

MINUTES

FBFC Board of Directors Meeting 1-16-14

Meeting started at 5:33 pm and ended at 8:10 pm.

Board members present: Bob LeRoy (President, Treasurer), Justina Prenatt (Vice-President), Jennifer Gustafson (Secretary), Stephen Smith, Alanna Hibbard, Pauline Heyne, Kelly Fain, Josh Littlejohn, Danielle Goldstein

Board members absent: Sarah Oram, Alisa Kuumba Zuwena

Others present: Bobby Sullivan, General Manager (GM); Jean Karpen, Board assistant; Owners – Rusty Sivils

Meeting Summary:

- Annual Owners' Meeting set for June 1, 2014.
- Monitoring Report 2.4, Planning and Budgeting, reviewed
- GM Report
- Worker-Owner Program Committee report
- Coop Community Outreach Committee report – owner database updates to begin
- Owner event set for Feb. 16, 2014
- Election Process time line approved
- Future agenda items suggested
- Justina approved as Board President
- GM contract to be drafted

Owner Comments: Rusty Sivils renewed his request that the Co-op look into alternative health care insurance that might be provided by the Co-op and requested a copy of the health insurance proposal he submitted several months ago. Bob will provide Rusty with the information he requested.

Approve Agenda: Agenda was approved.

Minutes of 11-21-13 approved as presented.

Calendar dates recap:

- Jan. 25 – CDS (Cooperative Development Services) Basic training, Leadership training. Danielle, Josh, Bobby, Clare Schwartz, and possibly Sage Turner plan to attend.
- Feb. 16 – 3:00 to 5:00 pm - Wine & cheese social/meet & greet for owners & Board
- March 22 – Advanced seminar for board members who have had experience or trainings. This has southeast regional participation of many co-ops, & is thoroughly informative & inspirational.
- April 2 – Co-op Farmer's Market opens
- April 19 - Urban Homesteading Fair
- April 28 to May 2 - NCGA (National Co-operative Grocers' Association) Spring meeting. Bobby & Clare will attend.
- May 8 to 11 – LEAF
- June 1, 2014 – **Annual Owners' Meeting**

Reports for Board meetings: As suggested by NCGA consultant, Mark Goehring, it was agreed that all documents relevant to Board meetings will be gathered by the Board assistant and sent in one email to Board members seven days prior to the meeting. Included will be the proposed agenda, GM report, monitoring reports along with supporting documents, minutes, committee reports, and others documents as appropriate. Subject line for the email will read “FBFC Board meeting documents (date).”

Monitoring Report: 2.4 Planning and Budgeting. The report was deemed reasonable and acceptable. GM will have a more complete 10-year time line next month.

The Business Plan was discussed briefly. For the final version of the Business Plan, GM will research and consider how to integrate the use of technology. The plan includes structural updates to the building, some of which will enhance our community gathering space. With the addition of a hot bar, we will most likely need additional seating. On a related note, Bobby stated that we need to focus more on the website, with regular updates.

GM Report: Union negotiations are ongoing. Sales of “Go Local” cards are brisk. The new Tool Library will be part of the Tailgate Market this year. Regarding the Depot Street Market, research and development are ongoing.

Worker-Owner Program Committee report: The current focus of the Worker-Owner Program is stabilization rather than growth. The union contract is still under negotiation and that will affect implementation of the program. Below are agreed-upon aspects of the program:

- GM will maintain operational authority over the Worker-Owner Program.
- Worker-Owner jobs must not include work normally done by co-op employees.
- Worker owners will receive a 15% discount card for every two hours worked.
- We will work toward incorporating the Hendersonville Co-op model (owners receive work credit for hours worked at approved non-profit agencies).
- The committee will contact the Hendersonville Co-op to see exactly how their program is run.
- We still need to discuss criteria for choosing non-profit affiliates for the program, as well as training the non-profits on how to receive worker-owners, and exactly what worker-owners will be doing.
- FBFC GM has created a draft schedule of jobs and shifts.
- Current FBFC worker-owners will be transitioned to non-union jobs.
- Over the course of the next couple of years, FBFC GM will remain mindful of the content & range of the many potential work areas brainstormed by the Worker-Owner Program Committee. GM will watch for opportunities to introduce additional work areas that meet the criteria of benefit to our co-op’s mission/ends, & GM-supervised operational feasibility.

Co-op Community Outreach Committee:

- Several members of the committee will begin calling owners to update our database. They will also ask for thoughts about how we can foster community among co-op owners.
- The committee will begin working on plans for the Annual Owners' Meeting.
- The committee will coordinate the Co-op Board's presence at the upcoming Urban Homesteading Fair.

Election Process Committee: The committee has created, and the Board has approved, a time line for all aspects of the Board election process, beginning with setting the date of the annual owners' meeting and continuing through the balloting to the seating of new Board members. See attached. This time line, with details, will be included in the Policy Manual under Governance Process.

The Board candidate application form needs to be updated and made available by the February Board meeting.

Miscellaneous Board issues:

- **Policy update needed:** The board will rewrite the old & long unmonitored executive limitations section for the Worker-Owner Program within the co-op’s Policy Manual, & will introduce policy monitoring within this area on a regular basis.
- **Future Agenda items** for in-depth reports (30 to 45 minutes).
 - Feb. 20 – Audit report
 - March 20 – Comprehensive report on Depot Street Market
 - April 17 – GM presents 2014 Business Plan
- **Board Terms:** Justina will present a proposal at the February Board meeting for determining length of term to which each Board member is “assigned.”

- **Budget classification of certain discounts:** Board members' shopping discounts and also worker-owner shopping discounts for any worker-owner tasks that would fall under the board's own recruiting/vetting/training/supervising, would also be grouped with all other "governance" expenses for which the board would do direct budgeting. GM will take this as an operational proposal.
- **Clarifying what is operational/what is Board work:** This topic could be discussed at the next Board retreat. Check with Mark Goehring to see if there is relevant information available from NCGA.
- **Board Retreat:** Danielle will send out a Meeting Wizard to schedule a date for a 4-hour Board retreat in April.
- **Officer Transition:** After discussion, it was proposed and agreed that Justina will be the Board President for the remainder of the current term, if there is no objection from absent Board members. Board assistant will notify Sarah & Kuumba of the proposal & will report their wishes.
- **GM Contract:** Contract terms were approved in April, 2013, but contract was not drawn up. This needs to be done asap. Bobby will create a draft and send to Justina. Justina will send to Bob Deutsch for review.

Additional items for next month's agenda:

- Monitoring Report 2.3, Financial Condition

Next Meeting will be February 20, 2014 at 5:30 pm.

Respectfully submitted,
Jean Karpen, Board Assistant