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PFC Board of Directors Meeting Minutes - December 15, 2009

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

Attendance

Board Members: Laura Trumbull, Co-President; Pete Schermerhorn, Co-President; Daniel Soebbing, Treasurer; Rebecca Kanner; Jeff McCabe.

Ken Charboneau, PFC General Manager

John Austin, Board administrative assistant, recording minutes

Absent: Linda Diane Feldt, Missy Orge

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

Agenda Review - *Minutes 11/17/09 board meeting* were not ready and were removed from the Consent Agenda. *Member Linkage Minutes* were the wrong version and were also removed from the Consent Agenda.

Member Comments - Jeff expressed hope that the new PFC web site would have special orders capability. Dan told the group that he is glad to be back.

Announcements, Info-sharing, Future Scanning - Pete said that he'd responded to several "email-the-Board" messages. One Member said that she had gotten no response to her query about Board work last May. He said he'd also been interviewed about cooperatives by a U of M student in the School of Natural Resources.

Consent Agenda - *G.7 Board Meetings* and *M.1 Unity of Control* Board self-monitoring reports; *11-17 Executive Session Minutes*; *GM Eval Committee Minutes*. All Directors present having reviewed and understood these materials, Dan moved approval of the revised Consent Agenda, Rebecca supported, passed 5-0.

Report from the General Manager - Ken expanded on the written report he supplied for the meeting and responded to questions.

PFC is moving some funds from the National Cooperative Bank (NCB) to the Bank of Ann Arbor. Laura, as Board President, and Linda Diane, as Board Secretary, have signed necessary NCB authorization forms.

Ken asked for Board approval to add hand-held scanning gun capability to PFC's point-of-sale system. Ken explained that it would significantly improve accuracy and efficiency through all phases of retail operation. The cost is \$10,000 for equipment, software, installation, training, and support. After further discussion and explanation of benefits, Pete moved approval of the proposal, Dan supported, passed 5-0.

GM Monitoring Report Schedule - After brief discussion Rebecca moved approval of the schedule changes proposed by Ken, Jeff supported, passed 5-0.

Welcome Dan Back - All are pleased to have Dan back from his two-month leave while attending National Outdoor Leadership School training. Dan expressed his eagerness to get back into Board work.

Member Linkage Charter - Jeff moved approval of Missy's proposed revisions to the charter, as amended in discussion, Dan supported, passed 5-0.

King Award Committee Charter - After discussion and minor changes to Rebecca's proposal, Dan moved approval of the charter as revised, Jeff supported, passed 5-0.

Additions to Report from the General Manager - Ken informed the Board that the State of Michigan will conduct an audit of PFC's 2005, 2006, and 2007 tax returns on January 6 and 7.

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Ken also announced that with a modest 3% increase in revenues expected, pay raises will be limited to 3% or 30 cents an hour this year. All managers agreed with this decision. If financial results are better than expected this may be revisited.

Board Goals-Priorities (mid-year check-in) - Dan and Jeff both emphasized the importance of developing a Board web site to enhance communication with Membership.

Staff Ends policy development: by consensus Directors agreed to continue this discussion after the results of the latest survey are available.

It was also suggested that a set of qualifications or a code of ethics for participation in Board level work be put in place in case people not of good will get involved in committees or on the Board itself.

Nominations Check-in - Four candidates have made verbal commitments, others have expressed interest. Jeff suggested there be some sort of formal recognition or thank-you for losing candidates. The Nominations Committee is still working to complete a Candidate Packet for Board review and approval.

Board Calendar - Directors briefly reviewed this year's calendar for possible revisions. Ken noted that the *Consumer Cooperative Management Association* conference is being held in Bloomington, Indiana this year from June 10-12. This relatively close location will make travel costs low should Directors wish to attend. Ken will give the Board information on conference content, speakers, and workshops as it becomes available.

Website discussion (brainstorming session to develop Board ideas and priorities for its presence on the new PFC web site) - Linda Diane is taking point on this for the Board and interacting with the developers. Currently part of the plan:

- Board log-in
- Photos, contact list, biographies
- Meeting minutes and packet materials
- PFC bylaws and policies

Suggested:

- Board Calendar and activities
- On-line voting option
- General Board information
- Resources - links to information (such as policy governance, the International Co-operative Alliance, NCGA)
- Links to other Co-op's web sites

Looking Ahead - Laura briefly reviewed upcoming tasks. The January Ends policy discussion will be postponed until February when survey results are available. The Annual Meeting of the Membership is April 8.

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 - January 19, 2010, 6:30PM, at Menlo Innovations, 410 N. Fourth Avenue.

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

Meeting Evaluation

Positives: General agreement that the meeting was productive; everyone was prepared; it's good to have Dan back.

Concerns: None noted.

Adjournment: by acclamation at 8:32PM.

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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