

MINUTES

FBFC Board of Directors Meeting January 20, 2011

Meeting started at 5:40 pm and ended at 9:15 pm.

Board members present: Will Kaylor (President), Aja Wright (Vice President), Allen Mulkey (Secretary), Darcel Eddins (Treasurer), Chappell Carter, Howard Yarborough, Gretchen Brown, Justina Prenatt, Matt Neill

Board members absent: none

Others present: Chris Roland and Sage Turner (Co-interim General Managers); Kelly Fain (Marketing); Owners: Jean Karpen (note taker)

Meeting Summary:

- Minutes of 11-18-10 approved as written
- GM Report
- Executive session held to discuss personnel

Approve Agenda: Approved as presented.

Owner Comment Period: Allen Mulkey was pleased that the interviews went well.

Minutes of 11-18-10 meeting were approved as written.

GM Report:

- The Union contract has been extended for 3 months so that the new GM can be involved in negotiations.
- Sage will have year-end figures next week – will be discussed fully at the February Board meeting.
- Website – Darcel and Justina will work with Sage and Kelly to further research options for updating our website. Kelly will find out if there is an owner who can help with this.

Miscellaneous: Board members will write articles for the coop newsletter, Scoop.

February.....Justina	July.....Will
March.....Aja	August.....Howard
April.....Will	September.....Allen
May.....Gretchen	October.....Darcel
June.....Matt	

Executive Session to discuss personnel began at 6:35 and ended at 9:15.

Next Regular Board Meeting will be February 17, 2011 at 5:30 pm.

Respectfully submitted,
Jean Karpen

MINUTES

FBFC Board of Directors Meeting 2-17-11

Meeting started at 5:37 pm and ended at 8:08 pm.

Board members present: Will Kaylor (President), Aja Wright (Vice President), Allen Mulkey (Secretary), Darcel Eddins (Treasurer), Chappell Carter, Howard Yarborough, Gretchen Brown, Justina Prenatt, Matt Neill

Others present: Bobby Sullivan, General Manager (GM), Sage Turner (CFO); Owners: Jean Karpen (note taker), David Wheeler, Anne Craig, Bette Jackson, Rusty Sivils, Weogo Reed, Jackie Yielding

Meeting Summary:

- Minutes of 1-20-11 approved

- New Board applicant approved, Stephen Smith
- GM Report
- Draft Retreat agenda set

Approve Agenda: Agenda was approved with minor changes in times.

Minutes of 1-20-11 meeting were approved with one change. The Union Contract has been “extended” rather than “delayed.” So, the first sentence under GM Report will read: “The Union contract has been extended for 3 months so that the new GM can be involved in negotiations.”

Owner Comment Period:

Anne Craig thanked the Board for their work in the GM hiring process. She is happy and thankful to see that Board members are working so well together.

David Wheeler has started an “Active Owners” group. The group plans to sponsor a staff appreciation dinner and requests some assistance in carrying out this plan. He requests access to owners' email to inform them of the group's existence, solicit participation in the group, announce the staff appreciation dinner, and solicit participation and help for the dinner. The coop cannot give out email addresses, but will email owners on behalf of the group to disseminate information. David also requests donations of produce for the meal, possible use of the Movement and Learning Center, and an announcement on Facebook & Twitter.

The Board agreed to direct the GM to facilitate this group and this event. Kelly will be the contact person for advertising for this event.

Board Applicant: Stephen Smith has submitted an application for a Board position. The application was approved. Darcel will be responsible for Stephen's orientation. The length of his term will be established at the next meeting. Chappell will bring information on the length of terms that are currently open.

It was agreed that, in the future, Board candidates will be referred to the Nominating Committee. The Nominating Committee should respond within one week. If approved by the committee, the application will be sent to the Board.

GM Informational Report: Bobby made several comments regarding his first impressions as GM. A discussion of product policy followed. This will be discussed further at the March 12, 2011 Board retreat.

Sage distributed a draft of the year-end financial report. The final report will be attached to the minutes of the March Board meeting.

Financials: In order to update bank information, Sage requested that the following statement be recorded in the minutes of this meeting:

Mike McCreary's employment at French Broad Food Coop ended in 2006. In his place are:

Will Kaylor, Board president

Aja Wright, Board vice-president

Robert Sullivan, CEO

Sage Turner, CFO

A corporate resolution to this effect has been signed.

Coop Community Committee will meet at least quarterly. The next meeting will be May 12, 2011. The committee is considering a social event for Board members – no definite plans yet.

This committee oversees the Worker/Owner Program. We need to have a worker/owner on the committee. Would like to have an article about or an interview with Bobby in the Mountain Express. Kelly is doing owner orientation monthly. Bobby asked that the committee consider a “grand re-opening” of the coop. This will be discussed at the retreat.

Human Resources Committee: Gretchen will chair.

Board Retreat, March 12, 2011 – Agenda will be set by Feb. 28. Possible agenda items include:

- Committees – how committees work and articulation of duties of committees
- Regarding vision, come up with concrete measurable goals
- Product Policy
- Contract with the Development Cooperative of NCGA (National Cooperative Grocers' Association)
- Grand re-opening of the coop

Next Regular Board Meeting will be at 5:30 pm on March 17, 2011.

Respectfully submitted,
Jean Karpen

DRAFT MINUTES

FBFC Board of Directors Meeting 3-17-2011

Meeting started at 5:36 pm and ended at 8:17 pm.

Board members present: Will Kaylor (President), Aja Wright (Vice President), Allen Mulkey (Secretary), Darcel Eddins (Treasurer), Chappell Carter, Howard Yarborough, Gretchen Brown, Justina Prenatt, Matt Neill, Stephen Smith

Others present: Bobby Sullivan (General Manager – GM), Sage Turner (Finance); Owners: Bette Jackson, Kim Kubicke, David Wheeler, Rusty Sivils, Jean Karpen (note taker)

Meeting Summary:

- Minutes of 2-17-11 approved
- Staff appreciation dinner set for April 3
- Schedule for Monitoring Reports established
- Board committee descriptions/duties approved
- Annual Owners' Meeting set for June 25, 2011
- May Day Celebration discussed

Approve Agenda: Approved as printed.

Minutes of 2-17-11 meeting were approved as written.

A request for refund from an owner was granted.

Owner Comment Period: David Wheeler, representing the Active Owners Group, announced a Staff Appreciation dinner on April 3, 6:00 pm at The Orange Peel. Owners will be asked to bring pot luck dishes and will provide food for all staff and their families.

The coop will participate in Earth Day Celebration. David will ask owners to volunteer at the coop's booth. Thanks for the return of “Back to Basics.”

Kim expressed concern about recent reports that GMOs will be included in organic foods and would like to see labels to that effect. Matt commented that the Product Committee is considering a rating system to show how compliant products are with our policy. Sage added that NCGA (National Cooperative Grocers' Association) has a team researching this issue.

Bette expressed concern about food safety and wants to know that everything possible is being done to let consumers know about our food.

Policy Governance (PG): Board members are reminded that they have one employee, the GM, and all communication should be to the GM. If Board members need to communicate with other employees, they should copy the GM. Committees will keep minutes of meetings and make sure Bobby is aware of any issues

that arise.

Weekly Reports: Rather than the weekly reports Sage has been sending, Bobby will copy his “weekly report to managers” and send to all Board members. Report will include owner tracking information – current total number of owners, new, expired, special needs, etc.

Justina requested information on the number of owner vs. non-owner shoppers.

Monitoring Reports: We will use the schedule listed in the Policy Manual (3.4) with one exception: switch Planning and Budgeting with Financials each quarter, so that Planning & Budgeting is monitored first, then Financials the following month. Reports are to be sent 2 weeks prior to the Board meeting. April, 2011 will be Planning and Budgeting.

In an effort to streamline reports and the process of monitoring, committee members need to familiarize themselves with the reports they will oversee.

Chappell suggested that the Board consider using a structure other than PG. Discussion followed. Darcel will contact a group that does training in “Dynamic Governance” and ask them to give a presentation at the April Board meeting. Allow 30 minutes at the April meeting for this discussion.

Board Committees: Aja has distributed a rewrite of policy 4.7 outlining the duties of each committee. Proposal to accept the committee descriptions, excluding Human Resources, was approved. Each committee chair is responsible for publishing meeting information.

Annual Owners' Meeting: Will be held on June 25, 2011. Details to follow.

Bylaws Committee: Building on previous work by this committee, and using the draft from consultant, Thane Joyal, the committee plans to bring revisions to the members at the annual meeting. This revision will be mainly for clarity and will be ready for viewing at least 2 weeks prior to the annual owners' meeting. Make sure to include this as an agenda item for the next two Board meetings. Also need to discuss how/where Mission and Vision statements fit into Bylaws and/or Policy Manual.

Human Resources Committee: Will work on a staff survey to be approved at the April Board meeting. If approved, the survey will be done shortly after the Board meeting.

Finance Committee: Will requested access to the coop's Quick Books information. After discussion, the Board agreed to direct Bobby to see that Will has access to the coop's Quick Books account.

May Day Celebration: The Board provisionally approved a plan to organize a May Day event in conjunction with Bountiful Cities Project (BCP), as long as BCP fund-raising does not present any financial barriers to owners' or potential owners' participation in the event.

GM Report was clarified. This will typically be the Monitoring Report for the month, along with other information deemed appropriate.

Executive Session was held to discuss personnel.

Agenda Items Not Covered or Unfinished:

- Board budget – food policy at committee meetings

Additional Agenda Items for Next Meeting:

- Bylaws committee report
- Approve staff survey
- Monitoring Report – Planning and Budgeting
- Discuss what to do with retreat information

Next Meeting will be April 21, 2011 at 5:30 pm.

Respectfully submitted,
Jean Karpen

MINUTES

FBFC Board of Directors Meeting 4-21-11

Meeting started at 5:30 pm and ended at 8:08 pm.

Board members present: Will Kaylor (President), Aja Wright (Vice President), Allen Mulkey (Secretary), Darcel Eddins (Treasurer), Chappell Carter, Gretchen Brown, Justina Prenatt, Matt Neill

Board members absent: Howard Yarborough, Stephen Smith

Others present: Bobby Sullivan (General Manager - GM); Owners: Rusty Sivils, Anne Craig, David Wheeler, Kim Kubicke, Jean Karpen (note taker)

Meeting Summary:

- Minutes of 3-17-11 approved
- Owner comments heard
- Discussion of Governance Process
- Monitoring Report 2.4, Planning and Budgeting
- Public documents to be posted on the Coop's website
- Staff survey to be completed
- Annual owners' meeting set for June 25, 2011

Approve Agenda: Approved as presented

Minutes of 3-17-11 meeting were approved as written. Note: It was recorded in March that owner tracking information would be reported weekly; the Board agreed to receive that information monthly instead.

Owner Comments:

David Wheeler would like to know the results of the Board retreat, suggesting that a report be published. No decisions were made at the retreat. Bobby will see that a discussion summary is posted in the store and on the website. The May Scoop article will be about the retreat. The development committee will continue to work on long-range plans. Concerning possible renovation or relocation, David suggests that the Board have a concept of what they want to do before looking at available space. Concerning communication, he asked about the progress of the coop's website and suggested "sprucing up" the Board board to include some personal comments. Moving the board to a more accessible location would help, too.

Anne Craig thanked Board members for their work and seconded the idea of moving the Board board. She is glad to see the coop working with Bountiful Cities Project (BCP) and feels that we are all moving in the right direction; the store feels good; staff is happier.

Rusty Sivils submitted another written appeal for the 1% proposal (see attached). He congratulated the Board for hiring Bobby.

Allen Mulkey thanked the Active Owners Group for the staff appreciation dinner April 3.

Website is being updated to make it more usable. Plans are to list bulk items available for special order. The Product Committee plans to include a catalog of local products.

Governance Process: There was a discussion of using an alternative to Policy Governance (PG). The current Board Committee structure seems to be working well, with all areas covered. A staff survey and a consumer treatment survey are planned for the near future. A concern was expressed that PG does not spell out consequences for unacceptable actions. No action taken.

GM Comments: Some of the Wednesday tailgate market vendors are considering a move to a different location. Bobby assured the Board that, regardless of the vendors' decision, we will continue to have a Wednesday tailgate market at the Coop.

Union Contract is still in process. Next meeting will be April 28, 2011.

Monitoring Report: 2.4 Planning and Budgeting: Report was deemed reasonable and acceptable.

Public Documents: The GM will keep hard copies of public documents and will see that they are posted on the Coop's website. The GM will also see that the website contains a link to the Board's page. Justina and Allen will work with Kim Kubicke to manage the Board's web page.

Contract with the Development Cooperative (DC) is suspended for two months. The contract was discussed; no action was taken.

Bylaws Committee has been meeting weekly and is proceeding with revisions which will provide clarity; no changes in content are being proposed at this time. Current revisions will be presented to owners prior to the annual meeting, and will be voted on at that meeting.

Human Resources Committee: The staff survey will be completed as soon as possible. Kim Kubicke will administer the surveys. Results will be discussed at the May Board meeting.

Annual Meeting set for June 25, 2011. Executive Committee will be responsible for planning.

Possible schedule:

- 4:00 pm to 6:00pm – meeting
- 6:00 pm to 7:00 pm – potluck dinner

Possible agenda items:

- Year in review
- Bylaws
- Board elections
- Discussion: renovate/relocate

Board Retreat was discussed briefly. It was suggested that Board members identify measurable goals for a later discussion; no action at this time.

Next Meeting will be May 19, 2011 at 5:30 pm.

Respectfully submitted,
Jean Karpen

MINUTES

FBFC Board of Directors Meeting 5-19-11

Meeting started at 5:35 pm and ended at 8:01 pm.

Board members present: Will Kaylor (President), Aja Wright (Vice President), Darcel Eddins (Treasurer), Howard Yarborough, Gretchen Brown, Justina Prenatt, Matt Neill, Stephen Smith

Board members absent: Allen Mulkey (Secretary), Chappell Carter

Others present: Bobby Sullivan (General Manager - GM); Owners: Jean Karpen (note taker)

Meeting Summary:

- Minutes of 4-21-11 approved
- Committee reports heard
- Union contract approved
- Monitoring Report 2.3, Financial Condition, reviewed

Approve Agenda: Approved with the addition of Coop Community Committee report after owner comments. Retreat discussion will be included in annual owners' meeting discussion.

Owner Comments:

David Wheeler asked about information from the Board retreat concerning renovation or relocation. Information is in the latest Scoop and is on the website. No decisions were made at the retreat. David gave a

report from the "Coop Coffee Hour." A written report will be posted in the coop.

Rusty Sivils: Written statement attached.

Minutes of 4-21-11 meeting were approved with one correction. Next meeting should be listed as May 19, 2011, not June 16, 2011.

Coop Community Committee: The May Day Festival was very successful. The committee is thinking of having some type of event each season.

The committee has discussed expanding the worker/owner program and increasing participation in the program. The committee will follow through with Ed Mayer.

We are working on getting distributor catalog information on our website in order to facilitate special orders and group bulk orders.

It was decided that all coop Board and committee meetings will be listed on a central calendar on Google Docs. Committees are encouraged to get as much scheduling information as possible posted prior to the annual meeting.

Document Archives: Allen will work with Kim Kubicke to see that documents are archived appropriately. Kim will work with Kelly Fain to make coop documents available on the website.

Website: Kelly has been working on an update for the coop's website. Input from Board members is needed. Gretchen suggested putting the coop's Policy Manual on the website.

GM Report: On June 22, several of the Wednesday Tailgate Market vendors will be moving to a new venue in the Montford community.

Union Contract was approved by staff.

Monitoring Report: EL 2.3 Financial Condition. The report was deemed reasonable and acceptable. Board members appreciated the clarity and brevity of the report.

Bylaws Committee: The committee, which consists of mostly non-Board owners, has been meeting several times each month. The plan is to present to owners the work that has been done to date. The committee will set a goal date by which changes will be completed. After completion, a special meeting will be called so that owners can vote on the proposed changes. Owners will have electronic access to the wording of proposed changes. Paper copies will also be available in the store.

Human Resources Committee: The staff survey is ready to be administered. Kim Kubicke will facilitate the administration of the survey.

Annual Owners' Meeting: The meeting is set for June 25, 2011, 4:00 pm to 6:00 pm with a pot luck meal to follow at 6:00. Agenda for the meeting was discussed. It will be recommended that we suspend Robert's Rules of Order and use consensus for this meeting. Scot Quaranda will facilitate. A brief bio of each Board member up for election will be posted prior to the meeting.

Next Meeting will be June 16, 2011 at 5:30 pm.

Respectfully submitted,
Jean Karpen

MINUTES

FBFC Board of Directors Meeting 6-16-11

Meeting started at 5:45 pm and ended at 8:10 pm.

Board members present: Will Kaylor (President), Aja Wright (Vice President), Allen Mulkey (Secretary), Gretchen Brown, Justina Prenatt, Stephen Smith

Board members absent: Darcel Eddins (Treasurer), Chappell Carter, Howard Yarborough, Matt Neill

Chappell will not seek reelection to the Board in June.

Others present: Bobby Sullivan (General Manager - GM); Owners: Jean Karpen (note taker), Jeanie Rosenthal, Rusty Sivils, Bette Jackson

Meeting Summary:

- Chappell exiting the Board
- Minutes of 5-19-11 approved
- Owner comments heard
- 1% proposal
- Committee reports given
- Annual Owners' meeting discussed

Approve Agenda - approved as presented.

Minutes of 5-19-11 meeting were approved as written.

Owner Comments: Rusty distributed information from Credo, a phone company, and their 1% donation program. (Additional discussion on this issue later in the meeting.) Original 1% proposal – see April, 2010.

Bette Jackson stated that she still has a problem knowing what will be discussed at Board meetings because the agenda is not consistently posted. Will K. will see that the GM has a copy of the agenda; the GM will see that it is publicized appropriately.

Jeanie Rosenthal, a relatively new owner, asked for clarification about owners attending Board meetings. Owners may attend any Board meeting except during Executive Session. She also asked that personal information listed on the worker/owner orientation sheet not be posted in the store for such a long time.

Bette asked about the process for allowing Board nominations from the floor during the annual owners' meeting. Nominations from the floor are allowed; however, it is important that nominees fill out the Board application form as it addresses issues and questions that owners need to know about before voting.

Committee Calendars: Committee chairs are asked to let owners know when meetings are scheduled. For the owners' meeting, all meetings scheduled up to that point will be posted. Kim Kubicke will be asked to create a calendar for the Board board and keep it updated with information from committee chairs.

Documentation/Archive/Website: The new website is nearly ready for use. Allen, Board secretary, will be the website liaison for the Board. Board members will be responsible for the Board page only.

GM Report: Regarding the Wednesday farmer's market, there are 16 new vendors who will replace vendors moving to the Montford Market.

We have officially ended our contract with the Development Cooperative.

1% Proposal: We must consider the economic feasibility of implementing this proposal to give 1% of sales to non-profits. The Board asked the GM to consider having 1% as a target amount to donate. We also need to have clear criteria for including any organization on a ballot for vote by owners. Rusty reminded the Board that the original proposal called for non-profits to submit a request and include their mission statement and budget. Bette suggested that there are other ways the coop could contribute to non-profits, such as having worker owners do a specific job. Rusty feels that we can implement this now by raising prices 1% across the board, if needed.

Bylaws Committee: Work on revisions continues. The committee will need legal advice on a few issues. Input from the Board was given to clarify questions concerning whether staff members can be on the Board (they can) and concerning an audit of the coop's finances.

Human Resources Committee: Staff survey is complete; Aja is compiling data. Bobby feels that the process of administering the survey needs work. Next time, consider having someone from outside the coop help with administration. Also, scheduling needs work. Another survey will be done a year from now.

Annual Owners' Meeting: 2010 minutes will be posted on the website, copies available at the meeting.

Retreat information will be on display along with a flip chart on which owners may write comments regarding goals. Agenda for the meeting was reviewed. For Board elections, we will have a paper ballot. Jean will prepare the ballot and bring copies. Bette suggested that we have worker owners tabling out front to remind owners of the meeting.

Additional items for next month's agenda: Need to plan a Board retreat for 2011.

Next Special Meeting will be June 25, 2011 at 3:00 pm.

Next Regular Meeting will be July 21, 2011 at 5:30 pm.

Respectfully submitted,
Jean Karpen

MINUTES

FBFC Board of Directors Meeting 6-25-22

Meeting started at 3:15 pm and ended at 3:25 pm.

Board members present: Will Kaylor (President), Aja Wright (Vice President), Allen Mulkey (Secretary), Darcel Eddins (Treasurer), Howard Yarborough,

Board members absent: Gretchen Brown, Justina Prenatt, Matt Neill, Stephen Smith

Others present: Owners: Jean Karpen (note taker)

No action items; no decisions made.

The purpose of the meeting was to go over last minute details before the Annual Owners' meeting. Board members are needed to help set up the warehouse for the meeting and to direct owners to the warehouse for the meeting. Scot Quaranda, facilitator, will ask owners making comments to state their name and will inform that they may submit comments in writing.

Next Regular Meeting will be July 21, 2011 at 5:30 pm.

Respectfully submitted,
Jean Karpen

MINUTES

FBFC Board of Directors Meeting 7-21-11

Meeting started at 5:37 pm and ended at 8:13 pm.

Board members present: Will Kaylor (President), Aja Wright (Vice President), Allen Mulkey (Secretary), Darcel Eddins (Treasurer), Howard Yarborough, Gretchen Brown, Justina Prenatt, Matt Neill, Stephen Smith, Emily Svendsen, Cristina Tiongson

Others present: Bobby Sullivan, General Manager (GM), Owners: Rusty Sivils, Jean Karpen (note taker)

Meeting Summary:

- Minutes of 6-16-11 approved
- Website discussion – Cristina will be webmaster
- Board assistant, Kim Kubicke, will post documents
- Board meetings to remain in Movement & Learning Center – no group food
- Recap of Annual Owners' meeting, suggestions for future meetings
- Volunteers needed for Bele Chere parking and for August 1-3

- Monitoring Report 2.4, Planning and Budgeting reviewed
- Monitoring Report 2.8, Communication and Support to the Board reviewed

Approve Agenda – approved as presented. There was discussion about whether Board members who are coop employees will remain for executive session. Further discussion later in the meeting. Note: the bylaws committee is working on this issue as well.

Minutes of 6-16-11 approved as printed. Minutes of 6-25-11 will become part of the annual meeting minutes. (This was a brief meeting prior to the annual owners' meeting.)

Meeting Format: As of last month, owners are invited to sit at the table with Board members. Owners are asked to keep comments to the Owner Comment Period. Board members may be contacted outside the Board meeting. Owners are also reminded that their input is needed and welcome at committee meetings.

Owner Comments: Rusty Sivils submitted the following written comment:

I would like to suggest that the proposal to set aside 1% of gross sales for local non-profit groups should not be seen as something we might consider doing when we can afford it, because we will never be able to “afford” it - there will always be something to spend that extra money on as we become more solvent. Rather, it should be seen as something we can't afford not to do, because it would bring in much more in sales than it would cost us, and would greatly enhance our solvency. The sooner we do this the more solvent we will be.

We are not an economic alternative anymore, as co-ops were forty years ago. We have to find some other way to be some kind of real alternative to this mainstream consumerist culture. Substantive financial support to deserving local non-profits selected by empowered co-op members through a democratic process would be one of those ways. If we did this we would distinguish ourselves from every other grocery store, or any kind of store, in the state. We would have no competition, and many people would abandon Greenlife and return to the Co-op for this reason.

Board Calendar: All Board members have access to the Board calendar through our Google Group. Board members will post all Board and Board committee meetings on this calendar. Will K. will send information on how to access and use the calendar.

Website: All Board members can update information on the Board page of the Coop's website. Will K. will write a policy regarding posting and archiving of coop documents. Will and Aja will see that the most current policy manual is posted on the website. The Board page will have a Board application form and a photo and bios of all Board members – photos to be taken at the August Board meeting. Cristina will be responsible for organizing the Board page of the website. We hope to have it operational by the September Board meeting.

Board assistant, Kim Kubicke – Allen will maintain contact with Kim regarding her work hours and will ensure proper documentation and authorization of work hours. Kim will assist with maintaining the most current policy manual on the website and with posting coop documents. We also need a policy regarding the Board Assistant's job.

Policy discussion: Since we no longer have a policy committee, it is the responsibility of coop committees to keep current the Executive Limitations (EL) policies which fall under their purview. Writing and updating of policies other than EL will be discussed at a future meeting.

Board meeting location: Board meetings will remain in the M&L Center for now. There will no “group food;” rather, Board members will arrive early and get food downstairs.

Annual Owners' Meeting: Suggestions for future meetings:

- For paper balloting, we need a more formal system to avoid any question of tampering. Since balloting is not a regular part of consensus, we should ask for consensus to hold a secret ballot.
- With suspension of Robert's Rules, we need to be clear as to procedure for each situation that might arise. For example, if there is a proposal from an owner, what procedure is followed?
- Need to know beforehand how many owners are needed for a quorum, and publicize that information.
- Need a worker/owner to sit at the registration table.
- A better location is needed.
- If a discussion continues too long, the issue should be tabled and addressed later.
- Facilitator and Board members need clear communication between them.

- Need to have a formal process for accepting nominations for Board positions from the floor.
- Proposed dates for 2012 Annual Meeting are June 2, 9, and 16. Decide at August Board meeting.

Bylaws Committee: For now, the committee is concentrating on clarity issues. Most content issues need Board input. We hope to have clarity changes complete by the August Board meeting. We may need a special meeting for this issue alone. Study must be done outside Board meetings. One suggestion is to present a docket of items for approval, ask for concerns, and then discuss only the concerns raised.

GM Report: The farmer's tailgate market is doing very well. We need volunteers to help with parking during Bele Chere. We also need volunteers on the evenings of August 1, 2, & 3 to move products out of the way while the store is being painted. Bobby will email a reminder of the schedule for Scoop articles.

Monitoring Report 2.4, Planning and Budgeting: This report was deemed reasonable and acceptable. Regarding the refinance of our loan, the Board requires that BB&T not be chosen. This policy still needs to be monitored quarterly. Succinct reports are acceptable, if there are no significant changes.

Monitoring Report 2.8, Communication and Support to the Board: This report was deemed reasonable and acceptable.

Executive Session discussion: Discussion was held as to whether Board members who are current FBFC employees should participate in executive session concerning personnel. For tonight, they will participate. Four Board members expressed concern, but did not block the decision. This issue will be revisited. The bylaws committee has discussed it as well.

Executive session was held to discuss personnel.

Agenda items not covered or unfinished: Set date for Fall Board retreat.

Additional items for next month's agenda: Set date for 2012 Annual Owners' Meeting.

Next Meeting will be August 18, 2011 at 5:30 pm.

Respectfully submitted,
Jean Karpen

DRAFT MINUTES

FBFC Board of Directors Meeting August 18, 2011

Meeting started at 5:35 pm and ended at 8:00 pm.

Board members present: Will Kaylor (President), Aja Wright (Vice President), Allen Mulkey (Secretary), Darcel Eddins (Treasurer), Gretchen Brown, Justina Prenatt, Matt Neill, Stephen Smith, Emily Svendsen, Cristina Tiongson

Board members absent: Howard Yarborough

Others present: Bobby Sullivan, General Manager (GM), Sage Turner, Owners: Jean Karpen (note taker)

Meeting Summary:

- Minutes of 7-21-11 approved
- Consolidation loan approved
- Policy manual updated & ready for posting
- Tailgate may accept EBT
- Fall Harvest Celebration set for October 16, 2011
- Executive Session will not include staff members
- Board Retreat set for November 19, 2011
- Monitoring Report: 2.3 Financial Condition and Activities reviewed & accepted

- External audit to be completed by April, 2012

Approve Agenda: approved without changes

Announcements:

- The Board authorized a loan for \$97,000 with Asheville Savings Bank to consolidate two loans and settle a balloon payment.
- Kim Kubicke is no longer Board Assistant.

Minutes of 7-21-11 were approved as printed.

Owner Comments: Sage – the store, newly painted, looks great!

Website: Cristina continues to work on the new website, working to find the best options for an effective website. The domain name “frenchbroadfood.coop” is awkward. We will consider alternatives, but we may be required by NCGA to use .coop.

Policy Manual: The most updated version of the policy manual is ready to be uploaded to the website. The Board Secretary will be responsible for keeping the website updated with current policies. The date of updates will be indicated as part of the file name and at the top of the document itself.

Policy 2.8.1 regarding time line for GM to submit Monitoring Reports. The policy should read “2 weeks in advance.” This change had been established, and was done in practice, but the policy was not updated. Will K. and Aja will research policies concerning the monitoring schedule and will work on monitoring for 2.9 and 2.10.

Tailgate: Darcel reported that the tailgate market is considering accepting EBT (food stamps) cards. The non-profit group Leaflight would coordinate the use of EBT at the market. Darcel will send out info about Leaflight. Security issues need to be considered.

Coop Community Committee:

- Worker/owner program – department managers will create a schedule and identify opportunities for worker/owners. The national trend is to phase out worker/owner programs, due to liability issues. Opportunities for our workers include outreach at events such as Earth Day, Organicfest, and others.
- Fall Harvest Celebration set for October 16, 2011 and will include a benefit for a local non-profit to be chosen by staff. Contact Allen to volunteer for an ad hoc planning committee.
- General discussion about liability issues of a worker/owner (w/o) program. This needs further research. We also have to consider employment laws and union rules. Board members are asked to research what other coops are doing regarding a w/o program. Some Board members feel that we need to figure out ways to continue our w/o program.

Policy about Executive Session: It has been the policy of FBFC to exclude staff members from Executive Session. After a lively discussion, it was agreed that if the GM needs to give information about personnel, GM will decide if it needs to be in Executive Session; if the Board calls for Executive Session to discuss personnel, it will be discussion about the GM and staff members must exit the meeting.

Human Resources Committee will work on scheduling a GM evaluation. Gretchen will initiate.

Board Retreat with consultant Mark Goehring is scheduled for 10:00 am November 19, 2011 in the Movement & Learning Center.

GM Report: Store painting is complete; we have a new HBC desk; Cristina is the new front end manager; Regi Blackburn is the tailgate market manager; Darren is the new produce manager; we have started a catalog of local products;

Monitoring Report: 2.3 Financial Condition and Activities: The report was deemed reasonable and acceptable. Note: regarding 2.3.8 (“...GM shall not...plan for...encumbrance...of real property without board approval.”), the Board has approved the loan.

Audit/Review: Current bylaws state, “Financial statements of the Co-op for each fiscal year shall be audited or reviewed by an independent public accountant selected by the Board.” It was agreed that we need an external

audit. GM is instructed to consider this a budget item of about \$15,000 for 2012. Audit should be completed by early April, 2012. We will also have yearly reviews of financial statements.

Bylaws: Brief discussion of raising Board discount to 20%. Article 4.4 prohibits this, except at the annual owners' meeting.

Additional items for next month's agenda:

Gretchen will take notes and prepare minutes for the September Board meeting.

Next Meeting will be September 15, 2011 at 5:30 pm.

Respectfully submitted,
Jean Karpen

MINUTES

FBFC Board of Directors Meeting 9-15-11

Meeting started at 5:40 pm and ended at 8:01 pm

Board members present: Will Kaylor (President), Aja Wright (Vice President), Allen Mulkey (Secretary), Darcel Eddins (Treasurer), Howard Yarborough, Gretchen Brown, Emily Svendsen, Justina Prenatt, and Matt Neill.

Board members absent: Stephen Smith, Cristina Tiongson

Others present: Bobby Sullivan (General Manager- GM)

Meeting Summary:

- Minutes of 8-18-11 approved
- By-Laws Committee report
- NCGA conference in Boston summarized
- Marketing 2011-2012 plan discussed

Approve Agenda: agenda approved with changes; Executive session and Development committee switched times.

Minutes of 8-18-11 were approved as written

Owner Comment Period: no owners present

Bylaws Committee: Reviewed patronage rebates. GM, committee, and finance director will rewrite this section and have a lawyer review final version. Owners will be notified about rebates occurring/not occurring and how to claim it.

Executive Session was held to discuss personnel

Manager's Comment: Sales continue to be up from last year at 7.3 %. There is a new front end manager, Christina Tongson. Bobby attended cooperative coffee hour at Firestorm café where a number of potential local partners were present. Manager on Duty system was recently revised to increase support to staff. Bobby attended NCGA conference in Boston; FBFC was recognized for recent growth and for being number 4 for sales growth. Bobby is reviewing previous GM's marketing plan. Recent marketing commitments include new radio advertising, a new website, customer appreciation days, and an owner drive. The worker owner program has a new worker schedule and set of tasks for shifts.

Development Committee is working to develop plans to present to the owners for what relocation and/or renovation could look like. The committee will first research past documentation and research done on relocation and renovation options.

FBFC Board retreat will take place on November 19th from 10-4. Topics will include community partnerships and planning for the future.

Next Meeting will be October 20, 2011 at 5:30 pm.

Respectfully Submitted,
Gretchen Brown

MINUTES

FBFC Board of Directors Meeting October 20, 2011

Meeting started at 5:38 pm and ended at 8:05 pm.

Board members present: Will Kaylor (President), Aja Wright (Vice President), Darcel Eddins (Treasurer), Justina Prenatt, Matt Neill, Stephen Smith, Emily Svendsen

Board members absent: Allen Mulkey (Secretary), Howard Yarborough, Gretchen Brown, Cristina Tionson

Others present: Bobby Sullivan, General Manager (GM), Owners: Jean Karpen (note taker)

Meeting Summary:

- Minutes of 9-15-11 approved
- Matt Neill will exit the Board
- FBFC Board supports the “Occupy Asheville” movement
- Monitoring Report, 2.6 GM Emergency Succession, reviewed
- Discussion of Retreat topics

Approve Agenda – approved as printed

Minutes of September 15, 2011 approved with spelling corrections.

Owner Comments: Bette Jackson (via Justina) wants to make sure that worker/owner information, such as work schedule, is adequately communicated to owners. Need to make sure that owners get work credit for committee meetings.

Further discussion: Committee chairs will have work record slips available at committee meetings. We need to make it clear in policy that owners get work credit for attending committee meetings. The Bylaws committee has questioned several issues as to whether the issue falls under bylaws or policy. It is the responsibility of the Secretary to maintain the most current version of the policy manual and see that it is posted online. Will encouraged all Board members to use policy suggestions to effect changes. Board members may write policy and bring it to the Board for discussion and possible consensus.

Board Member, Matt Neill is resigning from the Board.

Bylaws Committee: The committee has recently gained clarity about the patronage rebate system and is now close to wrapping up its work.

Decision-making process: According to our bylaws, Article V, if a decision needs to be made between regular Board meetings, there are two options for this:

“Section 5.5 Telephone Conferences. Meetings of the Board may be conducted by means of a telephone conference or other communications equipment whereby all persons participating can simultaneously communicate with each other.”

“Section 5.6 Action Without A Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent to the action is signed by all directors and filed with the minutes of meetings.”

“Occupy Asheville” movement: The Board, with one voice, directs the GM to work to support the “Occupy Asheville” movement. Individual Board members may speak on behalf of the Board in support of the “Occupy” movement.

Executive Session was held to discuss real estate.

GM Report: In addition to the written report sent in advance of the meeting, Bobby reported that the coop will soon have a United Services Credit Union ATM in the store. The October owner drive has been very successful! The store reset is now complete.

Worker/Owner program: Ed Mayer does orientation periodically as needed. It is the responsibility of the

owner to contact a department head to schedule a work time. Some Board members feel that this system is not very user friendly.

Monitoring Report: 2.6 GM Emergency Succession was deemed reasonable and acceptable. As part of the report, the GM requested that the interim GM receive a monthly bonus. Board members affirmed that the GM determines salaries and bonuses for staff.

Board Retreat: Retreat will be held on November 19, 2011 in the Movement & Learning Center, from 10:00 to 4:00. The Board will be discussing long range plans, including whether to renovate or relocate. Bobby has been asked to gather information about what is possible in our current location.

Next Meeting will be November 17, 2011 at 5:30 pm.

Respectfully submitted,
Jean Karpen

MINUTES

FBFC Board of Directors Meeting November 17, 2011

Meeting started at 5:30 pm and ended at 8:19 pm.

Board members present: Will Kaylor (President), Aja Wright (Vice President), Darcel Eddins (Treasurer), Howard Yarborough, Gretchen Brown, Justina Prenatt, Stephen Smith, Emily Svendsen, Cristina Tionson

Board members absent: Allen Mulkey (Secretary),

Others present: Bobby Sullivan, General Manager (GM), Owners: Jean Karpen (note taker), Bob LeRoy

Meeting Summary:

- Minutes of 10-20-11 approved
- Product Committee discussion
- Bob LeRoy appointed to the Board
- Monitoring Reports 2.3, 2.4, 2.5, and 2.7 reviewed
- Executive Session held

Approve Agenda – approved as printed.

Minutes of October 20, 2011 approved as printed.

It was decided that we will post board meeting minutes in a single online document.

Owner Comments: Jean Karpen – Thanks to our coop staff, particularly Jay, who delivers food, on his way home, to an elderly coop owner.

Bob LeRoy – I love the coop!

Board Retreat: The retreat will take place this Saturday, Nov. 20, in the Movement & Learning Center from 10 to 4. We will explore development scenarios for possible coop expansion/renovation, and work to understand areas of feasibility. Bobby has extracted relevant information from the recent market study to facilitate this process.

Committee Reports: Product Committee – There was a discussion the current function of the product committee. Since new labeling has been in place, there have been fewer complaints about coop products. It was decided that, for now, the committee will meet twice a year. Next meeting will be February, 2012, just prior to the monitoring of this policy.

Darcel reminded Board members that the Worker/Owner program is not very user-friendly and that issue still needs to be addressed.

Board Applicant: Bob LeRoy submitted an application for Board membership. After a brief discussion of his Board application, Bob was appointed to the Board. His position will be voted on at the next annual meeting.

GM Report: The recent owner drive netted 185 new owners (goal was 120). Bobby has been updating job descriptions to make them more uniform. Bobby will check with the power company to make sure that problems with power outages are resolved.

Monitoring Reports: 2.4 Planning and Budgeting – was deemed reasonable and acceptable. Note: This is an abbreviated report, addressing only information that has changed since the last report. For recording purposes, the original report (April, 2011) will be copied and attached. For future monitoring of this policy, the entire report will be included with new information at the beginning. Board members need to know about significant changes or variances in the budget. In subsequent months, GM will confirm that we are operating within budget and will send budget information only if there are changes.

2.7 Compensation and Benefits – was deemed reasonable and acceptable.

2.5 Asset Protection – not acceptable as is. We need clarification regarding liability coverage. Otherwise, the report is fine. Bobby will follow up with insurance information and the report will be reviewed again in January, 2012.

2.3 Financial Condition and Activities – GM interpretations are reasonable. The report is not acceptable. The Board will follow through with budgeting for an audit in order to clarify information provided in this report.

Gretchen reminded Board members that questions and comments regarding Monitoring Reports need to be submitted to the GM no later than one week prior to the Board meeting at which the report will be reviewed.

Executive Session was held to discuss personnel.

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

Respectfully submitted,
Jean Karpen