

MINUTES

FBFC Board of Directors Meeting 3-15-12

Meeting started at 5:08 pm and ended at 8:12 pm.

Board members present: Will Kaylor (President), Aja Wright (Vice President), Justina Prenatt (Secretary), Stephen Smith, Emily Svendsen, Bob LeRoy

Board members absent: Howard Yarborough, Darcel Eddins (Treasurer), Cristina Tionson

Others present: Bobby Sullivan, General Manager (GM); Jean Karpen, note taker; Owners – Rachel Bliss, Bill Eakins, Kasha Baxter

Meeting Summary:

- Minutes of 2-16-12 approved
- Owner comments heard
- Open House, March 30, for potential Board applicants
- Bylaws revision to be voted on at annual meeting
- Bob will chair the bylaws committees
- Board terms reviewed and updated
- Monitoring Report, 2.0 Global Executive Constraint, reviewed
- Executive session held

Approve Agenda: Agenda approved as presented. Board terms will be discussed with bylaws.

Minutes of 2-16-12 approved as printed

Owner Comments:

Rachel Bliss commented that the co-op is not listed among local businesses that pay a living wage and she would like to encourage the co-op to pursue this. Bobby stated that we see the value of this, we are very close to paying a living wage, and do plan to pursue. We have scheduled a session with Just Economics to assess where we currently stand. The main obstacle is the union contract.

Aja reminded everyone that the owner comment period is for listening to owner comments, not for responding to comments or engaging in lengthy discussions.

Bill Eakins came to the meeting in response to an email reminder and is here to listen and learn.

Rachel suggested that, as a way to make a little extra money, the walls of the Movement & Learning Center might serve as a space for art exhibits, with the co-op taking a 20% commission on sales.

Board Assistant position is still unresolved. Paperwork has been submitted to the IRS.

Access to Directors:

- Last month we decided to send an email reminder about the Board meeting to owners. We will continue to do this. Since the meeting dates and times are well established, notice will be sent a few days before the meeting.
- We need to know when the new Board page of the website will be ready.
- We need to publicize the Board meetings with a note on the bulletin board in the store.
- Information about committee meetings also needs to be publicized.
- Facebook has been great for publicity, too. Please send notices to Bobby for posting on Facebook.
- We will have an Open House on March 30 for potential new Board applicants. Justina will create an agenda. There will be a brief presentation and then time for questions.

Bylaws Committee: Justina is stepping down as chair and Bob will take over. The rewrite of the bylaws is almost finished and will be submitted for legal review. It will be publicized and presented to owners prior to the annual owners' meeting. It will be voted on at the annual owners' meeting in June. Many thanks to Bette Jackson and Morna Childers and Cicada Brokaw for their dedication to this task.

Board terms were reviewed and updated as follows:

| Term ending in 2012 | Term ending in 2013 | Term ending in 2014 |
|---------------------|---------------------|---------------------|
| Darcel Eddins | Aja Wright | Stephen Smith |
| Will Kaylor | Justina Prenatt | Cristina Tionsen |
| Howard Yarborough | Bob LeRoy | Emily Svendsen |
| VACANT | VACANT | |

A new Board member may be appointed by the Board to fill a vacant position. Any appointed Board members may then be elected by owners at the next annual owners' meeting.

GM Report: The co-op is doing really well! We are in conversation with “Valet Gourmet” for a possible collaborative effort. Manager evaluations have been very helpful. We are now in compliance with most of the key financial indicators for NCGA (National Cooperative Grocer's Association). Owner count is at 1248.

Monitoring Report, 2.0 Global Executive Constraint: The report was deemed reasonable and acceptable. Discussion followed regarding surveys for treatment of staff and treatment of consumers. It was suggested that the GM get several quotes from outside agencies to conduct these surveys.

The GM is asked to submit a new schedule for monitoring reports, so that his workload for completing these reports is more evenly spaced.

Executive Session was held to discuss personnel.

Next Meeting will be April 19, 2012 at 5:30 pm.

Respectfully submitted,
Jean Karpen