

PFC Board of Directors Meeting Minutes – December 17, 2008

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

Attendance

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

Ken Charboneau, PFC General Manager

Chip Lind, PFC Member-Owner

John Austin, Board administrative assistant, recording minutes

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

Member Comments - Chip noted that *People's Food Co-op* in Kalamazoo has a one-acre co-op garden supported by volunteer work and that the produce is sold in their store. He suggested that this would be a nice addition to PFC. Response among Directors was positive.

Announcements, Info-sharing, Future Scanning - Anjanette reported that the Staff Ends Committee would like to use Marshall Kovitz, the Board's consultant at *Cooperative Development Services*, as a resource in their work. In an informal vote of 7-0 the Board approved the Committee's use of up to two hours of Marshall's time.

Agenda Review - Joan noted that the November minutes incorrectly listed her as Treasurer and asked that this be changed. Anjanette said that the desired Board *Action* for the *E-E.4 Ends Policies* monitoring report item would be "Discuss".

Consent Agenda - *Minutes 11/20/08 board meeting* as corrected; *G-Global*, *M-Global*, *G.8 Cost of Governance*, and *M.1 Unity of Control* self-monitoring reports; and *Governance Cmte. Minutes*. All Directors having reviewed and understood these materials, the Board approved the Consent Agenda 6-0-1 with Dan abstaining. The *CAT Survey* response summary was provided to the Board for informational purposes and did not require approval.

Report from the General Manager - Ken expanded on the regular written report and list of outreach events he supplied for the meeting. PFC's current marketing promotion, a discount sticker affixed to home-delivered copies of the *Ann Arbor News*, is drawing a good response – better than the direct-mailer coupon offer in August, at 10% of its cost. Ken also asked that the yearly monitoring dates for *Ends* policies and *L.1 Treatment of Members* be moved. The Board will take this up during this meeting's discussion of these items.

2009 PFC Budget - Laura moved that the Board adopt the budget provided by Ken, Anjanette supported, approved 7-0. (Ken's monitoring report on *L.3 Financial Planning & Budgeting* had been reviewed and accepted at the November meeting).

Annual Membership Meeting - It was noted that the first tentatively selected meeting date, April 12, is Easter when many Members might have other commitments. After discussion, the Board chose Sunday, April 19 for the meeting. Research and planning by the Member Linkage Committee for location and activities is underway.

Election timeline - Laura read a list of important dates leading up to the election. The PFC Newsletter containing a call for candidates will go out on January 9.

Filling Board Vacancies - Several Directors said they had possible candidates. Pete suggested that Directors who blog bring up the candidate search and Anjanette urged everyone to bring it up in all the various communities in which they participate, not just on line. Anjanette noted that while some very

dedicated Members were hesitant to commit to a full three-year Board term they are often willing to fill the remaining term for a vacated seat. The Board set a goal for each Director to identify one candidate and send their statement to Laura by January 7. Each Director will attempt to bring a Member-Owner, not necessarily a potential candidate, to the January meeting for purposes of outreach and building broader involvement.

G.5.5 Proposed Changes - Joan presented the Governance Committee's revised proposal for revisions to policy *G.5 Board Committee Principles*. Pete noted that the proposed new G.5.8 would require a charge or charter for the elections (counting) committee specified in Bylaw 5.4. It was suggested that these duties could be added to the Member Linkage Committee charter. After further discussion, Laura moved approval of the revisions as proposed, Dan supported, approved 7-0.

Expansion check-in and update - The Expansion Committee will meet soon to update its charter along guidelines suggested at the October meeting, and will also have past minutes available for the Board soon. Ken said he is still waiting for an energy-use report on one possible location. He added that he felt an ideal opportunity for a second PFC location will present itself next year.

Website Cmte. Charge - Laura moved approval of the draft charge to the Committee, Joan supported, passed 7-0. In response to a question from Pete, Ken assured the Board that the new computer server being installed this month would easily accommodate the added use of a Board website.

E - E.4 Ends Policies (monitoring report) - The Board reviewed Ken's report and extensive plans for generating quantifiable data that will show PFC's progress towards Ends achievement. These include a biennial survey of Members and an expanded volunteer program that will encourage and reward volunteering in the cooperative community (policy E.3.a). The report also included specific criteria for measurement of each aspect of the Ends policies. Ken emphasized the importance of "measuring with the Membership" and said that the Staff will also play a key role, reporting to him quarterly on whatever portion of the Ends policies come within the purview of their jobs. He requested that the yearly monitoring of Ends be moved from December to February to allow time for proper compilation of data on the fiscal/calendar year just ended.

Comments and questions were offered by Directors around the table. The question was raised whether this report adequately addressed the status of Ends achievement at this time. The consensus among Directors was that it did show real progress and offered a solid plan for the future. Board response to the report and proposals was unanimously positive and enthusiastic.

After further discussion, Laura moved acceptance of the monitoring report, Linda Diane supported, and the Board voted 7-0 for approval.

Chris then moved that Ends monitoring be moved to February, Anjanette supported, approved 7-0.

L.1.9 Proposed Changes – Joan presented revisions proposed by the Governance Committee. After extensive discussion and rewording, Dan moved approval of the changes as revised in discussion, Pete supported, passed 6-1 with Linda Diane voting against.

Board Calendar - Anjanette suggested that this be postponed until the GM Evaluation Committee had adjusted their schedule.

Looking Ahead - Anjanette reviewed upcoming commitments on the Board Calendar:

- G.1 self-monitoring summary & synthesis by Anjanette (postponed from December).
- G.10 self-monitoring survey - all Directors; summary & synthesis by Chris.
- L.8 monitoring report from Ken.
- GM monitoring summary from John (to GM Evaluation Committee).

The G.2 Board self-monitoring report for January was postponed until February.

Task List Review - The Board's new TASK LIST-CURRENT may be viewed on line at <http://groups.google.com/group/pfcbod-archive> under "Files".

Future Meetings - January 15, 2009, 6:30PM, at Menlo Innovations, 410 N. Fourth Avenue.

Attendance - There were no attendance issues.

Meeting Evaluation - Positives: very capable facilitation by Chris; Board is doing a lot of work; Board/GM relationship is energizing; Ken "brought the Board along" this time; direction Ken's taking on Ends; good discussion on Ends; excitement about this approach to Ends; all materials were on time; engagement and response on Agenda development was the best ever; many things the Board has been working on (monitoring, Ends, PG, etc.) came together at this meeting; good to have a full agenda.

Concerns: too much material to allow time for adequate preparation; between-meeting feedback on the L.1.9 draft would have been more appropriate and effective than last-minute wholesale revamping during discussion; correcting previous meeting minutes on-the-fly and then passing them on Consent.

Adjournment - 8:40PM by Chris.

Materials considered by the Board at this meeting may be viewed on line at: <http://groups.google.com/group/pfcbod-archive> under "Discussions".

Respectfully submitted by Joan Bailey, Board Secretary