as put forth in Item G of May's meeting:

We will be an exemplary employer:

1. By creating a work environment where creativity, innovation, initiative and responsibility are recognized.
2. By considering that accountability, respect and responsibility will be a two way street between management and staff.
3. By our staff being empowered to fulfill PFC ends within Co-Op values and culture. PFC staff, the General Manager and the BOD will work together to further PFC goals, each bringing their own areas of experience and skills.
4. By ensuring our staff feels welcomed, supported and safe. Our staff will know they are in an environment of growth and learning; both personal and professional.
5. By setting wages and benefits as priorities to achieve a livable wage that is balanced with sustainability as an employer and successful business.

Discussion revolved around:

- Defining what a livable wage is and how that term was deliberately left undefined
- What can we put into limitations and what could we leave in staff ends
- That a statement of diversity was considered but ultimately decided that this is an operational issue
- Arguments in favor of ends policy include the fact that is not written in negative terms as the limitations policy is, it is very important to say that we value our staff

Gaia suggested that we form a temporary committee to take these discussions and continue work and Keegan seconded. The motion passed 5-0 and Keegan agreed to be chair, Ann will help.

This group will put together a proposal for staff ends policy and bring it to the Board for approval. Rebecca would like it to be consistent with the existing ends policies (i.e. don't contradict anything that is in there now).

Rebate task force -- No report. Ann said that they are meeting on June 19 and there will be a report at next month's meeting.

Housekeeping Matters – There are three Google groups that Board members are part of. One is Board only, one is Board and GM and one is Board-GM-BA-CDS. Gaia is going to send out a test message to the Board only and the Board-GM lists just to make sure that everyone is on these lists.

2013-14 Calendar – GM Eval Committee discussed having quarterly check-ins with the GM in July, October, January and April recommended by Rebecca. At some point in the year we should talk about electronic voting, so we will add that to calendar so that it ends up on agenda. Need to set a retreat date, it would be great to have that date set before we put out the calendar so that new members can know when it is (Keegan will work on this). Also would be nice to have some outreach events on our calendar, Huron River Day, member appreciation days, Green Fair, Homegrown Festival.

Sign Up for Synthesizing Policies – Patti sent around the sign-up sheet.

Sign Up for Coffee with the Board – Rebecca sent around the sign-up sheet.

Member Community Linkage Committee will look into getting name badges for Board members for these events.

Looking Ahead – Next month we will have a report on L.5 from Lesley and the synthesis of G.6 from the Board. We will also discuss possible changes to M.4 and possibly expanding Coffee with the Board (with possible name badges). The rebate task force will also have a report.

Task List Review -- Keegan ~ email Board with retreat date proposal

Ends Committee ~ Meet

Lesley/Patti ~ Follow up with Angela re: changing emails (so pres@ goes to Gaia, etc)

Lesley ~ Add outreach list to report next month, add deferred maintenance info to report next month

Patti ~ Get changes to M.3.4 t website and update the date changes were made, same for M2, email charters to Angela, add dates to Board calendar

DevComm ~ Discuss/plan retreat

Future Meetings – Next meeting is July 16.

Attendance – Matt and Cynthia were not present. Cynthia has indicated that she will be stepping down. Board members should start thinking about candidates to fill this seat.

Meeting Evaluation –

- enjoyed discussion on diversity discussion and the follow up, enjoyed staff ends discussion as well
- glad to be back in this space even though it may not be permanent (Patti and Gaia will work on finding a permanent spot)
- covered a lot of territory, felt a little fragmented personally
- some things were handled very efficiently but near the end things seemed to take a longer time than we expected
- liked staff ends and how we handled it, could have stayed on time limits a little bit better
- enjoyed being a member and not running the meeting, would like to have name of report writer on reports.
- get in the nitty gritty during the month but board meetings pull everything together into the bigger picture
- it is hard to maintain energy for Board meetings, appreciates Rebecca's detail oriented.

Adjournment: Gaia adjourned the meeting at 9:05.

Respectfully submitted, Keegan Rodgers, Board Secretary