

PFC Board of Directors Meeting Minutes – February 26, 2014

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
Kevin Sharp, Outreach/Marketing
Rusty Brach, Finance Manager

Patti Smith, Board Administrator, taking minutes

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

Agenda Review – Rebecca asked that we add an item regarding board candidate recruitment.

Member Comments — No members were present.

Announcements, Info-Sharing, Future Scanning – Matthew praised the Elders' notes. Rebecca reported on the Coffee with the Board. There was an equality cabaret that featured three former or present board members (Vanessa, Cynthia Shih, Chris Good). Keegan has been getting CCMA reminders and he will start forwarding those on.

Consent Agenda — This month, the January minutes were pulled from the consent agenda for minor changes that were found by Rebecca. The Ken King Committee minutes remained on the agenda. Matthew moved to accept the agenda, Keegan seconded and the motion carried 7-0.

January Minutes – Changes to be made: add the word “staff” to Garrett’s name, add the time that we adjourned and that the Board unanimously agreed to go into Executive Session. These changes were made, Rebecca moved to accept the minutes, Keegan seconded and the motion carried 7-0.

M.2 Support to the Board – Keegan reiterated that he had a hard time understanding M.2.1 and that it should be reworded for easier understanding. However, we changed it fairly recently and he is willing to wait on revision. Rebecca moved to wait on revisions and to accept the report at this time, Gaia seconded and the motion carried 7-0.

GM Report – There was one question on the report that Lesley submitted. Rebecca inquired about training and Lesley confirmed that the training was happening at WCC. Lesley brought a color picture of what the new countertops will look like. Keegan moved and Ann seconded to approve Lesley’s report and the motion carried 7-0.

L.8 Communication and Support to the Board, L.2 Treatment of Staff, L.7 Compensation and Benefits, L.4.9. Financial Conditions and Activities – Lesley made the corrections to L.8 and resubmitted the report. Matthew moved to accept the report and Keegan seconded. During discussion, Rebecca questioned saying in L.8.1 that the monitoring

reports were on time when some were not; the untimely reports were L.4, L.6, L.8, & Ends. Matthew made a friendly amendment to change the answer from “yes” to “no” regarding these reports and Keegan accepted the friendly amendment. The motion with the friendly amendment carried 7-0.

Gaia brought up section L.2.6 regarding GM not discriminating against anyone expressing “ethical dissent”. He felt that Lesley’s report indicated that there was no dissent at all when she said “I know of no complaint or instance of ethical dissention during the previous 12 months”. Everyone agrees that there was no discrimination against the staff but there was dissent. Lesley agreed to change the wording to say “there was no discrimination against any staff member for expressing ethical dissent.”

Keegan moved to accept the report with the change delineated above and Vanessa seconded. During discussion, Ann asked if anyone assessed the compliance and competence of the training component as described in L.2.13. Lesley explained that the option was available to staff and they could use it if they desired. Rebecca suggested providing a list of trainings that happened in future reports. Rebecca also inquired regarding the employee handbook. The motion to accept L.2 with the change passed 7-0.

Regarding L.7, Keegan commented that Lesley and Susan did a phenomenal job on figuring out the health care changes and thanked them for their hard work. Keegan moved to accept the report and Gaia seconded. During discussion, Rebecca said that the word “interim” should be removed in regards to the GM on page four and on page two it should say “all PFC staff” instead of “all remaining PFC staff”. There was some discussion of full time one vs. full time two. Lesley will email a definition to the board as well as a breakdown of how many employees there are in each category. The motion, with the changes above (as friendly amendments), carried 7-0.

Regarding L.4.9, Rebecca asked if Rusty could do a short tutorial on these reports at some future meeting. Matthew moved to accept this report, Gaia seconded and the motion carried 7-0.

Finance Committee Discussion – Matthew asked Rusty for more specificity on the numbers—where are we solid, where do we need help? We want Board to feel comfortable and to understand how we measure stuff, what are important metrics, what should be reported, how reliable measures are and if we should continue measuring things in the same way. There was some general discussion as to these issues but they will ultimately have to be decided collaboratively between Rusty and the Finance Committee.

Ends Report – Gaia pointed out that E.5 is so recent that it really isn’t under discussion until next year. There was a small typo in E.2. c/d, “tro” should read “to” and in E.1.a, “bad” should read “back”.

Rebecca asked how groups are being encouraged to use the café to meet up (per E.2. c/d). The MeetUp.com website has resulted in at least one group using the space. We also spread the word through word of mouth. Future plans include spoken word events, live music and staff art shows.

Rebecca requested a report showing the classes that have been taught this past year as well as number of attendees. This type of information could be included in E.4.

Ann asked for the name of company that does independent research as referenced in E.1.b. It is called "How Good".

Ann suggested that we add the use of bulletin boards to E.4.c. Keegan added the posters that we put up in the front window should also be included.

Gaia moved to accept the report with the changes delineated above, Keegan seconded and the motion carried 7-0.

Board Recruitment/Nominating – Gaia and Vanessa have submitted their paperwork. No one else has submitted paperwork as of today's date (the deadline was Monday). Kevin said he would need to know no later than the second week of March so that information can be published and ballots created. Rebecca moved that we extend the deadline to apply to run for the board until March 10, Keegan seconded and the motion carried 7-0.

This extension will be publicized on social media.

E-voting/Survey Monkey – It costs about \$1900-\$2000 to run the election as we currently do it—printing ballots and newsletters.

Rebecca asked for some direction on the issue: does the staff/operations/IT person handle it after board says go ahead or does the vice-president (who is in charge of elections) go ahead with support from the board?

Issues:

- Board needs to agree on a company to use
- We need feedback from their co-op customers
- Either place can set up the system in seven days

Concerns that were raised were the security of the vote and that voting will happen anonymously. Concerns of voter fraud were raised.

A straw poll was taken to see who thinks the Board should work on the issue (i.e. as a task force or otherwise on its own), who thinks the matter should be turned over to the staff to handle and who was neutral. The results were mixed with most favoring having the staff handle issues. The issue of having the e-vote this year vs. next year was also brought up.

Rebecca proposed that we come up with a task force comprised of board members and staff members. The task force will work within the next couple of weeks and make a decision as to when to have the e-vote (this election or next year), who (staff/board) should decide what company to use and how to implement the e-vote. Keegan seconded and the motion carried 6-1 with Gaia dissenting because of reasons he stated above (regarding security and voter fraud). The members of this committee are Ann and Kevin.

Looking Ahead – Next month will include reports on 4.1-8 Financial Conditions and Activities and L.6 Asset Protection. There are also various financial reports to be included but those are dependent upon whether or not the Wegman report is completed. The Board will also synthesize G.3. There should be a report on the annual meeting and elections and a plan made for new director orientation. The Finance Committee notes will be on the Consent Agenda.

Task List Review – Gaia to synthesize G.3 for next month's meeting. Patti to send information, including minutes, to Rusty for website. Lesley will email the Board with information about full time 1 and full time 2 employees and numbers for each. Rusty will, at some point, do a tutorial on L.4.9 (perhaps Gaia, Matt, Lesley and Rusty will meet in advance of this). Ann will spearhead the E-Vote Task Force; Lesley will decide who to email on staff regarding this group.

Future Meetings – Next month's meeting will be on March 19.

Attendance – No issues.

Meeting Evaluation –

- Amazingly aggressive agenda and Gaia did a great job of facilitating
- Did a great job getting through agenda
- Would be helpful to have policy along with the policy report
- When people have material, get it to Patti and Gaia in a timely manner (not to the whole list)
- Action packed meeting
- Moved through agenda well
- Should have handed off facilitation
- Should have made minor changes to reports/minutes prior to the meeting and save substantive changes for the meeting

Executive Session – Gaia moved to go into Executive Session to discuss personnel issues and GM Evaluation. Matthew seconded and the motion carried 6-0. (Prior to the voting on this issue, Board Member Vanessa Marr became ill and had to leave). The Board then went into Executive Session.

Adjournment: Gaia adjourned the meeting at 9:55pm

Respectfully submitted, Keegan Rodgers, Board Secretary