

## MINUTES

FBFC Board of Directors Meeting 5-18-17

Meeting started at 5:30 pm and ended at 8:30 pm.

**Board members present:** Danielle Goldstein (President), Josh Littlejohn (Vice President), Jennifer Heeder (Secretary), Alanna Hibbard, Kelly Fain, Josh O’Conner, Paul Gallimore, Stephanie Swepson-Twitty

**Board members absent:** Bob LeRoy (Treasurer), Pauline Heyne, Daav Wheeler

**Others present:** Bobby Sullivan, General Manager (GM); Clare Schwartz, Outreach Coordinator; Sage Turner, Finance Manager and Expansion Project Manager; Jean Karpen, Board assistant; Owners – Matilda Bliss, Lyndon Felps, Darcel Eddins, DeeDee Hyde, Rusty Sivils

### Meeting Summary:

- Owner comments heard
- Discussion – handling complaints and operational concerns
- Annual Owners’ meeting planning
- Discussion of proposed changes to bylaws and Articles of Incorporation
- Monitoring Reports – B1 Financial Condition & B6 Staff Treatment reviewed
- Executive Session
- Two policies adopted – 1. Who speaks for the Board? 2. Board/GM/staff relationship

### Calendar Dates:

- May 23 – CAD (Customer Appreciation Day)
- June 3, 2017 – Annual Owners’ Meeting – at The Orange Peel –10:00 – 10:30 light breakfast, 10:30 - 12:00 business meeting, 12:00 - 1:00 - informal talk, questions, etc. Board members arrive at 9:30.

**Approve agenda:** Agenda approved as presented, later modified. Two items moved to June meeting.

**Approve minutes of** 4 20-17 approved as presented.

### Owner Comments:

Matilda Bliss – I’m disappointed with the recent decision to support the \$1 million funding for police, by the Asheville Downtown Association. Though I appreciate the correspondence I’ve had with Sage, it feels totally inadequate when this police dept. has a long history of not following through on a lot of things they say they’ll do. I hope the Board can try to push for reversing that decision and sign the downtown Business Owners’ “A Million Dollars for the People” petition. That money can really help make a difference, not just give the police dept. more license to intimidate, harass, and to push black & brown people out of Asheville. Police Chief Hooper wants to add 15 officers to the downtown force. The south side is the area that will be mostly policed. Police force has 20 vacancies right now; Chief Hooper is not doing her job.

Lyndon Felps – I agree with Matilda. I have seen gentrification in other places. Black people are priced out of certain areas and police are part of it. The energy is probably coming from hotels, not coops like this. Giving money to police dept. is an integral part of gentrification. Suggestion that you make it an agenda item at the upcoming owners’ meeting & find out how owners feel about this.

Rusty Sivils –Recently, I heard a fantastic interview (available at [writersvoice.net](http://writersvoice.net)) with Peter Moscowitz who has written a book called “How to Kill a City” which is about gentrification. Also, I have just turned in a letter to Mtn. Express about the coop, the annual meeting, and all the issues I’ve been bringing to you for years.

Darcel Eddins – My comment is also on this decision. I understand that Sage is the person who voted to support this allocation. Information that has gotten out makes it appear that Sage is speaking for the coop. Sage would not be on that Board (Asheville Downtown Association) if the coop did not exist. I'm speaking on behalf of Bountiful Cities, in a business relationship with the coop. If the Assoc. is pushing for more police, let's figure out another way to do it than on the backs of our city taxes. We're asking that the Board do a letter to explain this as we roll out our joint program that actually is supporting low wealth and people of color, who, when you hear increasing the police, that is the community automatically that is mostly scooped up and policed heavily. We live in a very broken system of which the police is part of that. As a coop, we can do better. We can vote better, ask better questions and partner better. That is what I expect as a member & owner of this business and as a partner. I'm asking y'all to clear it up because it's your mess.

Dee Dee Hyde – For me, it's a weird line, because I'm an owner and an employee. It's about our process & how we, as a coop, move forward with the expansion and the things we're doing beyond any one individual in this room. How do we move forward as a community business? We're always going to make mistakes – sometimes decisions are mistakes and we don't realize it. We all have interests outside of work. How do we participate in a way that's respectful to the community we're a part of here at the coop? If I protest & am wearing an FBFC shirt, people know I work at the coop. No blame here – can we have a discussion & come up with a solution that makes people more comfortable? None of us can make a decision for the multitude.

Bobby Sullivan– This is a really big deal – as an organization, this is a teachable moment. I'm really thankful for people speaking out because that's how we do what we do.

Darcel Eddins– As a business person, if I had 20 vacancies, and was asking for \$1 million, I would not find a funder for that. Can we pause & ask for more information? There's a reason those 20 vacancies exist. I know I don't say it enough, but I'm grateful to the Board for the work you do.

Sage Turner– Want to thank the people who have come to share perspectives. This wasn't about the coop. You're right, I wouldn't be on that board if I weren't working for the coop. We would serve ourselves well to look carefully at the ADA statement. It doesn't say they support the \$1 million; it says they support a fully staffed downtown unit – an intentional statement about retention. In most situations, there is much to learn before we decide. We're going to encounter that more and more as we get into redevelopment. This is an opportunity to discuss all the issues in depth.

Lyndon Felps– Can you define the ADA statement further?

Sage Turner – I can't speak for the ADA Board. We need to understand the whole picture before decisions are made. My understanding is that it involves the south slope business district, not south side residential area.

Josh Littlejohn – Can we bring it back to what relates to the coop specifically? Regarding the suggestion to take it to the owners – what would that look like? Space for discussion?

Lyndon Felps – The owners' meeting will take place before City Council votes on this \$1 million. Coop members could be informed, citizens could inform their City Council representatives of how they feel. Owners could possibly make a statement.

Rusty Sivils – At the annual meeting, someone could put forward a resolution and the members would debate it & make a decision.

Matilda Bliss – There are currently about 15 businesses who have signed onto the petition. Will send information about the petition to Danielle.

Danielle Goldstein - Thank you all for taking the time to speak as owners. It's very much appreciated.

**Handling complaints and operational concerns:** There was a lengthy discussion of this topic considering the owner comments made tonight. Board members agreed to draft a statement from the FBFC Board. The statement should focus on how our organization operates, our values, our mission, and how that interfaces with our owners and our community. Josh L and Jennifer will draft a statement and will send to all Board members for approval/edits.

Along with this statement, a suggestion was made to compile a list of resources where people can find information related to these issues. Stephanie will start this process. May distribute at the annual meeting.

**Annual meeting planning** – Danielle will let Board members know their task assignments for the meeting. Jean will make copies of the 2015 and 2016 Annual Meeting minutes to be approved. We will begin with an introductory message from the Board, each member reading a paragraph. Danielle will start a Google doc to create this message. Break-out sessions will be related to the 5 Ends Policy items. Proposed changes to Articles of Incorporation and bylaws will be presented & questions answered. Owner comments, as usual, will be heard. Kelly will send an email blast asking for Board applications. Child care will be provided in the MLC.

**Proposed changes to Articles of Incorporation and bylaws:** In order to offer non-voting investment shares to help fund the expansion, we will need to make changes to our Articles of Incorporation and bylaws.

After discussion, the Board agreed to authorize Danielle to execute a final decision on wording for the changes to be presented to owners for a vote. Bobby will contact attorney Bob Deutsch with several additional questions. Final decision will be based on responses to those questions.

Bob and Pauline will present this information at the owners' meeting.

**GM Report** - was sent via email.

**Monitoring Report:** B1 Financial Condition and B6 Staff Treatment. Both reports were reviewed and deemed reasonable and acceptable. Bobby plans to expand the staff survey for next year.

**Executive Session was held.**

**Policy adopted:** The following statements were adopted as interim policy and will be codified at a later date.

- No employee, owner, or member of the Board of Directors of the FBFC shall serve as a spokesperson or agent of the co-op without being explicitly authorized by the Board of Directors or designated by the GM within the scope of their responsibilities.
- Members of the Board of Directors shall recognize the role of the GM in the management of employees and shall not intervene in the GM/employee relationship. If the Board of Directors feels it is necessary to assess the staff climate or performance of the GM, the Board will inform the GM of such.

**Agenda items not covered or unfinished:**

- “Moving Forward” – how to maintain healthy boundaries between Board & Staff during expansion. Move to June meeting agenda.
- Committee Health. Move to June meeting agenda.

**Additional items for next month's agenda:**

- For a future agenda – brainstorm out-of-the-box marketing/advertising ideas.

**Next meeting will be June 15, 2017 at 5:30 pm.**

Jean Karpen, Board Assistant