

PFC Board of Directors Meeting Minutes – September 25, 2013

Location: /sh/aut at Braun Court

Attendance

Board Members: Gaia Kile (president), Rebecca Kanner (vice president), Keegan Rodgers (secretary), Matt Graff (treasurer), Leah Hagamen, Ann Sprunger, Vanessa Marr

Lesley Perkins, General Manager

Rusty Brach, Finance Manager

Patti Smith, Board Assistant, recording minutes

Linda Diane Feldt, member-owner

Mae Newberry, member-owner

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

Agenda Review – Rebecca added a discussion about the development committee's proposal regarding the structure of upcoming retreats

Member Comments— Linda Diane talked to the Board about staff ends, which is an issue the Board has been working on for several years. She encouraged the Board to adopt an ends policy as quickly as possible.

Announcements, Info-Sharing, Future Scanning – Rebecca made a spreadsheet of outreach opportunities. When things come up, she will alert the Board in advance. Great Lakes Co-Ops are having their meeting here in late October.

Consent Agenda— The Linkage Committee Minutes and Minutes from the August meeting were on the consent agenda this month. Matt moved to accept, Keegan seconded and the motion carried 7-0.

G.9 Board-Member Communication – Two people wanted to revise the policy (Leah and Ann). Leah was concerned about publishing the agenda and was unaware that the agenda was published on the board in the store. The general consensus was that the agenda should be on the website as well. It was also suggested that the information be put on social media (i.e. minutes are now available, agenda is now available, etc.). With these issues being addressed, the policy does not need to be changed.

There was a question about how a Board member would document his/her conversations with individual members (i.e. when a member inquired about how to get Board more involved with Tilian Farm?) One way is to put the issue on an upcoming agenda or give feedback to GM and she can include it in her report.

Rebecca moved to accept report with need to revise policy changed from “yes” to “no” (the policy will not be revised), Ann seconded and motion passed 7-0.

GM Report – Lesley read over her GM report. Sales remain flat; a 4% or more increase would represent uptick. She highlighted outreach plans and a redesign of our website so that member-owners can “opt in” by providing their email address (which we will need for

e-voting). She also described the procedure by which the new hot bar will be installed. She also thanked Rusty and Kevin for their help with the rebate checks. In addition to the trainings listed in the report, there will also be trainings for kitchen staff.

Meeting Times/Picking Annual Meeting Date – The co-op meetings will now meet on third Wednesdays of the month at 6:15. Our next meeting will be October 16. We are looking at between April 22-30 for the Annual Meeting. We will hopefully have it at Cobblestone again.

Ends Strategic Discussion – Important to have language in user friendly terms (not “insider” language). There was some discussion about having prices be as low as possible. There was a question as to how one measures “satisfy customer expectations” as each member has a different expectation. “Set, manage and respond to customer expectations” may be a better way to put it.

Renew CBLD contract – It time to renew the contract. Discussion points:

- Use of CBLD: Currently, Lesley does not have weekly contact with them but has the ability to do so; Gaia and Rebecca are in monthly communication with them. The staff does have the ability to call and has done so on occasion if they have a question.
- CBLD staff are national experts on co-op issues. Important for co-ops to support programs such as this and they can be compared to insurance—may not have to use every single part of it but it is important to pay into it.
- Questions included: What is formula they use to come up with their fee? Are we using them at that level? Are we getting a reasonable return on our investment? Are we getting full benefit? If not, should we be taking more advantage of them than we are?
- A question was asked regarding if there was information that we could be getting without cost from CGBA instead. CGBA is professional organization; CBLD is consulting organization which seems to have more focus on board leadership development.
- Cost was also an issue. Gaia can talk to them and express our concern about how expensive it is and how they arrived at that figure.

Rebecca moved that the Board approve the CBLD contract, Matt seconded and the motion passed 7-0.

Choose Auditors – Matt reported that he and Rusty talked about this issue. They do not want a full independent audit for the coming year as we just had one last year. The past practice is to have a review wherein the auditors do an analytical review of our numbers and not a full audit. Matt and Rusty recommend that the Board engage our usual auditors for a review of 2013 numbers. (Note: this recommendation reflects the discussions of Rusty and Matt and not the Finance Committee entire.) Matt moved that we engage Wegner CPAs, LLC for a review (as opposed to a full audit) of our 2013 finances, Keegan seconded and the motion passed 7-0.

Development Committee Plan – Reviewed the Development Committee Plan from July 16. One Board member expressed an interest in still having a longer meeting at some point and also to not have the retreats on Saturdays. Keegan will look into space for the November 16<sup>th</sup> retreat.

Committee Expenditures – The Board will discuss this next month. Matt will send out a message to the chairs of committees to let them know what information they need to get to him.

Plan Member Drive – This is an outdated agenda item that should have been taken off the calendar. Gaia moved to remove this item from the annual calendar, Keegan seconded and the motion passed 7-0. Patti took it off the calendar. Membership drives will just be part of every outreach activity.

Looking Ahead – L.9 (Gifts to the Co-Op) report from the GM, Board analysis of G.7 (Board Meetings) and M.4 (Monitoring the General Manager Performance), set board budget (Finance Committee), committee expenditures, GM check-in.

Task List Review – Patti will try to find the dates of when upcoming member surveys are to be done, will get agenda to Rusty to put onto website in advance of the Board meeting, talk to Kevin about getting information onto social media (i.e. minutes are now available, etc.) and also about publicizing our new meeting date (include a notice that the handicap accessible ramp is to the right of the building and goes around the back). Patti will also send a list of future Board meeting dates and will send a list of committee descriptions and members to the Board. Patti email Keith to make sure that /sh/aut space is available for our new meeting date. Patti will try to find out the history of “plan member and outside input” and “plan outside input”.

Matt will send a message to committee chairs to communicate what he wants as far as expenditures.

Rebecca will do the synthesis of G.7 and Gaia will do the synthesis of M.4.

Finance Committee will meet about the board budget.

Gaia and Lesley will work out the “GM Check In” for next month, possibly with the help of the GM Eval Committee.

Future Meetings – Next meeting is **October 16<sup>th</sup>**!

Attendance – No issues.

Meeting Evaluation –

- Great to be at full strength again with all seven people here
- Really liked expanded GM report
- Excited about new Board member, Vanessa
- Thanked Patti for help
- Happy to be on the Board, especially Keegan for getting her on Board and for Ann for the training
- Great conversation
- May want to expand some of the agenda items to 7 minutes

Adjournment: Gaia adjourned the meeting at 8:10pm.

Respectfully submitted, Keegan Rodgers, Board Secretary