

MINUTES

FBFC Board of Directors Meeting 9-19-13

Meeting started at 5:38 pm and ended at 8:00 pm.

Board members present: Bob LeRoy (President, Treasurer), Justina Prenatt (Vice-President) via phone, Jennifer Gustafson (Secretary), Sarah Oram, Alanna Hibbard, Pauline Heyne, Kelly Fain

Board members absent: Stephen Smith, Alisa Kuumba Zuwena. Dick Warren has resigned from the Board.

Others present: Jean Karpen, Board assistant; Owners – Rusty Sivils

Meeting Summary:

- Minutes of 8-22 13 approved
- New Board members appointed: Danielle Goldstein and Josh Littlejohn
- Board retreat set for Nov. 9
- All Board members will serve on at least one committee
- Committee reports given
- Contract with CDS (Cooperative Development Services) will be renewed
- Decision to have individual Board members, on a rotating basis, facilitate discussion during review of Monitoring Reports

Approve Agenda: Agenda was approved with one addition – report from Sarah & Pauline about their tour of the co-op facility.

Minutes of 8-22-13 were approved with the correction of the spelling of Alanna's name.

Owner Comments: Rusty distributed a handout which was a copy of information he had previously distributed. Rusty also prepared a second statement, saying that his aim is to encourage the co-op to be a real institution whose aim is to save the world. He will be bringing proposals to that end. This second statement was submitted on a thumb drive; Jean will send to Board members and attach to these minutes.

Board Terms: We need to avoid requiring a new Board member to be voted in by members 2 or 3 years in a row (or 3 times within a 4-year period), as can happen if they are fulfilling an expiring term. At the October Board meeting, Bob will suggest a way to easily achieve this. Jean will bring copies of the current Board term structure, so we can see an example of how this would work.

Board Appointments: Danielle Goldstein and Josh Littlejohn were appointed to the Board. Bob will contact them.

Tour of Co-op Facility for Board members: Sarah and Pauline reported that staff members were very receptive. Both felt that they learned a lot about the challenges we face and the opportunities we have, resulting in a greater sense of what our business is. They encourage other Board members to arrange for a facility tour.

Board Retreat: The Board retreat is scheduled for November 9, 2013. Bob will notify Board members not present tonight. No details at this point.

Board Field Trip: We hope to visit co-ops in Knoxville, TN and/or Lexington, KY, both of which have recently renovated or expanded. Possible dates are November 17, December 7, or December 8.

Other Calendar dates:

- October 8: Election Process Committee, Board room upstairs
- October 17 to 20: LEAF
- November 12: co-op audit
- November 15: State Convention of Dietitians. Contact Bob if anyone is interested in tabling at this event which will take place in Asheville. This is an opportunity well suited to any community nonprofit organizations.
- January 25: CDS (Cooperative Development Services) Basic training, Leadership training. All Board members are encouraged to take advantage of one of these 2 unique skill-building opportunities.

- 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.

Board Committees: It was agreed that each Board member will serve on at least one committee. This will be included in the Policy Manual. It was suggested that we have an article in the Scoop to encourage owners to participate in committees. Current committees are:

- Finance: Bob, Sarah, Kelly
- Worker-owner: Bob, Danielle, Aja Wright, Darcel Eddins, Ed Mayer
- Election process: Justina, Bob, Alanna, Pauline, Jean
- Co-op Community (Part of this is planning for annual meeting.): Sarah, Pauline
- Documents (For this year, focus is on Policy Manual updates.): Justina, Jennifer, Alanna, Pauline

Bob has prepared notes on approximately two dozen policy items that need to be updated. He will send this list to committee members by Oct. 1. Committee members will read through the policy manual and note any additional items which need to be updated or changed. Committee will begin the work of updating the policy manual by Nov. 1.

Audit has been scheduled for November 12, 2013. It was suggested that we engage a local firm to observe and monitor our inventory process on Oct. 6. We will request a bid for this task from Corliss and Solomon, PLLC and from one other firm.

Marketing ideas, follow-up:

- Discussion of cashier response to shoppers who are not owners. It was suggested that a flier be prepared to give to non-owners. Flier would contain concise information about the co-op. Board members are asked to observe how cashiers interact with shoppers who are not owners.
- Discussion about repositioning items on the website. Board members are asked to look at the website, and make suggestions.

Worker-owner Committee: The Google drive folder is active and all Board members have access to the committee work posted there. One file is for creating drafts of job descriptions (jobs which do not conflict with union jobs). A major focus of the committee is how worker owners will be compensated. No decision yet.

Election Process Committee: The committee has met once. They have listed problems with our current process, proposed solutions, and begun work on a time line for an election process. See attached notes.

Contract with CDS (Cooperative Development Services) will be renewed for providing access to their co-operative leadership educational trainings & seminars.

Refund approved: The board also approved refunding the (1 year's) share payment of an owner who states she became geographically inconvenient to the co-op right after joining.

Board meeting procedures: For each monitoring report, a different Board member will take the lead as "facilitator of discussion," so that each person does this once in a year. Board members are asked to look at policy monitoring areas and think about which one you would like to oversee.

Scoop articles: Will be assigned at the October meeting. Each board member should write one article per year. Kelly will email a monthly schedule of marketing themes, so those ideas may be inspiration for Scoop articles. Sarah will write an article for October and Pauline will write an article for November.

Additional items for next month's agenda:

- Board terms will be set.
- Scoop articles will be assigned.

Next Meeting will be October 17, 2013 at 5:30 pm.

Respectfully submitted,
Jean Karpen, Board Assistant