

## MINUTES

FBFC Board of Directors Meeting 10-16-14

Meeting started at 5:30 pm and ended at 8:05 pm.

**Board members present:** Justina Prenatt (President), Danielle Goldstein (Vice President) via phone, Bob LeRoy (Treasurer), Jennifer Heeder, (previously Jennifer Gustafson) (Secretary), Sarah Oram, Alanna Hibbard, Pauline Heyne, Kelly Fain, Josh Littlejohn, Rosemary Fletcher, Daav Wheeler

**Board members absent:** none

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

### Meeting Summary:

- Procedural reminders for Board meetings
- Worker owner policy proposal
- Financial review this year (since we had a full audit in 2013)
- Development plans to be collated & discussed at owner pot luck Nov. 13
- Monitoring reports 2.4, Planning & Budgeting and 2.6 Emergency GM Succession reviewed
- Review of Board role in expansion project
- Discussion of educational materials related to hunger/food insecurity – presentation planned
- GMO working group report

### Calendar Dates:

- October 21 - “Put your hoe down” fundraiser for Bountiful Cities
- October 23, 5:30 pm “A place at the table” screening at Carolina Cinemas
- November 9, 2:00 pm, Movement & Learning Center – workday for Board members to compile all survey materials from previous annual meetings, etc., relevant to renovation/expansion plans
- November 13, 6 pm pot luck to share compiled info (from Nov. 9) with co-op community
- December 13 – Board retreat at Daav's home, 10:00 to 5:00

**Approve Agenda:** Agenda was approved as presented.

**Minutes of 9-18-14** approved as presented.

**Owner Comments:** Rusty read a prepared statement (see attached). Justina thanked Rusty for responding with specific information.

### Committee Reports:

- **Executive Committee:** met recently by phone for a general discussion about how to make Board meetings as effective as possible. The committee plans to meet or check in at least quarterly.
  - Procedural reminders for Board meetings:
    - If we are nearing the end of a discussion with little time left on a topic, raising an issue that needs a lengthy discussion will not work.
    - If we are on a topic and you have a tangential comment, please consider whether it will benefit the discussion.
    - Executive committee suggests we have a timekeeper and stacker at each meeting.
    - For tonight, Jennifer will be timekeeper and Sarah will be stacker (keep a list of those wishing to speak).
- **Worker Owner Committee:** Minutes of the last meeting were sent to Board members via email. The committee has been working on writing a policy.
  - Proposed policy is “*The GM shall not fail to support and maintain a worker owner program with the intention of adding value to the co-op and co-op’s community of owners.*”

- Daav suggested an addition to the proposed policy to state that the program should respect and not compromise the interests of the co-op staff. There was no objection to this. Danielle will revise the policy and send to Board members for final approval at the November Board meeting.
- The next worker owner orientation will be Oct. 23 at 5 pm. Bobby will add this to the co-op's Facebook page & Kelly will add to the Board calendar.
- Bobby stated that, though the new program is more structure and is better for the co-op, the majority of jobs we are offering are not being filled. Ed Mayer has said that only a small percentage of those attending the worker owner orientation actually become worker owners.
- **Finance Committee:** It was agreed that we will seek a review of finances this year, since a full audit was completed in 2013. Our bylaws may need to be revised to reflect the recommendations of consultant, Mark Goehring and our auditors (Wegner). Our bylaws require an annual audit or review, but all agree that is now excessive and unnecessary. Bobby will research the best price for a financial review from either Wegner or a local CPA.
- **Development Committee:** Continues to meet regularly to discuss renovation/expansion plans. The committee has requested numbers from Sage Turner regarding options for a parking structure. Josh was thanked for providing excellent minutes of the Development committee meetings.
- **Co-op Community Committee:** It is important for Clare to attend Co-op Community Committee meetings. Next meeting is tentatively scheduled for Oct. 21 at 4 pm. We are planning a drive to benefit Homeward Bound. Self Help Credit Union is interested in participating in such a drive.

**GM Report:** Report was emailed to Board members prior to the meeting. It was agreed that, during the October owner drive, Board members will “table” in the store October 27 through November 5. Justina will send an email with a schedule for tabling so Board members can sign up for a time slot.

**Monitoring Report: 2.4 Planning and Budgeting, 2.6 Emergency GM Succession** Both reports were reviewed and were deemed reasonable and acceptable.

Board members expressed concern about and discussed the possibility of a back-up for Finance Officer, Sage Turner, as well as for Bobby.

**Review of Board role in expansion project & initial discussion of capital campaign:**

- GM distributed a sample expansion project “cheat sheet” which we can use as a template.
- First steps: engage owners, increase ownership, build alignment, & show public support for the project.
- GM – Communication to the staff is also important. We need to have a place for staff to gather & get the latest information updates.
- GM is planning an update to the market study in early spring, 2015.
- At the upcoming retreat, we will work on developing a time line for the expansion project. At this point we are still in the information-gathering stage.
- Co-op Community committee will revive plans to contact all owners to update their contact information.
- GM – As a downtown business, lots of our shoppers have no interest in ownership.

**New quarterly agenda item - discussion of educational materials:** Tonight's topic is hunger/food insecurity.

- Would like to discuss further at the upcoming retreat.
- Set small goals which we can meet.
- Participate in the Asheville Buncombe Food Policy Council.
- Suggestion - “Nourishing foods drive.”
- Suggestion – Plan a symposium/educational meeting for owners with presentation by Lindsay Majer (local authority on issues of food insecurity).
- Could be part of the Urban Homesteading Fair, or could be a separate event.

- Bobby will notify Clare Schwartz (Community Outreach Coordinator) about this idea.
- Finalize plans at the November Board meeting.

**GMO working group report:** The group is promoting the showing of the film “GMO OMG” on Oct. 30 at AB Tech and will have information and possibly a few products available at that event.

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

- Approve Worker Owner Policy
- Finalize plans for community presentation on food insecurity with Lindsay Majer.

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

Respectfully submitted,  
Jean Karpen, Board Assistant