

PFC Board of Directors Meeting Minutes – November 17, 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, Jeff McCabe.

Ken Charboneau, PFC General Manager

John Austin, Board administrative assistant, recording minutes

Absent: Daniel Soebbing (scheduled leave of absence approved by the Board at the 4/16/09 meeting)

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

Agenda Review – Time was added for discussion of progress on the new PFC web site, and for Pete's suggestions for change to the Board self-monitoring survey postings/deadlines.

Member Comments - None.

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

Consent Agenda - *Minutes 10/20/09 board meeting; M.4 Monitoring GM Performance* Board self-monitoring report; *L.3 Financial Planning & Budgeting* and *L.4.9 Financial Cond. & Activities* GM monitoring reports; *Nominations Com Minutes 11/4*. All Directors having reviewed and understood these materials, Linda Diane moved approval of the Consent Agenda, Rebecca supported, passed 6-0.

Report from the General Manager - Ken expanded on the written report he supplied for the meeting and answered questions from Directors. He also distributed his proposed new schedule for GM / organizational monitoring reports for Board consideration at the December meeting.

New PFC Web Site - Ken said that bids had been received from four website design firms and these had been narrowed down to two, both in the \$8500-\$9000 range. The target date for completion of the project is March 1. He assured Directors that PFC will have full interactive control of the site with the ability to freely modify, update, and revise. After further discussion Linda Diane moved that the Board authorize Ken to choose between the bids, with a cost of up to \$10,000. Missy supported, approved 6-0.

King Award – Linda Diane reported that a committee would be established to collect and review nominations for this year's *Life as Art Award – In Memory of Ken King* award. Rebecca will be committee chair and will present a draft committee charter for Board consideration at the December meeting.

Boycotts - Linda Diane presented Governance Committee considerations of the possibility of eliminating boycotts by PFC altogether. The topic had come up at the Board retreat in October and also had been suggested by Doug Coskey, PFC's attorney.

Observations made in favor:

- A politically charged boycott campaign could be damaging to PFC
- Not economic damage so much as the destructive energy and impact on PFC's image
- Boycotts are not very effective anymore, not the way things are accomplished anymore
- Some blogs are still criticizing PFC for even considering a boycott

Observations made against:

- Forbidding boycotts wouldn't silence those who might seek to disrupt and polarize the PFC community on an issue
- Why give up the right of PFC Member-Owners to organize?
- Open discussion around an issue can be beneficial
- Current policies on boycott campaigns are already sufficiently narrow

Pete argued that PFC had ultimately come through the last boycott campaign *stronger* and with a *better* public image.

After further discussion the Board decided by consensus to leave current boycott policy unchanged.

Nominations Process - Jeff distributed a draft candidate questionnaire for Directors to review. Nominations Committee members reported tentative interest from several potential candidates but no solid commitments yet.

Linda Diane said that Member-Owners *want* more information on candidates, and that while Newsletter space is limited web site space is not. She also suggested that questions be more Ends Policy and Board leadership focused, relating to Board level work rather than Operations activities.

Missy noted that the Nominations discussion will be ongoing but that fairly quick decisions will be needed on this year's candidate packet.

Membership Database Access - The Board discussed the possible use of the Member database for candidate recruitment efforts. Linda Diane noted that policy L.1.4 was quite clear that a very specific statement would be necessary for approval. After extended discussion Jeff moved that Board of Director members of the Nominations Committee be granted access to the Member list on PFC premises and under Ken's oversight for the purpose of recruitment. Rebecca supported, approved 6-0.

Board Self-Monitoring Surveys - Pete suggested that with the recent difficulty in getting timely Director survey responses surveys should be posted *two* months before they are due. After brief discussion it was decided that Pete would present a proposal for consideration at the December meeting.

Looking Ahead – Laura briefly reviewed ongoing and upcoming tasks.

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 – December 15, 2009, 6:30PM, at Menlo Innovations, 410 N. Fourth Avenue.

Attendance – Jeff's absence in October was approved by acclamation of the other Directors.

#### Meeting Evaluation

Positives:

- The smaller table seemed to create a synergy that enhanced discussion
- Laura's facilitation kept discussions on schedule
- All the Nominations Committee's work

Concerns: Proposals for Board consideration need to be in written form and available for Director consideration five days before a meeting.

Executive Session - By unanimous agreement, the Board moved into executive session at 8:15 to discuss personnel matters.

Adjournment - The Board emerged from executive session and adjourned the meeting by acclamation at 8:30PM.

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