

## PFC Board of Directors Meeting Minutes – May 21, 2009

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

### Attendance

Board Members: Anjanette Bunce, Co-President; Chris Good, Co-President; Laura Trumbull, Vice President; Linda Diane Feldt, Secretary; Daniel Soebbing, Treasurer; Missy Orge; Pete Schermerhorn.

(Anjanette arrived at 6:40 during *Report from the General Manager*)

Ken Charboneau, PFC General Manager

John Austin, Board administrative assistant, recording minutes

Guest: Aaron Streiter, PFC Member-Owner

Call to order - at 6:32PM by Chris.

Agenda Review - *G.4 Officers' Roles* Board self-monitoring report was added to the Consent Agenda (the report had been distributed to Directors with the other materials but had been missed on the Agenda). Pete asked that discussion of Board CCMA attendance be added to the regular agenda if time allows.

Member Comments - Aaron explained that he's in the MBA program at U of M. He wants to learn about the natural foods industry and get involved locally. He had also attended the February 19 Board meeting. Everyone briefly introduced themselves around the table.

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

Consent Agenda - *Minutes 4/16/09 board meeting, Governance Cmte. Minutes 5/09, L.4.9 Current Ratio* GM monitoring report, and the *G.4 Officers' Roles* and *M.3 Delegation to the GM* board self-monitoring reports. Linda Diane moved approval of the revised Consent Agenda, Laura supported, passed 6-0.

Report from the General Manager - In response to a question from Chris on the status of the beer/wine license application, Ken said that the State of Michigan had requested "more information". He intends to supply all information that is legitimately necessary but is not willing to provide the PFC Member list. Expanding on comments in his written report Ken said he anticipates the gradual transfer of all PFC accounts to Bank of Ann Arbor if discussions with them on availability of funding for a future PFC expansion are positive. Dan commended Ken for the work he and PFC are doing (in concert with other Great Lakes region co-ops) to help the Toledo Co-op get back on its feet.

Life as Art Award - In Memory of Ken King - Linda Diane presented her proposal for the Board to establish this annual award in honor of Ken King of *Frog Holler Organic Farm*. Ken died on May 7. Directors were unanimously supportive. After brief discussion, Laura moved approval of the proposal and of designating the King family as the first recipient; Pete supported, passed 7-0. Directors commended Linda Diane for her efforts in bringing this about.

Annual Membership Meeting & Election update - Laura noted that over 500 valid ballots had been counted at the first counting session on May 19. At Pete's suggestion, the Board agreed to cancel the May 26 session, anticipating that the May 28 session will easily accommodate all new ballots received up to that point. Another counting session will be scheduled if needed. Ballots turned in at the Annual Meeting will be counted as the meeting begins.

Laura will be checking in with Directors who were assigned report presentations at the Meeting.

The Annual Meeting will be held from 3:00-5:00P on Sunday, May 31, at the Leslie Science Center Nature House at 1831 Traver Road. Directors and others helping with set-up are asked to arrive at 2:00 or earlier, with clean-up expected to take about one hour after the meeting's close.

Expansion Report - Directors reviewed the *Expansion decision process for Eaton 2008* report prepared by the Expansion committee. After discussion, Pete moved approval of the report, with minor clean-up and revision, for presentation to the Membership at the Annual Meeting; Linda Diane supported, passed 6-0-1 with Dan abstaining.

Board Admin Job Description - The Board reviewed proposed changes, prepared by John, to the original job description for the Board Administrative Assistant that was approved in January 2007. After questions and discussion Chris moved approval, Laura supported, passed 7-0.

Consumer Cooperative Management Association conference (added to the agenda) - Pete presented cost estimates for attendance at this year's conference in Pittsburgh on June 11-13, and suggestions for useful workshops. Benefits of conference attendance were debated, and the Board supported sending one or two Directors. Several Directors will be unavailable for those dates. It was decided that Pete and Dan would possibly attend. The two will discuss and consider this further after the meeting.

G.6 Proposed revisions - Anjanette presented proposed revisions to the policy *Annual Agenda Cycle & Board Calendar* she developed after initial consultation with the *Governance Committee*. Pete noted that changes to other policies such as descriptions of the President's job might also be needed. After further discussion, Laura moved that the revisions to G.6 be approved and that other, related policy changes be made later as needed, perhaps after recommendations from the *Governance Committee*. Dan supported, passed 7-0.

Governance Committee Proposals 1-4 - The Board reviewed policy revisions proposed by the Committee. G.2.4.h to be eliminated, in its place L.8.13 to be created stating "The GM shall not fail to keep directors informed of staff changes and current programs of the Co-op"; Laura so moved, Pete supported, approved 7-0. G.2.1 to be deleted and its wording added to G.2 Global; Linda Diane so moved, Chris supported, approved 7-0. L.1.8.1.i wording to be revised for clarity to say, "taken by the Board following receipt of financial statements for the previous year and prior to the annual meeting of the membership"; Linda Diane so moved, Laura supported, approved 7-0. New policy L.1.11 to be created stating "The General Manager will not fail to accept member/owner resignations on behalf of the secretary"; Linda Diane so moved, Anjanette supported, approved 7-0.

The Board also considered whether the numbers of deleted policy statements should remain in place (blank) to maintain existing numbering of the overall policy, or the overall policy should be renumbered according to its current version. Directors decided that with the Policy Revision Log (and the fact that old versions of policies are saved in an archive) renumbering is appropriate.

Nominations Committee - Directors considered the Governance Committee's proposal to assign to committee the tasks of:

- defining Board member qualifications/skills,
- developing strategies for recruitment, leadership development, and elections
- defining the Board's role in planning and executing annual meetings of the Membership

In ensuing discussion Directors expressed the opinion that these are big, critical issues meriting full-board attention, perhaps even dedicated retreat time, and requiring full-board buy-in; the whole Board should work on this together; ideas developed in committee might not translate well to the whole Board.

Time will be devoted at the June meeting to begin this work. All Directors will prepare their ideas and thoughts for the discussion and Linda Diane and Laura will lead it.

Board Transition - Directors discussed their interests in possible leadership posts in the upcoming Board year.

New Director Orientation update – Board discussion of the two potential dates: Wednesday, 6/10 and Thursday, 6/11. Pete has not yet gotten replies from any of the candidates on their preferences.

Looking Ahead - Anjanette reviewed upcoming commitments for the Board, among them:

- Next ballot counting session Thursday, 5/28, at 6:30
- Annual Membership Meeting Sunday, 5/31
- New Director Orientation on June 10 or 11 - all Directors
- G.5 self-monitoring survey - all Directors (summary & synthesis by Pete)

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".

Future Meetings – June 18, 2009, 6:30PM, at Menlo Innovations, 410 N. Fourth Avenue.

Attendance - There were no attendance issues regarding tonight's meeting.

#### Meeting Evaluation

Positives:

- Board has become very effective at work outside the meeting - materials are ready and it's easy for the facilitator to go through the agenda
- work on Director recruitment/nominations is going forward
- G.6 is finally up to date
- first BA evaluation will be completed
- productive meeting - went smoothly
- materials all laid out - moved right through the work
- people were prepared
- no time overruns or pressure on any items
- stayed on task
- establishing the Ken King Award

Concerns: none noted

Executive Session - At 8:30 Dan moved that the Board go into executive session (Directors only) to discuss personnel matters: Board Administrative Assistant performance evaluation; Linda Diane supported, approved 7-0.

Adjournment – The Board emerged from executive session and adjourned the meeting at 8:47PM.

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