

PFC Board of Directors Meeting Minutes – April 15, 2015

Location: St. Andrew's Church, Division Street

Attendance

Board Members: Gaia Kile (president) arriving at 6:25pm, Vanessa Marr (vice-president), Keegan Rodgers, Ann Sprunger, Rebecca Kanner (secretary), Leah Hagamen

Lesley Perkins, General Manager
Lori Crall, Customer Service Manager
Rusty Brach, Finance Manager (arriving at 7:40)
Susan Landauer, Human Resources Director
David Hall, Outreach and Education Coordinator

Devin Leatherman, member-owner
Lisa Snapp, member-owner
Ann Rodgers, member-owner
Pat Rodgers, guest
Bruce Curtis, member-owner
Anna Vockel, member-owner

Call to order – As Gaia was not yet present, Vanessa called the meeting to order at 6:17.

Agenda Review – Rebecca added 5 minutes to the ad hoc Eden Food for a total of 10 minutes.

Member Comments — Lisa Snapp spoke on behalf of ad hoc Eden Food committee, stating that the members of the committee believe that the issue of signage regarding the boycott is a policy issue and thus in the purview of the board. Therefore, it is within the board's power to direct the GM to post signage as approved by the board, and to be posted next to the Eden Foods products. The committee believes that this matter is consistent with the ends policies (E.2.d.).

Announcements, Info-Sharing, Future Scanning – Vanessa thanked everyone for attending the Meet the Candidates event on Sunday. Some noted that it was a little hard to hear at times. Rebecca received some feedback that it might be more helpful to have an actual forum in the future. This Saturday, April 18 at 8:00pm, Charlie King is coming to town for a fundraiser for ICPJ at the Church of the Good Shepard on South Industrial. In the past, the co-op has supported his concerts. This weekend is member appreciation weekend at the co-op!

Consent Agenda — The March meeting minutes and the Finance Committee meeting minutes were on the Consent Agenda. Rebecca moved to accept, Ann seconded, and the motion carried 6-0.

G.4 Officers' Roles – Ann indicated that she wasn't sure what people were responding to when they commented that the policy was "long". Her thought was that the policy doesn't indicate how the officers communicate and interrelate. She was not clear on what the language changes should be and that there should be a discussion before any changes were made. There was agreement that issues of group processes and communication (both in meetings and between) need to be discussed in relation to this policy and other policies. This would be a good retreat topic. Rebecca moved and Keegan seconded to accept the report, and the motion carried 6-0.

GM Report – The rCredits' electronic process is working fine; sign up has been a little slow. Lesley is going to do another round of press releases. Ann asked about the nationwide decrease of sales at co-ops (per the NCGA conference that Lesley went to); was there any discussion about co-ops that are not seeing declines? There was not much discussion on how and why non-declining co-ops are succeeding. Lesley explained that she said that the decline was because of Lucky's was based on research done by other co-ops that have Lucky's in their area and research done by Rusty.

Rebecca asked about the drop in the bulk sales -- is this attributable to the Tuesday bulk discount? The bulk buyer left, which caused disruption and led to the Tuesday discount. The belief is that people who were already buying got the discount. There are discussions about whether or not to continue this discount. Also, a new bulk buyer has been hired.

Lesley explained that sales may have dropped because of the spring home game and the Hash Bash because people avoid downtown because of traffic and parking issues.

L.1 Treatment of Members– Under L.1.2 there was a typo that said "al" instead of "all". There was a question about why social security numbers were being asked when you bought a share in the co-op; this is because one needs a unique identification number because one is buying part of a company. It is required by the state, but no one is forced to give it and one can use a driver's license or state ID number.

Keegan moved to accept the report, Vanessa seconded, and the motion carried 6-0.

Policy Reboot of M.1, M.2, M.3 – Keegan reported the notes from the retreats. Rebecca was unclear as to what the changes were. Per Keegan, the discussion indicated that M.1 did not need to be changed; however, there was dispute about whether or not this was true. The discussion of changes to M.1 will take place at a later date. It was also noted that M.3.3 should actually say M.3.1 because the original M.3.1 and M.3.2 were eliminated. The matter of M.3 was also delayed.

Rebecca requested that the language in M.2.2 read "her or his". It was decided to change the wording to say "the evaluation". Keegan agreed that future reports should include what the actual changes will be.

Rebecca moved to approve M.2, Ann seconded, and the motion carried 6-0.

Ad Hoc Eden Foods Committee Follow Up – The committee is working on putting together language for the petition (petition goes to GM, and then 45 days to get the signatures). Right now, they are looking to have signatures gathered electronically.

Discussion about electronic signature gathering:

- How do you authenticate? If it follows same security methods as voting, then that would be acceptable. There would also be a method for gathering handwritten signatures as well.
- It was suggested that someone write up a procedure of how this will be handled, so that everything is transparent and a protocol is established.
- Regarding costs of the matter, it was noted that there are free online petition websites, such as I-Petition.
- Is there anything in the policies or bylaws that would say that electronic signatures are not acceptable? The policy does say that member must print legibly her/his name, member number and date and then give their signature. This can be changed at a meeting or interpreted to allow electronic methods.

Rebecca moved to accept an electronic petition (in addition to written petition) and Ann seconded. Discussion: Concern that we know that the signature is valid (that the person is who they say they are). Rebecca clarified that the member number would be part of the signature. The motion passed 6-0.

The committee also discussed whether to place signage regarding the boycott near the Eden Foods products. The committee believes that it is a policy matter (that it should be placed), not an operations matter (how to place), as consistent with Ms. Snapp's statement earlier.

Discussion about signage:

- Is the signage a policy issue or an operations issue? Opinions for both. Policy indicates that the board shall have the ability to communicate to the members, and this is a form of communication, but it is not spelled out *how* the board will communicate. One opinion was that the board has access to the resources of the co-op to communicate. It was noted that communicating with members is one of the biggest jobs of the board, and this has not been handled well so far.
- Another opinion was that putting signage on the shelf is store territory; putting on the bulletin board is fair game.

- Ms. Snapp said to have it near the products to be the most straightforward way to communicate and that the board has it in its authority to order that.
- It was agreed that general signage is part of day-to-day operations.
- Some felt that a precedent was being set. If the signage was put by these products, what other products would get signage? In response, a board member said that a movement around this issue already exists and that is why signage would be there for that particular product.

Rebecca moved that a sign regarding this issue go on the bulletin board in the co-op (contingent upon approval of the language), Vanessa seconded, and the motion carried 6-0.

Rebecca moved that the ad-hoc committee will draft language regarding the boycott and submit it to the board over email for their feedback and approval, and allowing the Board veto power, Ann seconded. Discussion: Ad-hoc committee should look at the language that the NCG has already drafted. The signage should indicate that the Board is the driving force (not Lesley, not the co-op). The motion passed 6-0.

Replacement of Board Member – Vanessa is stepping down as April 30. The Board must begin the process of selecting a replacement. Gaia suggested that the post-election Board handle this, but the process can begin now. The Nominations Committee led the process last time. Ann already has names. Please let her know if you have any suggestions.

Rebecca moved that the Nominations Committee handle the process and bring a name to the Board, Gaia seconded, and the motion carried 6-0.

Finance Committee Recommendations – Matthew was not in attendance, so this matter was adjourned.

New Board Member Orientation-- Keegan has not received positive responses from people regarding going to CBLD (for sure, two candidates cannot attend). CBLD does have an extensive video library that we can access if people can't attend. Keegan wants to hold off making plans until he knows whether or not he is re-elected as he doesn't want to make people do things his way if he won't be around. Rebecca indicated that she could conduct an orientation, working with Ann. They will wait until after the election to solidify plans.

Election Update/Annual Meeting – First round of ballot counting is tomorrow evening in the basement of the co-op. If the area is too noisy, Lesley's office can be used.

Gaia expressed an objection to how the paper ballots; he is always concerned about the paper option not being available and in particular that paper ballots were not sent with election announcements. His presumption was that paper ballots would be sent out, not

that one had to come to the store and vote by paper ballots. Ann said that the Board agreed that paper ballots would not be sent, but that we would send paper ballots if someone requested one. That said, the notice that one can request a paper ballot should be clearer next year.

There was some discussion as to how to address member additions to the agenda. Previously, the vice-president has addressed them, explaining who to contact or responding in an otherwise appropriate manner.

Lesley requested that the Board members write small write-ups about their time on the Board. Please email her within the next couple of days.

David talked about the Kalamazoo food co-op's meeting. Over 200 members attended and it was held on Saturday evening, with definitely more of a "party" atmosphere that also allowed for the conducting of business.

Visioning – There was discussion about what we want from the annual meeting—how can and should the board connect with membership? Some older members want to volunteer and be involved whereas younger members don't seem to desire that. Having a clear vision on where the co-op is going would be a great start and this comes from the Board. Lesley spoke about the changes that have been made at the store to achieve a positive, fun workplace and shopping experience.

Calendar Check-In – CBLD training is May 16. Please let Keegan know if you want to attend.

Looking Ahead – L.4.9 report by Lesley, EBITDAR, G.5 by board (Gaia synthesizing), check in with the calendar and make any necessary changes, board retreat, install new directors, elect officers, fill out conflict of interest forms, Finance Committee recommendations regarding financial reports.

Task List – Patti will get the M.2 policy changes and the approved March minutes to Lesley. Keegan will do more research on the M.1 and M.3 policies and report back and re-send the Doodle report to set up a board retreat date. Please think about running for office, as those elections are in May. Please promote the annual meeting celebration on social media. Also, if you would like to write a note for the annual meeting, please get it to Lesley before Friday.

Meeting Evaluation:

- Feels like the co-op is back on track, more upbeat, moved along
- Will miss Vanessa
- Enjoyed the visioning discussion
- Liked hearing about the Kalamazoo meeting
- Enjoyed visioning

- Wishes the Eden Foods people could have stayed for the whole meeting
- Glad he stayed for the whole meeting
- Good shift when we started talking about positive things
- Productive and efficient meeting
- Pleasure to be here, hoping to be at more
- Nice that the church gives the space
- Happy to see where discussions are going
- Nice to get to know everyone
- Feels it is fine to have members leave when their business is done
- Most appropriate places for member interaction are committees and the annual meeting
- Grateful for the opportunity to serve on this Board
- Thankful for your support

Executive Session -- Gaia moved to go into executive session to discuss GM/Board communication, Vanessa seconded, and the motion carried 5-0-1 with Rebecca abstaining.

Adjournment – Gaia adjourned the meeting at 8:55 pm.

Respectfully submitted,

Rebecca Kanner, Board Secretary