

PFC Board of Directors Meeting Minutes - July 17, 2008

Location: Rudolph Steiner High School Stone House, 2230 Pontiac Trail, Ann Arbor

Attendance

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

Ken Charboneau, PFC General Manager

John Austin, Board administrative assistant, recording minutes

Call to order - at 6:35PM by Chris.

Agenda Review - An executive session for discussion of personnel matters was added at the end of the regular agenda. The *CCMA Conference* item was postponed until the August meeting. Anjanette clarified that *G.6 Annual Agenda cycle & Board Calendar* would be a very brief discussion to assign the task of reviewing the policy and making recommendations for revision to the Board.

There were no *Member Comments*.

Announcements, Info-sharing, Future Scanning - Linda Diane noted that the Board was meeting at Steiner School, which has just over 80 students, and that ways were being explored to work with PFC to improve the quality of the high school lunches.

Consent Agenda - *Minutes 6/10/08 board meeting*. All Directors having reviewed and understood this material, Dan moved approval of the Consent Agenda, Linda Diane supported, passed 7-0.

Receive Conflict of Interest Statement & Disclosure Forms - Joan, as Secretary, received Linda Diane's completed form. Forms from the other six Directors were received by Joan at the May and June meetings. All of these will be placed in the Board file at the PFC office.

Report from the General Manager - In addition to the regular written report he supplied for the meeting, Ken gave Directors the list of Member numbers of those whose mailed 2007 rebate checks had been returned as undeliverable (which is also posted in the store, on the PFC web site, and will be included in the next Newsletter) and a year-to-date sales breakdown by department comparing 2008 to budgeted sales and to 2007 sales. Overall, sales this year are up 6.4% over the same period last year.

Ken noted that the number of rebate checks (200) returned as undeliverable because Member-Owners had not updated their addresses posed a problem. He said PFC will now conduct Member audits every year in March. Anjanette commented that Wedge Co-op in Minneapolis seemed to have a good system for Member rebates and recommended that PFC review their model.

Committee Reporting - (Anjanette noted that the agenda contained a typo in the description of this item. It is intended to be a brief report from each committee chair on recent activities).

*Environmental Committee*: One meeting so far to update their proposed charter.

*Staff Ends*: First meeting on June 4 was preliminary exploratory discussion, not yet on concrete proposals.

*Member Linkage & Expansion*: No meetings yet, but did survey the Board on expansion.

*Development*: Continuing planning for Board training and the upcoming retreat.

*GM Evaluation*: No need for this year's committee to meet yet - lots of carry-through information from past committees.

Follow-up discussion on session with Marshall – Marshall Kovitz is the Board's liaison with *Cooperative Development Services*, consultants that offer training and guidance to co-op boards and staffs. The Board spent two hours with Marshall on Sunday, July 13, using the time to ask questions about issues on which it is working. Several of the topics from that meeting were reviewed.

Ends policies & visioning: PFC's Ends policies are "very solid". Need for an overarching vision to inspire and motivate – perhaps a "mega-End" or hyper-global policy. (Chris noted, from his experience at the recent CCMA convention, that it seems to be the co-ops with big, daring, audacious vision that attract people and change things). Ken's yearly monitoring reports on Ends could be presented at the Annual Membership Meetings to show what the Co-op has accomplished over the past year.

Expansion: Dream "big" - don't limit yourselves at the ideas stage. Expansion issues can be tricky. Give direction to Ken, then "let go", but maintain oversight by requiring frequent monitoring reports on progress.

Staff issues: Ends policies (desired results outside the organization) may not be the best place to address these except perhaps at a broad, community-oriented level. More specific values relating to Staff well being might be better addressed in other areas of Board policy.

The need for a Board web site was also discussed and various tools and methods were considered.

Goals/Priorities for the Upcoming Year - The Board reviewed a summary, prepared by Joan, of their June discussion. Anjanette articulated the need for specific, measurable goals, suggesting that some of the entries were too broad. Dan said that expansion training is a good goal. Linda Diane suggested the wording, "Move forward with the expansion process and hold the [Expansion] committee to its charter." Joan will re-sort the list, seek input from other Directors, and present it in August for further refining.

Review Board Calendar - The Board considered several proposed revisions and corrections. After discussion, Linda Diane moved acceptance of the calendar with revisions, noting that it is likely to evolve further as the year progresses. Laura supported, passed 7-0.

Board Retreat - Directors chose September 27 for a full day training retreat with Marshall Kovitz. Anjanette will confirm the date with Marshall and the Development Committee will draft a proposed agenda for discussion at the August meeting. Among the comments and ideas for agenda topics:

- Ends policies & expansion - split the day in two.
- Full day on Ends with expansion at a second retreat one month later.
- A full day isn't needed for Ends.
- Expansion with Ends focus throughout.
- Dinner and discussion the night before on Ends; swing into expansion the next day.
- Ways to incorporate Staff input in the expansion process.

Environmental Committee charter - The Board reviewed the revised draft prepared by Dan and Pete. Dan noted that one of the goals of the committee is to help the Board understand environmental issues relating to PFC's operation. After discussion, Laura moved approval of the charter as amended in discussion, Anjanette supported, passed 7-0.

Self-Monitoring: G.5 (Board Committee Principles) - The Board reviewed Anjanette's compilation of Director responses to the self-monitoring survey on this policy. Anjanette noted that a summing up and recommendation for action were still needed. Chris will provide a summary, synthesis, and next steps for consideration at the August meeting.

G.6 Annual Agenda Cycle & Board Calendar - Directors agreed that the scheduled self-monitoring of this policy in its current form would be unproductive. The Governance Committee was assigned to develop proposed revisions to the policy for consideration at the September meeting. The Committee will give an update on its progress at the August meeting.

Expansion discussion - Ken presented new information on the *Liberty Lofts* site and the Board further discussed the possible suitability of this location.

Ken will also make initial arrangements with *Cooperative Development Services* to schedule a new marketing study of the Ann Arbor area. The Expansion Committee will draft Board guidelines and requirements for the study for consideration in August.

Looking Ahead - The next meeting will be on August 21, 6:30PM at Menlo Innovations, 410 N. Fourth Avenue, Kerrytown Shopping Center third floor. Chris suggested moving the September meeting up one week to September 11.

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 - August 21, 6:30PM at Menlo Innovations, 410 N. Fourth Avenue, Kerrytown Shopping Center third floor.

Attendance - There were no attendance issues.

Meeting Evaluation - Positives: Good meeting and great food from the PFC kitchen; the Steiner site was excellent, conducive to productive discussion; approval of the Agenda Cycle; Ken's presentation of information; independent motion and energy. Changes for future: Anjanette needs input from more Directors on meeting agenda drafts.

Executive session - The Board moved into executive session at 8:45PM to discuss personnel matters.

Adjournment - The Board ended the executive session at 9:05PM and Chris adjourned the meeting.

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