

PFC Board of Directors Meeting Minutes – May 8, 2008

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

Attendance

Board Members: Linda Diane Feldt, President; Chris Good, Vice President; George Esler, Secretary; Pete Schermerhorn, Treasurer; Anjanette Bunce; Laura Trumbull; Katie Wimsatt.

Directors elect: Joan Bailey, Dan Soebbing

Ken Charboneau, PFC General Manager
John Austin, Board administrative assistant, recording minutes

Guest: Cheri Rieman, PFC kitchen staff member

Call to order - at 6:30PM by Linda Diane.

Agenda Review – *Board time use/workload* was postponed until June and a discussion of the site visit to Liberty Lofts was put in its place. Material was unavailable for *L.6 Asset Protection monitoring*; this discussion was also postponed until June.

Announcements – The Board met in executive session before the meeting from 5:30-6:25 to complete the 2007 GM Evaluation.

Laura thanked everyone for their work in making the Annual Meeting a success.

Future Scanning - Anjanette asked that planning and calendar creation for this board year be scheduled for the June meeting.

There were no *Member Comments*.

Everyone introduced themselves around the table.

Consent Agenda - *Minutes 4/10/08 board meeting, Annual Meeting minutes 4/27/08, L.4.9 Financial Conditions & Activities* monitoring report, *Executive Session Minutes 4/21/08, G.7 Board Meetings* amended monitoring report. All Directors having reviewed and understood these materials, George moved approval of the Consent Agenda, Laura supported, passed 6-0 with Chris abstaining.

Annual Meeting debriefing - Some directors reported comments from attendees saying that the meeting space was too dark and “echoey”. Laura said she had received no feedback yet from vendors participating in the bazaar but that all vendors and panelists had been sent thank you notes and \$15 PFC gift certificates. She also said that other local producers have recently expressed interest in participating if it were done again. There was agreement that the meeting had gone very well and that Chris had been a great emcee. Chris thanked everyone for their work.

Report from the General Manager - Responding to a question about an item in the written report he supplied for the meeting, Ken clarified that the newly hired part-time IT staffer, Ryan Copp, would not be responsible for the PFC web site, which will fall under the graphics coordinator’s duties. Interviews are being conducted for that position.

Pete noted that he had just received financial figures for April and would forward them to the other Directors. He recommended that the Board re-set the expected date for this data to the 15th of each following month rather than the following meeting to allow sufficient time for their preparation. The Board agreed to this change.

Board self-monitoring procedures – Anjanette and George proposed a new process for monitoring Board policies on Governance and Board-GM Linkage, including required changes to policies G.1.5 and G.2.4.

This new approach having already been discussed and generally supported at the April meeting, after minimal discussion Laura moved approval, George supported, passed 6-0 (Linda Diane stepped away from the table briefly at the time of the vote to deal with an interruption). The Board administrator will gather performance data necessary for certain of the reports and also create the on-line surveys for Director response. Review of the policies will follow the existing schedule.

Staff Policy Committee charter - Katie moved approval of the charter for the *Ad Hoc Committee for Inclusion of Co-op Staff in Ends Policies* presented by Anjanette, Pete supported, passed 7-0. Anjanette and Dan will serve on the committee and solicit other members.

Quarterly Board Self-evaluation (outgoing Board review) - Directors offered comments around the table on the Board's work over the past year. The demands on time and energy associated with the Israeli boycott referendum issue were noted by all. Among the observations made on this and other topics:

- The stress of the boycott controversy was huge; the Board was under fire.
- Linda Diane and the Board as a whole did a phenomenal job dealing with the controversy; everyone stepped up.
- It generated tremendous Member engagement.
- Regular Board work suffered because of it; it drained energy from other tasks; committees stumbled.
- It came at an especially challenging time with five new directors out of seven and a new GM.
- Lessons: state the facts, don't overreact, don't engage attackers.
- Approval of the Expansion Business Plan was a milestone.
- The new, more workable Board self-monitoring procedures are a positive step.
- Group dynamics and communication were great; everybody supported and helped each other.
- We worked together, didn't take things personally; worked towards consensus a lot.
- There's lots of catching up to do - looking forward to better planning, focus, and new heights this year.
- This board has come a long way from past boards.
- At times some Directors were not prepared for meetings and therefore couldn't fully participate.
- The Board should have taken a position in the boycott debate rather than remaining neutral.
- Having an administrative assistant for the Board was enormously helpful.

Review standing committees - Current chairs of the Development, Finance, GM Evaluation, Governance, and Member Linkage committees felt that they should be re-chartered for this year. Anjanette noted that the "Parking Lot" (List of Pending Agenda Issues) items assigned to various committees received little attention over the past year. Laura observed that it wasn't required that the President serve on the Governance Committee, though George pointed out that according to current policy G.4.3 the Secretary should. Chris suggested that a common structure be delineated for all committees regarding procedures, transparency, and accountability. Dan suggested the establishment of an Environment Committee and will supply a draft charter for the June meeting.

L.6 Asset Protection monitoring - postponed until June.

Board training/orientation plans - Anjanette said no plans have been made yet but the current Development Committee will be meeting this weekend and will circulate possible dates for the session to Directors. Katie offered the use of the Great Oaks Cohousing common house for the session.

CCMA attendance - By consensus the Board approved sending Anjanette and Chris to the Consumer Cooperative Management Association conference on June 12-14 in Portland, Oregon. They will provide reports to the Board on what they learn. Costs will include \$710 each for the conference plus lodging and plane fare. Anjanette reported that sufficient funds remained in the budget to do this and still allow for a planning retreat in the Fall. Pete suggested that to the extent possible Anjanette and Chris should attend separate conference sessions in order to provide greater coverage for PFC.

Certify election-seat new Board - Chris affirmed that quorum had been exceeded in voting, that all bylaw and board-defined election procedures had been adhered to, and that the vote totals were 685 for Joan

Bailey, 638 for Dan Soebbing, and 219 for Charles Loucks. 832 valid ballots were cast. Linda Diane moved that the Board certify these results and install Joan and Dan to serve the two three-year terms ending in 2011, Anjanette supported, approved 7-0. With this action the new Board immediately assumed governance responsibilities.

Praise and appreciation were offered around the table for Katie's and George's service to the Board and to PFC.

Liberty Lofts site visit (replaced *Board time use/workload*) – Some Board members and electees attended a presentation at the site to consider its appropriateness as a possible second PFC location. Assessments ranged from enthusiasm over the downtown location and the building's possibilities to caution regarding its drawbacks. These last include its location in the Allen Creek floodplain, limits to modifications due to historic district limitations, and high projected energy costs.

Ken expressed concern that the building fronted directly on Liberty Street with no comfort zone. He suggested that for best use of the site, if approvals could be obtained, the newer, northernmost addition to the original building could be demolished to create a more pleasant entranceway with a park like setting. This would leave 14,500 square feet – closer to PFC's target for a second store. He also suggested that a new marketing study be commissioned, followed by a study by an architecture and design firm of the interior space possibilities.

Chris noted the current lack of communication with the Membership and suggested that an adequate system be established before such a project proceeds too far.

Linda Diane and Pete will draft a charter for an expansion committee for Board consideration. John will establish a Google-group site for expansion related materials.

Elect officers - After discussion of the interests and skills of the various directors, by acclamation the Board approved Anjanette and Chris as Co-Presidents, Laura as Vice President, Joan as Secretary, and Dan as Treasurer. It is the intention of the Board that Anjanette and Chris will share the President's duties for Board purposes but that Anjanette will be solely responsible for presidential duties required by law and the PFC bylaws. Anjanette and Chris will draft a definition of the co-president structure for Board review.

Receive Conflict of Interest Statement & Disclosure Forms - Joan, as Secretary, received Laura's form. All other Directors will deliver their forms at the June meeting. These will be placed in the Board file at the PFC office.

Board meeting schedule - The next meeting was set for Tuesday, June 10. Anjanette and Chris will survey Directors to determine the best regular day and time for meetings for the rest of the Board year.

Committee assignments - Chairs for the Development, Finance, GM Evaluation, and Member Linkage committees will be Anjanette, Dan, Chris, and Laura respectively. Linda Diane will present proposed charters for the GM Evaluation and Governance committees in June. As noted above, Linda Diane and Pete will present an Expansion Committee charter and Dan will offer a charter for a proposed Environment Committee. Consideration of *all* charters and further assignment of Directors to the various committees will take place at the June meeting.

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

Future Meetings – June 10, 6:30PM at Menlo Innovations, 410 N. Fourth Avenue, Kerrytown Shopping Center third floor.

Attendance - There were no attendance issues.

Meeting Evaluation - Positives: A great meeting with lots of material covered; new Directors and new energy for the coming year; a good tone was set at the beginning, which bodes well for the year; expansion is moving to the second stage. Changes for future: none noted.

Adjournment - The Board adjourned the meeting by acclamation at 9:05PM.

Materials considered by the Board at this meeting may be viewed on line at:
<http://groups.google.com/group/pfcbod-archive>

Respectfully submitted by Joan Bailey, Board Secretary