

PFC Board of Directors Meeting Minutes – July 21, 2009

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

John Austin, Board administrative assistant, recording minutes

Ken Charboneau, PFC General Manager, was unable to attend tonight's meeting; Kevin Sharp, as 1st GM alternate, attended in his place.

Call to order - at 6:33PM by Laura.

Agenda Review - *Minutes 6/18/09 board meeting* was removed from the *Consent Agenda* for correction.

Member Comments - None.

Announcements, Info-sharing, Future Scanning - Linda Diane reported that although *Ann Arbor Chronicle* sent a reporter to the annual Membership meeting on May 31 they had decided not to run a story. Linda Diane also said that she will be blogging on locavore issues on the new AnnArbor.com.

Consent Agenda - *G.6 Board Calendar* board self-monitoring report, *Member Linkage Minutes 6/30/09*, *Governance Comm Minutes 7-1-09*. All Directors having reviewed and understood these materials, Dan moved approval of the revised Consent Agenda, Missy supported, passed 7-0.

Minutes 6/18/09 board meeting - Rebecca noted that the retained rebate returned to Members this year was for 2004, not 2008 as recorded in the draft minutes. With this correction made, Linda Diane moved approval of the revised minutes, Rebecca supported, passed 7-0.

Report from the General Manager - Kevin invited questions on the written report Ken supplied for the meeting. Several Directors reported questions from Members on the status of the frozen foods case. Kevin said that installation should be complete by August 7. He noted that the anticipated cost of \$25,000 equals about a month and a half of frozen food sales. Dan also commented that the new unit will have a three-part compressor, providing built in back up in case of a compressor failure.

In response to a question from Rebecca about the Toledo Co-op (Phoenix Earth Food Co-op) Kevin explained that it had experienced long time troubles and that a core of dedicated Members were struggling to keep it open and make it profitable. Several co-ops, including PFC, have donated time and expertise to that effort.

Pete expressed appreciation for Kevin's *Outreach Events* report.

G.5 Board Committee Principles (Board self-monitoring report) - After reviewing Directors' responses and comments in the report the Board decided that in order to assure timely delivery of Committee minutes the Secretary should serve as monitor and collector for those documents, with Board Administrator support as necessary. The Governance Committee will draft appropriate policy wording for Board consideration. Linda Diane so moved, Dan supported, approved 7-0.

Rebecca then moved acceptance of the monitoring report, Dan supported, approved 7-0.

Missy suggested that the word "group" in the policy should be defined and also that charters or charges be required for them as they are for committees. The Governance Committee will consider whether revised policy wording should be added to the policy and make recommendations to the Board.

Revised BOD [Board] Calendar - Directors reviewed Laura's draft calendar for 2009-10. Pete suggested "locking in" the choosing of a financial auditing firm by September. Dan noted that there might be too many substantive Board self-monitoring reports scheduled in December. Laura will consider these and other comments, and offer a revised draft for approval in August.

Member Linkage Committee Proposal - Two proposals aimed at encouraging Member-Owner involvement in Board committee work were presented. Proposal 1 suggested that a portion of the bulletin board at the front of the store be set aside for the Board. Committee names, brief descriptions of their work, and contact information would be posted, as would a calendar showing dates and locations of meetings. Kevin offered that he thought it was a good idea. Rebecca suggested evaluating effectiveness after a period of time, though it was also suggested that just maintaining the effort could be worthwhile. Linda Diane suggested including pictures of Committee chairs. Pete observed that in the past many future candidates began their Board involvement through committee work.

Rebecca then moved approval of Proposal 1, Missy supported, passed 7-0.

Jeff asked about the status of the PFC web site and efforts to improve it. Kevin said that a new web site is in the works, noting that until recently PFC had been without a web site administrator for two years.

Proposal 2 offered two approaches to establishing a regular monthly meeting time and place for committees. After extended discussion it was agreed that both seemed too rigid and demanding on committee members and could actually undermine effectiveness. Meetings are scheduled as the need arises and this varies from committee to committee. Also, many meetings are held in a home with location varying from meeting to meeting. It was decided that the results of Proposal 1 implementation will be monitored and these proposals can be reconsidered at a later date.

Linda Diane observed that different committees might have different standards for effective participation. She also noted that Directors commit to a committee for one year and while Members who wish to attend occasionally might be welcome as observers, Members who wished to effectively *participate* would need to make the same time commitment as Directors. Pete also pointed out that the larger a committee gets the more difficult it becomes to schedule meetings.

Co-president roles - No material was available for this agenda item. Laura will circulate the proposed responsibility assignments for presentation in August.

Receive Conflict of Interest Statement & Disclosure Forms - Linda Diane received forms from Rebecca and Dan. Forms from the other five Directors were received at the June meeting. These are kept in the Board file at the PFC office.

ENDS Discussion/Brainstorm - Laura's goal with this discussion and throughout the year is to keep the PFC's Ends (results, overarching goals) policies on the Board's agenda this year. It was suggested that the four policies might be re-ordered and renumbered according to the stated prioritization. Linda Diane also suggested that both PFC and Board histories be listed as items in *E.1 Education*.

Goal Setting for the Year - Directors offered goals for the Board this year (not yet prioritized):

- . Smooth functioning, proper elections
- . Staff Ends policy
- . Web site
- . Ends policy on sustainable environmental practices for PFC - become a model for the community
- . Cross volunteering opportunities – volunteering in areas and organizations related to PFC's mission and values
- . History of PFC
- . Establish qualifications for Board and committee members
- . Board candidates either nominated by Board or Member petition
- . Set directions for PFC - expansion among them
- . Report from Board on direction options
- . Expansion and expand in place

Governance Committee Proposals

- . G.7.8: "present" at Board meetings defined to allow for synchronous electronic communication (such as phone conference). Linda Diane so moved, Dan supported, approved 6-0-1 with Rebecca abstaining.

- G.4.1.d: “annual agenda cycle” changed to “board calendar”; G.4.1.g added: updating Board calendar added to President’s job description. Linda Diane so moved, Dan supported, approved 6-0-1 with Jeff abstaining.
- G.7.5: “Monday morning” changed to “one week before the Board meeting”. Linda Diane so moved, Dan supported, approved 7-0.
- M Global: wording changes for clarity. Linda Diane so moved, Dan supported, approved 6-0-1 with Jeff abstaining.
- G Global: “achieves” stated ends changed to “focused on achieving”. Linda Diane so moved, Dan supported, approved 6-0-1 with Jeff abstaining.

Review standing committees - Approvals of charters for 2009-10 Board year.

- Staff Ends - re-approval of existing charter. Pete moved, Linda Diane supported, passed 7-0.
- GM Evaluation - minor wording changes to existing charter. Missy moved, Linda Diane supported, passed 7-0.
- Board Website - “assemble Co-op history” added to charge in existing charter. Linda Diane moved, Dan supported, passed 7-0.
- Finance - revisions to proposed draft: prohibition of financial interest changed to requirement for conflict of interest disclosure; “auditors” and “non-audit” changed to “accountants” and “accounting” respectively. Linda Diane moved, Missy supported, passed 7-0.
- Environmental - 7-14-09 draft approved as written. Jeff moved, Linda Diane supported, passed 7-0.
- Member Linkage - 7-7-09 draft approved as written, with agreement that it is a working document that might change over the course of the year. Dan moved, Linda Diane supported, passed 7-0.
- Governance - minor wording changes to draft proposed in 7-1-09 Committee minutes. Linda Diane moved, Dan supported, passed 7-0. Linda Diane will re-draft in standard charter format and circulate to Directors.
- Development - re-approval of existing charter. Laura moved, Dan supported, passed 7-0.

Committee assignments (appointments to committees)

- Board Website: Linda Diane, Pete, Missy, Jeff
- Development: Laura, Rebecca
- Environmental: Dan, Pete, Rebecca, Jeff
- Finance: Dan, Pete
- GM Evaluation: Laura, Pete, Missy
- Governance: Linda Diane, Pete, George Esler (former Board member)
- Member Linkage: Linda Diane, Laura, Pete, Dan, Missy, Jeff
- Staff Ends: Dan, Pete, Katie Wimsatt (former Board member), John Austin (former Board member)

Elections Cycle Proposal From Staff - Kevin presented a proposal and timeline for Board/Staff actions leading up to the 2010 election and Annual Membership Meeting. It is meant also to serve as a framework for this process in each year. Included were general agreements on division of responsibilities, a summary of deadlines required by PFC Bylaws, and specific proposed dates for necessary actions in the upcoming election cycle.

Some concerns were expressed over the early deadline (June 1 beginning in 2010) for Board input on the following year’s annual meeting, noting that it would usually fall before the first full meeting of a new Board. After further discussion Linda Diane moved acceptance of the *General Agreements* section of the proposal with specific dates to be established later, Dan supported, approved 7-0.

Board recruitment/nominations/elections process - Linda Diane presented a *Board Elections Work Proposal* based on notes she collected from PFC Members on the election/annual meeting process and on the ideas generated during the Board’s brainstorming session at the June meeting. After discussion, Rebecca moved approval, Laura supported, passed 7-0.

September Board meeting schedule - The Board agreed to move the September meeting to the 22nd.

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

- All Committees - budget requests to Dan by August 6
- Choose audit/financial services in September
- Finance Committee - Board budget proposal for October meeting
- G.11 and G.12 self-monitoring surveys - all Directors (summaries & syntheses by Pete)
- G.13 and G.14 self-monitoring surveys - all Directors (summaries & syntheses by Dan)

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 - August 18 and September 22, 2009, 6:30PM, at Menlo Innovations, 410 N. Fourth Avenue.

Attendance - There were no attendance issues.

Meeting Evaluation

Positives:

- productive discussions
- good facilitation by Laura of a very full agenda
- level of preparation & materials in advance help with effective use of meeting time
- some open discussion/brainstorming is good, too
- all the Governance work
- clearer agenda timeline
- election/annual meeting work progressing
- goal setting

Concerns: long meeting

Adjournment: by acclamation at 9:15PM.

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