

PFC Board of Directors Meeting Minutes – January 19, 2010

Location: Menlo Innovations, 410 N. Fourth Avenue, Kerrytown Shopping Center third floor

Attendance

Board Members: Laura Trumbull, Co-President; Pete Schermerhorn, Co-President; Missy Orge, Vice President; Linda Diane Feldt, Secretary; Daniel Soebbing, Treasurer; Rebecca Kanner; Jeff McCabe.

Kevin Sharp, PFC Marketing & Member Services Manager - standing in for Ken Charboneau, PFC General Manager who is out of town

John Austin, Board administrative assistant - recording minutes

Call to order - at 6:31PM by Laura.

Agenda Review - *Minutes 12/15/09 board meeting* were not ready and were removed from the Consent Agenda. *G.2 Board Job Description* and *G.8 Cost of Governance* were made available too late for adequate review and were also removed from the Consent Agenda. *L.8 Comm. & Support to Board* was pulled from the Consent Agenda for discussion during the meeting.

At Jeff's request, time was allotted for discussion of the new market space opening in the former location of Fresh Seasons Market on West Liberty. Consideration of the *ENDS Proposal* by Jeff is postponed until results of the Member survey on Ends are available.

Member Comments - None.

Announcements, Info-sharing, Future Scanning - Directors shared information on activities and projects in which they're engaged.

Dan announced that he's now working for *Mindo Chocolate Makers*, a new company located in Dexter, Michigan. In keeping with provisions of policy *G.3 Director's Code of Conduct* Dan noted that he was disclosing this as a potential conflict of interest should the company seek at some point to become a vendor to PFC.

Kevin said that shoppers have donated over \$300 so far to Haiti disaster relief through the donation jars in the store.

Consent Agenda - *Minutes 11/17/09 board meeting*; *G.1 Governing Style* and *G.10 Rules of Order* Board self-monitoring reports; *Member Linkage Minutes* [11-10-09]. All Directors having reviewed and understood these materials, Linda Diane moved approval of the revised Consent Agenda, Dan supported, passed 7-0.

L.8 Comm. & Support to the Board - After brief discussion Rebecca moved acceptance of the GM monitoring report, Linda Diane supported, approved 7-0.

Report from the General Manager - Kevin expanded on the written report Ken had provided for the meeting and invited questions.

The Board considered Ken's request for approval of \$5500 expenditure for his participation in the Cooperative Executive Leadership Program being offered by the University of Wisconsin Center for Cooperatives on June 13-18. After extended discussion, Rebecca moved that the Board approve the request and learn more of the details from Ken at the next meeting. The Board voted 6-0-1 for approval with Linda Diane abstaining.

Website discussion: Interactive - (Consideration of the desired interactive capability for Members on the new PFC web site). Comments:

- Keep the option open – allow for interactivity in the design so it can be activated later
- Needs to be simple enough for the non-technical user
- Q&A possibility for Members is very important
- Must be robust and changeable

It was decided that Linda Diane would create a survey on Survey Monkey for Directors to prioritize the long list of desired characteristics for the web site established over the last few meetings.

Online Voting/Email collection - The Board considered asking for Members' e-mail addresses on this year's ballot to facilitate on-line voting in the future. Comments:

- On-line voting is the technology of the future, inevitable at some point; let's prepare now
- Shoot for the 2011 election, PFC's 40th anniversary, by collecting e-mail addresses this year
- Are e-mail addresses necessary? Why not an opt-in approach, allowing Members to vote on line using their Member number or vote by paper ballot?
- Concern with managing an e-mail database, noting the complexity of maintaining the database of Member addresses now
- Using e-mail would be a "push technology", reminding Members to vote and supplying a link, thus increasing participation
- Members could maintain their own accounts on line

After further discussion, Laura tabled the issue until a later date. A straw poll of Directors favored *not* collecting e-mail addresses on this year's ballot.

Board Self-monitoring Adjustment - Directors considered Pete's proposal, described in his hand-out distributed at the meeting, to amend policy *G.4 Officers' Roles* to clarify the self-monitoring response time frame and make deadlines explicit. First proposed as an addition to the Secretary's job, after some discussion a straw poll of Directors favored adding supervision of this process to the President's responsibilities. Directors will consider formal approval of wording at the February meeting.

Nominations - Directors reviewed a draft Candidate Questionnaire and a Bylaw revision proposal developed by the Nominations Committee. After discussion, Laura moved that the Questionnaire be included in the Candidate Packet with the express statement that this year it is a "pilot" intended solely to help the Board design an official version for next year. Directors approved by a vote of 5-0-2 with Linda Diane and Rebecca abstaining.

Proposed revisions to Bylaw 5.4: after minor wording changes to make explicit that candidacy is open to *all* PFC Members in good standing, Linda Diane moved that the proposed revision be placed on this year's ballot for consideration by the Membership; Dan supported, approved 6-1 with Pete voting against.

Kevin urged the Board to consolidate election timeline information in one place in policy. The Governance Committee was assigned to develop a proposal for Board consideration.

Jeff suggested that the Bylaws be amended at some point to set a specific deadline time at the start of Annual Membership Meetings by which ballots brought to the meeting must be turned in to allow time for the final counting and tabulation process and announcement of results.

City Council Parking Position - The Board discussed possible effects on PFC of the Downtown Development Authority's proposal to Ann Arbor City Council that metering of parking be extended to 11:00PM. It was agreed that PFC should get more generally involved with local policy makers such as City Council, the Mayor's office, and the DDA.

New market space on Liberty (Jeff) - It was suggested that PFC should have some sort of presence there.

Review Co-Presidency/[Board] Officers - Postponed until February.

Looking Ahead – Laura briefly reviewed upcoming items:

- Discussion of Co-Presidency structure
- DDA discussion
- Pete's Board self-monitoring proposal
- Ends policy monitoring report from Ken
- Consideration of the G.2, G.8, and M.2 Board self-monitoring reports
- Scheduling of ballot counting sessions
- King Award recommendations from the committee for consideration

Task List Review - The Board's latest TASK LIST-CURRENT may be viewed on line at <http://groups.google.com/group/pfcbod-archive> under "Files".

Next Meeting - February 16, 2010, 6:30PM, at Menlo Innovations, 410 N. Fourth Avenue.

Attendance – No attendance issues.

Meeting Evaluation

Positives:

- Great meeting, covered a lot
- Laura's "feisty" facilitation was appropriate, helpful
- There was sufficient time for considering the bylaw proposal
- Great slate of candidates for the election

Concerns:

- Bylaw change discussion felt rushed
- Bylaw changes should not be voted on at the same meeting they're proposed
- Talking over one another

Adjournment: by acclamation at 8:37PM.

The agenda and the materials considered by the Board for this meeting may be viewed on line at <http://groups.google.com/group/pfcbod-archive> under "Discussions".

Respectfully submitted by Linda Diane Feldt, Board Secretary