

Item D1 for October 15, 2014  
PFC Board of Directors Meeting Minutes – September 17, 2014  
Location: /sh/aut at Braun Court

Attendance

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

Susan Landauer, HR Director  
Rusty Brach, Finance Manager  
Patti Smith, Board Administrator, taking minutes  
Angie Voiles, Grocery Manager

Pat Rodgers, Member-Owner  
Ann Rodgers, Member-Owner

Call to order – The meeting was called to order at 6:15 pm by Gaia Kile, president.

Agenda Review – G.9 was moved to the Consent Agenda. The GM report and GM financial plans will not be discussed because of Lesley's absence.  
Gaia added an item to discuss/respond to the GM's health issues.

Member Comments — Ann Rodgers was at the meeting because she heard that the Linkage Committee was not putting forth a proposed boycott of Eden Foods and she was hoping that the committee would reconsider. She feels that there is not enough membership knowledge of this issue, and would like more information disseminated before a vote was taken by the Linkage Committee.

Announcements, Info-Sharing, Future Scanning – Rebecca announced that Karen Vigmostad is on vacation until October 9 and she wanted the Board to be aware of this. Leah announced that the Linkage Committee discussed a movie club activity starting on October 12 at 2pm at the Great Oak Cohousing facility. The movie is to be determined. The Ypsilanti Food Co-Op is also having a movie night in October and they are showing Food for Change. Gaia will send out more information. The Equitable Pioneers are meeting at Circle Pines during the last weekend of September; Gaia will send out more information about this. Rebecca reminded the Board that we get a subscription of the Cooperative Grocer. Ann suggested that we try to get information (email addresses, sign up for the email newsletters) from members during the Member Appreciation Days. Angie advised her to contact Clinton, who is heading up the activities for those days.

Consent Agenda — G.9, the minutes from the August meeting, and the minutes from the Finance Committee were on the Consent Agenda this month. Rebecca moved to approve the Consent Agenda, Ann seconded and the motion carried 7-0.

Financial Review, EBITDAR – Rusty send out a report with a multiple year perspective. The numbers have been concerning since the fourth quarter of 2012 and have declined since. The basket count has gone up, but number of customers has gone down. Rusty said that there are cash flow problems and he might have to break into one of the savings accounts. He will forward an email regarding co-ops and why cash flow is important to their day-to-day operations.

Eden Food issues – Vanessa reported that the Linkage committee met to discuss the Eden Foods issue and possible boycott. The committee received input from members at a variety of public events as well as private emails.

The committee decided that the membership should take more ownership of getting out educational information (with the Linkage Committee's assistance) regarding this issue, as well as information on how to get involved in petitioning for the boycott as opposed to a referendum. The committee opted for this in a 3-1 vote.

Rebecca moved that we put the matter of a boycott of Eden Foods on the April General Membership meeting ballot. Matthew seconded. Ann said that she was under the impression that we were going to undertake more educational efforts regarding this issue, but there is nothing in the store talking about this issue (materials have been removed from the bulletin board and there is nothing near the actual products), nor is anything on the Facebook page or in the email newsletters. Vanessa echoed these concerns and asked for suggestions on how to get the word out. Rebecca said that if the matter was on the ballot, then we would have a launching point for educational materials. Leah expressed concern that the number of signatures required to get a boycott on the ballot is extremely large and is too many to expect a group to get.

Gaia asked if the Board could lower the threshold for number of signatures required; however, this is bylaw change and would require a vote. Gaia said that if a group brings back 100 signatures, then perhaps the Board could agree to put it on the ballot as that would show that there was interest in the matter.

Matthew expressed concern that we are absent GM leadership, absent marketing leadership, and we need some sort of leadership going into this issue.

Leah pointed out that there is a timeline in place, and so people would need to the petition started soon in order to make the deadlines that are set by the policies.

Keegan expressed concern that educational matters take place on a peer-to-peer level instead of a top-down matter; we should be educating in a neutral way and not preaching to people and possibly alienating them. Keegan also wants to be sure that we don't boycott ourselves out of business. We have a small list of ingredients/products and it is harder and harder to buy food without ethical issues.

The motion carried 6-0-1, with Gaia abstaining.

GM Health Issues – Susan did not know the current status of Lesley’s health issues. The last report was that Lesley was diagnosed with pertussis. An environmental study of the basement was done and Susan is awaiting the results.

Matthew made a motion to initiate the succession plan starting on Friday, when Lori Crall returned to work. Ann seconded. Matthew added an addendum that the Interim GM would not be involved in current legal proceedings involving the co-op. Matt clarified that the Interim GM will have the same financial limitations as the GM. Susan questioned whether there would be additions made to Lori’s salary for the duration of her term. This is a personnel issue and must be discussed in Executive Session. The motion carried 7-0.

Gaia asked who would inform Lori and if the Board wanted immediate communications with her. It was suggested that Gaia contact her this evening. Rebecca suggested that Gaia and another Board member or two be available to answer Lori’s questions.

Member Survey – Member surveys should be done periodically, and this is the year it is supposed to happen. Per policy, the GM is supposed to handle this matter on behalf of the Board. Rebecca suggested moving the survey until next year, but prior to the annual meeting. The Board agreed to postpone the survey until the matter can be discussed with Lori or until Lesley is back.

Confirm Audit Services – We do not yet have an engagement letter from Wegner. Both Rusty and Matthew have been in touch with the firm, and the plan is to have a full audit in 2015 (using results of 2014). Matthew will email Wegner and ask for a 2014 engagement letter.

Rebecca moved that we approve the selection of the Wegner firm to do the engagement letter for 2014 and a full audit for 2015 and Keegan seconded. The motion carried 7-0.

Committee Expenditures for the Year – Matt handed out a recap of the governance section of the budget. It is divided by committee, and Matt put some questions for the leaders of the committees to consider. Matt would like to have a rough draft to present at the October meeting.

Retreat Summary – Rebecca took notes and will write them up. They will be in the next packet.

Nominations Committee Report – Ann reported on the committee meeting, stressing that we need to review the electronic voting procedures to see if we want to use the

same procedure again. Rusty and Matt will include the costs in the budget. The committee would also like to know the newsletter publication dates. The committee also reviewed the election packet that is given to candidates and some changes were suggested. The vice-president should work with the Nominations Committee to make any changes. Ann and Vanessa will work on this.

The charter for the committee indicates that we should have nominees by the end of December, so please get any ideas of possible candidates to Ann. There are two seats up, Rebecca and Keegan. Rebecca is not running for re-election and Keegan is.

Pick Annual Meeting Date – Vanessa will bring a suggestion to next month's meeting. It was suggested that Vanessa sit down with Karen and discuss possible locations.

Calendar Check-In – Member Appreciation Days are October 4 and 5. The discount is both days, and the events are on October 4. Some Board members will attend, and possibly help out bagging groceries. Talk to Lori to sign up. The Co-Op Café in Mount Pleasant is October 25; those who are attending will discuss carpooling.

Looking Ahead – The Board discussed skipping the GM report on L.9 (Gifts to the Co-Op). We will leave it to Lori's discretion as it is a relatively simple document. We will also be synthesizing M.4 (Monitoring of the GM) and G.7 Board Meetings. The Board Budget must also be set next month. We must also decide whether to renew the CDS contract. The Nominations Committee meeting minutes will be on the Consent Agenda.

Task List Review – Gaia will send information regarding Equitable Pioneers and the Ypsilanti Food Co-Op movies. Rusty will send the Wegner article regarding cash on hand and co-ops. Matt will contact Wegner to ask for a 2014 engagement letter. Committee chairs should contact the Finance Committee to set their budgets. Matt will email the budget information that had the tiny print. Rebecca will get the retreat notes together for inclusion in next month's packet. Ann and Vanessa will work on election packets. Vanessa will bring a proposed Annual Meeting date to the next meeting.

Future Meetings – The next meeting is October 15.

Attendance – No issues.

Meeting Evaluation –

- Great, efficient meeting
- Happy with the decision on Eden Foods
- Keegan very eloquently articulated issues regarding Eden Foods
- Handled the Eden Foods issue very gracefully
- Happy there is a plan in place to support GM and the co-op

- Happy that we went to the membership for input on Eden Foods
- Glad someone at the store will be stepping forward in the Interim GM role
- Got a lot done, great to have member-owners attend
- Appreciated Gaia's communications with Lesley

Executive Session – Gaia motioned for the Board go into Executive Session to discuss personnel issues, the motion was seconded and the Board went into Executive Session.

Adjournment – Gaia adjourned the meeting at 9:07.

Respectfully submitted,

Rebecca Kanner, Board Secretary