

## MINUTES

FBFC Board of Directors Meeting 11-19-15

Meeting started at 5:33 pm and ended at 8:40 pm.

**Board members present:** Justina Prenatt (President), Bob LeRoy (Treasurer), Jennifer Heeder (Secretary), Alanna Hibbard, Pauline Heyne, Kelly Fain, Josh Littlejohn, Rosemary Fletcher, Daav Wheeler

**Board members absent:** Danielle Goldstein (Vice President)

**Sarah Oram** has resigned from the Board.

**Others present:** Bobby Sullivan, General Manager (GM); Sage Turner, Finance Manager; Clare Schwartz, Outreach Coordinator; Ryan Prenger, Grocery Manager; Jean Karpen, Board assistant; Owners – Rusty Sivils, Darcel Eddins, Joan Pinnegar

### Meeting Summary:

- Owner comments
- Outreach report
- Discussion of co-op endorsements
- Staff survey discussion – will be GM decision
- Owner investment in expansion - committee to explore options
- Monitoring Reports 2.3, 2.5, & 2.7 reviewed
- Executive Session
- Plan topics for Board retreat

**Calendar Dates:** December 6, 2016 – Board Retreat

**Approve Agenda:** Agenda was approved with a five minute extension of Owner Comment period.

**Minutes of 10-15-19** approved as presented.

### Owner Comments:

- Darcel Eddins
  - Did the Board know the article was going to be in the paper? (Oct. 30, 2015)
  - Unclear about the role of the Owners' Council & urges the Board to get clarity on the committee's purpose.
  - Suggest Board members look at our bylaws in regard to the expansion project.
  - Recommendation: Hire a project manager.
  - "We don't want to be landlords" may not be true – we have not made that decision.
  - Confidentiality around RfPs concerns me. Shouldn't be shopping a vague RfP without an owners decision. "What specific decisions have the owners decided they want in the expansion?"
  - "We are going to have to be a team."
- Joan Pinnegar – Joan is the garden coordinator for Dickson Elementary School and is eager to have the co-op involved with their project to teach students about growing and preparing healthy foods. They will need help with food, supplies, tools, cooking in classrooms, working in the garden.
- Rusty – Responding to Darcel's comment – Members have not made a decision about expansion. No member decisions since 2007; decisions made in 2007 were ignored. We have no democratic governance. Election is our only voice and it's not really an election.

### Report from Clare:

- Clare recapped marketing and outreach for the year and will email that list to Justina. Justina will distribute the list to Board members and suggests we think about possible additions to this list.
- Need to assign Buzz articles. Clare will send info by email as to when Buzz comes out and due dates.
- Weekly e-news is planned for 2016.

- Email blast to let owners know that we are creating a budget now for outreach opportunities.

### **Endorsements:**

- We need to have a policy on what types of events/causes, etc. we will endorse.
- Suggestion – food issues, hunger issues.
- Need to be clear about where Board endorsement is needed and where GM endorsement is needed.
- One known parameter – no political endorsements.
- Policy should include guidelines about whether an issues goes to GM or to Board.
- Perhaps it should be considered a “procedure” rather than a policy.
- Similarly, we need guidelines about what we post on social media. GM welcomes feedback.
- No decisions tonight.

### **Staff Survey**

#### Discussion:

- Consultant Jade Barker has said that most co-ops leave it to GM to decide if a staff survey is needed.
- Some Board members want to see all data from the survey. If the survey is done by an outside agency, they usually provide a comprehensive summary of the data.
- Proposal: Empower GM to determine whether or not to do a staff survey in 2016. Approved.
- If a survey is done, the Board will get a summary of the data, not a comprehensive report.
- Question: Is it implied that staff survey info be included in “Treatment of Staff” monitoring report?
- Suggestion: update policy manual to address issue of whether & how much info is shared with Board.

### **Owner Investment in Expansion:**

- Bob, Pauline, Daav, Sarah, and Sage met several months ago to begin discussion of options.
- We definitely want to research possibilities.
- Pauline will arrange meetings and keep things on track.
- Committee needs to consider loans, preferred shares, tax implications, etc.
- The committee will come to the January Board meeting with a proposal for updates.

### **Monitoring Reports:**

- 2.3 Financial Condition                      reasonable and acceptable
- 2.5 Asset Protection                         reasonable and acceptable
- 2.7 Compensation and Benefits         reasonable and acceptable
- Note on 2.5 – According to most recent statements, we have outgrown our insurance coverage. Sage will look into insurance issues and make adjustments as needed.

**Executive Session** was held to discuss personnel and real estate issues.

**Board Retreat** – Top choices for discussion at the retreat are:

- Development of the expansion project, CDC report, design team
- Ways to deepen relationships among Board members
- Board of Directors expectations and confidentiality re: expansion project
- Owner involvement /Owners’ Council

**Miscellaneous item:** Proposal was approved to move the Owners’ Council meeting scheduled for November 24. (That day will be one of our busiest shopping days of the year.) Send an immediate notice via email, post on social media and in the store.

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

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

Respectfully submitted,  
Jean Karpen, Board Assistant