

MINUTES

FBFC Board of Directors Meeting 2-18-16

Meeting started at 5:32 pm and ended at 8:04 pm.

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

Board members absent: Pauline Heyne

Others present: Bobby Sullivan, General Manager (GM); Jean Karpen, Board assistant; Owners – Rusty Sivils, Diana Davidson

Meeting Summary:

- Josh O'Conner will fill Board seat ending in 2018
- Owners' Council meeting review & discussion
- Discussion of Development Committee charter
- Buzz articles assigned
- Monitoring Reports 1.0 Ends Policy and 2.3 Financial Condition reviewed
- Living Building Challenge discussed
- Discussion – articulation of shared vision for expansion

Calendar Dates:

- March 9, 2016 – Finance Committee meeting, 5:00 pm in the upstairs Board room
- March 19, 2016 – Coop Cafe, NC Arboretum
- June 5, 2016 – Annual Owners' meeting

Approve Agenda: Agenda was approved with the following changes: approve January minutes, not November; during Owners' Council time, add discussion of which Board seat Josh O'Conner will fill.

Minutes of 1-28-16 approved as presented.

Owner Comments:

- Joe Karpen (via Jean Karpen) likes the tag line used in Mountain Express “Community Owned Cooperative.”
- Jean Karpen – At a recent co-op event, a long-time owner referred (in error) to the co-op's “nonprofit status.” There may be others who think we are a nonprofit. We need to be aware of this and be careful how we promote ourselves, especially during this expansion project.
- Rusty Sivils – re: proposal to set aside 1% of gross sales for contribution to nonprofit. See attached.
- Justina, in response to Rusty – This has been discussed by the Board. We do contribute approximately 1% of profits to various community organizations. Setting aside 1% of sales does not serve our best interest at this time. Moving into our expansion project is not the best time to implement this.
- Rusty – The advantages of implementing this proposal are that the members would be empowered to make decisions about who gets the money, that it would be supportive of democratic governance, and that it would distinguish us from every other business in town.

Board business: New Board member Josh O'Conner will fill the Board term ending in 2018. No Board member should be elected to a Board office until he/she has been elected to the Board by owners.

Owners' Council: Notes from Owners' Council (OC) meeting Feb. 13, 2016.

- The OC is a system without a complete feedback loop. Input does not equal inclusion. To close the loop and generate trust, a council-elected representative should chair the council. This person should not be a board member.

- Some owners are concerned about potential partnerships. How do partners get chosen? Are we reaching out to grassroots organizations? We need to consider all possible partners.
- Some owners are not aware that the RFP exists or is public.
- Has FBFC considered making a radio announcement about the RFP via local stations such as Asheville FM?

Discussion: Suggestion to have an owner-elected representative on the committee who would be a liaison to the Development Committee. This suggestion will be presented for discussion at the next OC meeting. Election could be part of the June ballot for election of Board members.

Charter for Owners' Council: Wording for the charter was presented at the February Board meeting. It was suggested that we add language about supporting decisions of the Board. Justina will finalize wording for the charter to be approved at the March Board meeting.

Development Committee charter: Josh L. will craft a charter & present via email to Board members.

Discussion will continue at the March meeting. Suggested items to include:

- is an ad hoc committee, specifically to oversee expansion process
- oversight for Owners' Council
- name members of the Development Committee
- may invite experts
- include elected representative from Owners' Council
- make recommendations to BoD regarding proposals submitted
- make sure BoD gets all information they need
- technical advisory committee

Buzz Articles: When two articles are submitted for an issue, coordinate to make sure you have two different topics. Bobby suggests including in articles recipes or anything else related to food if possible.

- March/April.....Alanna
- May/June.....Pauline, Justina
- July/August.....Bob, Kelly
- September/October.....Danielle, Josh O.
- November/December.....Daav

Monitoring Report: 1.0 Ends Policy and 2.3 Financial Condition were reviewed and found to be reasonable and acceptable. Bobby asks Board members to reread the Ends report periodically – it speaks to almost everything – and if you have suggestions, please let him know.

Living Building Challenge: “The Living Building Challenge is an attempt to dramatically raise the bar from a paradigm of doing less harm to one in which we view our role as steward and co-creator of a true Living Future. The Challenge defines the most advanced measure of sustainability in the built environment possible today and acts to rapidly diminish the gap between current limits and the end-game positive solutions we seek.”

Board members discussed the challenge and how it might relate to our expansion project. It aligns with our mission & vision; it is a lofty goal to strive for; we can say we want to try to approach this standard; it would greatly increase the cost of the project; we can learn from the principles and adopt them even if we don't reach certification; it could help us get more press; it could bring in donors from out-of-state; it would bring people from around the world; there are stages of certification for meeting a few of the criteria.

The Board particularly likes this relevant statement from owner Mary Stair, “The eyes of the future are on us.”

Josh L. will arrange a phone or skype conference with Jason McLennan, founder and creator of the Living Building Challenge and consultant on a wide variety of green building and sustainability topics.

Articulation of shared vision for Expansion so the Board speaks with one voice. Points of discussion:

- State what the process is.

- RFPs are due June 1.
- We are seeking collaborations within the community.
- We are also looking for tenants.
- Date for review of RFPs.
- Date for decision.
- Look to long term as far as sustainability.
- How can we impact Asheville & the whole region in the long term?
- Reclaim Asheville.
- Be an inspiration, be a leader, be bold.
- Board is working closely with GM to plan.
- Working to protect the co-op's interests.
- Willing to change to meet the needs of the present situation.
- Expansion will carry us into the future. It is not just boost sales, nor is it just for the sake of being revolutionary.
- Serve the highest good of the community.
- Bring the community together.
- Owners may refer to website for updates.
- Invite owners to attend Board meetings.

Justina will share this list via email so Board members can continue to brainstorm and create a statement of our shared vision for the expansion project.

Executive Session held.

Agenda items not covered or unfinished:

- Owners' Council charter
- Development Committee charter
- Articulation of shared vision for expansion

Next Meeting will be March 17, 2016 at 5:30 pm.

Respectfully submitted,

Jean Karpen, Board Assistant