

PFC Board of Directors Meeting Minutes – October 20, 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; Rebecca Kanner.

Kevin Sharp, PFC Marketing & Member Services Manager

John Austin, Board administrative assistant, recording minutes

Absent: Jeff McCabe, Daniel Soebbing

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

Guest: Chip Lind, PFC Member-Owner

Call to order - at 6:30PM by Laura.

Agenda Review - A discussion of the bulletin board posting of Committee information and a discussion of possible revisions to the Board self-monitoring procedure were added to the agenda.

Member Comments - Chip expressed concern about the sale of ibuprofen at the store registers because it's a drug, it's synthetic, it suppresses symptoms, and it can be addictive. This input was noted by Kevin for routing to the appropriate Staff member. Within the broader framework of *Ends* and *Executive Limitations* policies, specific product line decisions are delegated by the Board to the GM.

Chip also urged the Board to do more to reach out to and involve PFC Member-Owners. He noted that Oryana food co-op in Traverse City holds regular "Coffee with Board Members" sessions so Members can ask questions and offer input.

Announcements, Info-sharing, Future Scanning - Linda Diane reminded everyone that she would be unable to attend the December meeting and her attendance in November was uncertain. Pete said that he would be out of town and unavailable through October 31.

Consent Agenda - *Minutes 9/22/09 board meeting; G.9 Board-Membership Comm.* Board self-monitoring report; *Minutes 10/4/09 Board Retreat; Governance Committee Minutes.* All Directors having reviewed and understood these materials, Linda Diane moved approval of the Consent Agenda, Missy supported, passed 5-0.

Report from the General Manager - Kevin expanded on the written report Ken supplied for the meeting and invited questions. He noted that the Membership survey was in progress, the exterior painting was complete, and that sales remained soft.

Retreat Evaluation - Directors expressed appreciation and approval of Missy's notes of the Board retreat held Sunday, October 4. Attendees also felt that the discussion of the Board nominations process was productive, Ken's and Kevin's attendance was very helpful, and the opportunity for unhurried, extended discussions was welcome. Some concern was expressed that a defining objective or set of desired outcomes would have given the session more focus. Praise for the food supplied by the PFC kitchen staff was universal and enthusiastic.

Bulletin board Committee postings - Final discussion and approval of language and format developed by Missy for the posting of Board committee information in the store.

Board self-monitoring procedure proposal - Directors reviewed proposed changes developed by Missy to the written procedure, based on Board discussion at the September meeting. After discussion, Linda Diane moved approval, Pete supported, passed 5-0.

Annual Meeting & election cycle - Directors reviewed the proposed draft timeline for the 2010 election and Annual Meeting of the Membership developed by Kevin, and thanked him for all the work he had been putting into it. By consensus, the Board agreed on Thursday, April 8 for the Meeting.

Governance Policy Changes - The Board reviewed the Governance Committee's proposed changes to policy derived from Board self-monitoring and discussion. After further discussion, Rebecca moved approval of all the changes, Pete supported, passed 5-0. The Governance Committee will next meet in January.

Board size discussion - Discussion of the possibility of increasing the number of Directors on the Board. Linda Diane suggested proposing a Bylaw change that would cap the number at nine but allow for fewer. Pete noted that psychological studies have shown that seven is the optimum number for any group. Many Directors felt that having more members would allow the Board to better cope with all of its tasks and responsibilities. It was decided that information would be sought on the experiences of other co-op boards and on the recommendations of others in the cooperative community.

Nominations task for committee - Directors agreed that a six-million dollar business needs qualified board members that the Membership can trust and rely on to make decisions on its behalf. It was generally agreed that the Board would not endorse candidates but would seek to filter potential candidates through qualifications screening. Among the suggestions:

- Petitions for candidacy containing a "template" of necessary skills and experience
- A consistent set of questions for all candidates to answer
- Questions based on the Ends policies, policy governance principles, values, and experience

The Nominations Committee will develop recommendations for the Board to review.

Nominations - Directors offered ideas and suggestions for the Committee to consider:

- Experience on other boards
- A sign-off for all candidates acknowledging that they understand the demands of board work and what is expected of Directors
- Business and professional experience

Looking Ahead – Laura briefly reviewed upcoming tasks: Directors complete the self-monitoring surveys; Ken's L.3 and L.4.9 GM monitoring reports; GM Evaluation Committee is beginning its work; December check in on Board goals and priorities and six-month calendar review.

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 - November 17, 2009, 6:30PM, at Menlo Innovations, 410 N. Fourth Avenue.

Attendance - Will be addressed at the November meeting when more information is available.

#### Meeting Evaluation

Positives:

- Attendance of a PFC Member
- Great meeting, covered a lot
- Good facilitation by Laura
- Everyone was prepared and discussion moved fast

Concerns: None noted.

Adjournment: by acclamation at 7:57PM.

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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