

## MINUTES

FBFC Board of Directors Meeting 3-17-16

Meeting started at 5:32 pm and ended at 8:00 pm.

**Board members present:** Justina Prenatt (President), Danielle Goldstein (Vice President), Bob LeRoy (Treasurer), Jennifer Heeder (Secretary), Alanna Hibbard, Pauline Heyne, Kelly Fain, Josh Littlejohn, Daav Wheeler, Josh O’Conner

**Board members absent:** none

**Others present:** Bobby Sullivan, General Manager (GM); Clare Schwartz, Outreach Coordinator; Jean Karpen, Board assistant; Owners – Rusty Sivils, Michelle Smith

### Meeting Summary:

- Owners' Council discussion
- Planning for Annual Owners' Meeting
- Development Committee discussion
- Monitoring Report 2.0 Global Executive Constraint reviewed
- Owner investment committee report
- Finance committee report – 3-year audit completed

### Calendar Dates:

- April 9-10 Mother Earth News Fair
- Annual Owners' Meeting – June 5, 2016, 2:00 pm, location TBA

**Approve agenda:** approved with change to move Owners' Council discussion to first item.

**Approve minutes of 2-18-16** approved as presented.

### Owner Comments:

- Rusty, in reference to his 1% proposal, states that it would not be a financial liability in any way and that it would increase sales. Bobby offered to talk with Rusty individually, at another time, to look at options and to clarify what is currently being done. Rusty agreed.
- Michelle Smith – commented as part of the Owners' Council discussion (see next item).

### Owners' Council (OC) discussion:

- Michelle feels there was not a feeling of inclusiveness at the last OC meeting. She suggests to have the OC elect, by consent, a representative to the Development Committee (DC). The role of that rep should be clearly stated. There is an elegance in cyclical communication.
- Michelle feels the OC should be allowed to consent on the charter for the committee. We don't want an OC that is autonomous, not connected, and we also don't want the OC to feel it's just a “top down” system.
- Josh L – We (Board) are the elected representatives of the owners. The DC is a technical advisory committee and is not an appropriate place where anyone can give input.
- Michelle – Maybe there is another committee that would be more appropriate for this representative.
- Bobby – Perhaps some of the problems (angst) at the last meeting were because the role of the OC wasn't made clear; people may have thought they would be on the DC.

- Michelle – We need clarity on purpose – the OC should have a hand in creating this. Having input is not the same as participating in decision-making. We need a way to truly give owners a voice.
- Further discussion is merited. It is suggested that a meeting outside the Board meeting be held to flesh out a fully formed idea to present to the Board.

### **Annual Owners' Meeting:**

- Suggestion for theme of the meeting - “Getting ready to grow.” Board will discuss via email.
- Clare will explore options for location.
- Meeting time will be 2 to 4 pm, with some type of food event afterward (pot luck, partial pot luck, partially catered, heavy h'ors d'oeuvres). Decisions to be finalized later.
- Suggestion to have owners RSVP.
- Suggestion to research electronic voting through Google. Josh O will research & prepare a mock up for the April Board meeting. Bobby will check with other GMs and with consultant Jade Barker for ideas.
- In all publicity about annual meeting, promote applications for Board position.
- Justina will draft an invitation for members to the annual meeting and an invitation to apply for a Board position and will send these drafts to Clare.
- Bobby suggests that we have a community meeting regarding expansion either at the annual meeting or prior to the annual meeting.

**Development Committee:** Draft charter was distributed March 13 to BoD.

Points of discussion:

- The last “meeting” was a phone conversation with Jason McLennan – Living Building Challenge.
- Some Board members are not OK with including a member representative from the OC.
- How are we going to work on the relationship between OC and DC? We must set an intention about how the OC will function.
- During the process of reviewing RFPs, having owners other than Board members involved could put the co-op in legal jeopardy, if not handled properly.
- Suggestion to consider a longer owner comment period at Board meetings.
- Again, Board members are the elected representatives of the owners.
- Owners want to be “in the know,” want to be the first to hear information.
- No decision tonight on charter. Josh L will edit, based on tonight's discussion and will send out via email. Consider again at April Board meeting.

**Monitoring Report:** 2.0 Global Executive Constraint – reasonable and acceptable.

**Committees :** It was agreed to have the Secretary compile dates of committee meetings for the last 6 months and record, along with a brief overview of the meeting, in the FBFC Master Calendar. Committee chairs will compile this information and send to Jennifer.

### **Owner Investment Committee:**

- Suggestion to include OC members in this committee.
- There are many decisions yet to be made as to the work of this committee. Pauline has been gathering ideas and reference articles.
- First task is to set up a timeline for what needs to be done. Pauline will do this.
- We need to have concrete information about investment options before we start contacting owners.
- We need to have a prepared statement about options. We need to explain the differences between and the tax implications of various investment options.

- Campaign to raise funds for expansion should probably start after the design phase.

**Finance Committee:**

- Three-year audit is in progress.
- Main recommendations, thus far, from audit:
  - Specify a cap on accrued paid time off for GM.
  - Specify rules of payroll advances (maximum amount of and frequency of).
  - Board should review credit card charges from GM.

**Executive Session to discuss personnel**

**Agenda items not covered or unfinished:**

- Policy Manual work
- Annual Owners' meeting – decide what type of food event will follow business meeting
- Development Committee charter
- Articulation of shared vision for expansion

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

**Next Meeting will be April 21, 2016 at 5:30 pm.**

Jean Karpen, Board Assistant