

Item D1 for January 15, 2014
PFC Board of Directors Meeting Minutes – December 18, 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

Patti Smith, Board Assistant, recording minutes

Harry Sheehan, member-owner

Larry Horvath, member-owner, member of Co-Op Elders

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

Agenda Review – Ann added an item from the Nominations Committee to the agenda.

Member Comments — Harry spoke regarding his concerns about an allergen being included in food that caused an allergic reaction in his daughter. He is concerned that there is not a procedure in place for these issues and that follow up is lacking.

Per Larry, the Elders are working on a proposal for an Elders financed education fund to promote co-op values and to link the community and elder group. If all goes well, the proposal will be presented at the April meeting.

Announcements, Info-Sharing, Future Scanning – Our newsletter needs someone to write for Board Notes; Kevin would like a 450 word article by January 2. Ann will write an article. CDS is putting out a newsletter about board teamwork and they are interviewing some members of our board.

Consent Agenda — The minutes from the November meeting were on the Consent Agenda. Because of an error in the minutes, they were removed from the Consent Agenda.

November Minutes – In the first sentence under GM Evaluation Final Decision the words “before the evaluation” will be removed. There was also a typo in the second sentence with an extraneous word “be”; that will be removed. Ann moved that the corrected minutes be accepted, Matt seconded and the motion carried 7-0.

G.1 Governing Style & G.8 Cost of Governance –Keegan proposed that we consider an overhaul of board policies, given the discussion from the retreat and the responses to this policy survey. Keegan suggested that we have the policies overhauled by the end of the second quarter.

Gaia proposed that the matter be discussed at the next board meeting, Keegan seconded. The motion passed 6-1 with Rebecca dissenting.

There was some discussion about whether or not we are in compliance with G.1. Rebecca opined that the comments and the scores (5s and 4s) indicate compliance. Leah moved to accept the synthesis after the word “not” in “not compliant” is struck (it will read that we *are* in compliance). Keegan seconded and the motion carried 7-0.

Rebecca moved to approve the G.8 report and Vanessa seconded it. The motion carried 7-0. If anyone would like to discuss increasing the child care reimbursement or any other of the proposed changes, please ask for time on the next agenda.

GM Report -- Lesley indicated that she would like to email the board longer reports and email as issues arise rather than following a boilerplate formula. The regular monthly report for the board meeting but it will be shorter with the idea being that the board can refer back to the periodic emails and longer email report for more details.

The marketing plan is still a work in progress. Lesley and Kevin will continue to work on outreach, especially with newer businesses. Karen is going to a WordPress training with the idea of using that as a platform.

L.3 Financial Planning & L.4.9 Financial Conditions and Activities – Matt clarified why the Board budget was much higher (it has the correct information in it, including the CDS contract). Rebecca moved to accept the L.3 report, Ann seconded and the motion carried 7-0. Matt moved to accept the L.4.9 report, Keegan seconded and the motion carried 7-0.

Point of Sale Proposal – The POS will cost about \$70,000 but it will cost a lot of money if we *don't* do it. The POS has been cobbled together and “band-aid”ed for a long time. We will save on labor costs and be more efficient in the long run. We can pay cash (it would be an asset) or lease it (it would be an expense). Lesley would prefer to purchase it.

Matt moved to authorize the GM to proceed with the purchase of the proposed POS, Ann seconded and the motion carried 7-0.

Discussion of E2 (Ends Policy) – The idea behind this agenda item was to discuss the document itself, not how to achieve or meet the end.

How do we define the word “community” in “cooperative community”—members only, neighbors, the whole city, any shopper? Joel from CDS suggested having a broad definition of community in the policy but having a “back up document” that talks about what we have done historically—i.e. community has been limited to members but we may want to enlarge the community we want to engage. By doing this we will also enlarge our local reach.

Approve Election Timeline and Calendar – The meeting will likely be on April 29th at Cobblestone Farm. Rebecca reviewed pertinent dates based on the meeting date of April 29. The language will be changed somewhat to reflect that if you want your photo in the newsletter then you must turn it in by the specified date but you do not *need* to include a photo.

The Board discussed the format of the annual meeting. We have had a speaker the past two years and may want to try something else this year.

Rebecca moved that we accept the timeline report based on April 29th as the annual meeting date, Leah seconded and the motion carried 7-0.

Nominations Committee Report – Ann and Leah met to discuss nominating potential board members. Ann reported that other co-ops have been using an outside service for e-voting and this can cost between \$1,500 and \$3,500. Ann suggested using Survey Monkey. People would use their member number as their password and it could only be used one time. The matter will be brought up at next month's meeting.

Ann is going to contact the Elders to see if they have any potential candidates. She is also going through the membership list to look for potential members who might be interested in running. Gaia's term and Vanessa's term both expire and both are likely going to run.

Calendar Check-In – Patti will add the annual meeting date, the Meet the Candidates event and Board retreats and then update the Excel spreadsheet.

Looking Ahead – GM does Ends and L.8 (Communication and Support to Board) reports, Board synthesizes G.2 Board Job Description and G.10 Rules of Order, Board reviews ends interpretations, GM Monitoring Summary, confirm ballot layout with staff (Member Linkage), begin GM Evaluation sequence, discuss overhaul of board policies (timeline, etc.), discuss e-voting/Survey Monkey use.

Task List Review – In addition to the above, Ann will write an article for our newsletter, Patti will fix the minutes and send them to Rusty. Patti will also update the calendar and put it on the Excel spreadsheet document.

Future Meetings – The next meeting is January 15. Ann moved that we move the February meeting to February 26, Vanessa seconded and the motion carried 7-0.

Attendance – No issues.

Meeting Evaluation –

- Felt a bit frazzled, liked discussing E2
- Enjoyable conversations, liked reworking of agenda
- Thought the meeting was yesterday, a little intimidated by nominations process
- Felt like we need to do some catch up on nominations, like when member-owners come to the meeting, happy that we approved a point of sale system
- Likes listening to us interacting, happy there isn't conflict, sorry that our new chef could not make the meeting
- Likes how the whole board works together, praised Keegan for not getting defensive over disagreements, prefers discussion items at beginning or end
- Felt unfocused, great teamwork
- Synergy of the board is refreshing, try to make corrections beforehand if possible

Adjournment: Gaia adjourned the meeting at 8:20.

Respectfully submitted, Keegan Rodgers, Board Secretary