

## Minutes

FBFC Annual Owner's Meeting 9-12-10

Meeting started at 1:46 pm and ended at 4:00 pm. A quorum of owners was present.

### Meeting Summary:

- Minutes of 5-30-09 Annual Owners' meeting approved
- Board elections held
- Discussion of process of recruiting Board applicants: approved motion regarding Board candidates
- GM Year End Report distributed
- Owner Comments
- Discussion of contract with Development Cooperative (DC)

### AGENDA:

1. Opening remarks from the President of the Board of Director's
  - a. Introduction of Board members present – Chappell Carter
  - b. Transition period with Interim GMs – Chappell Carter
  - c. Thank You to Steve Watts – Chappell Carter, Chris Roland, and Sage Turner
2. GM Report
3. Financial – Will Kaylor
4. Bylaws Report – Chappell Carter
5. Election of Board Members – Aja Wright, Matt Neill, Allen Mulkey, Justina Prenatt – Chappell Carter
6. New Business
7. Owner Comments

**Minutes** of 5-30-09 Annual Owners' meeting approved as presented.

**Motion:** Jonathan moved that we place the owner comment period in the middle of the meeting rather than at the end. Motion was seconded and passed.

Chappell thanked Steve for his work for the coop. Interim co-GMs, Chris Roland and Sage Turner will take over on October 1, 2010. Owners will be informed of progress with search for new GM.

A question was raised about the process we are using for this meeting. It was confirmed that we are using Robert's Rules of Order, as required by our Bylaws.

**Motion** was made and seconded that questions be repeated by someone at the front of the room so that all can hear the question. Motion passed.

### Board Elections:

**Motion:** Joe Karpen moved that the Board elections be handled as the next item of business. Motion was seconded and passed.

The following Board candidates introduced themselves and answered questions from owners:  
Aja Wright, Allen Mulkey, Justina Prenatt, Matt Neill

Joe Karpen moved to accept the slate as presented. The motion was seconded and after discussion the motion passed. There were 5 “no” votes.

### Owner comments regarding Board elections:

Kasha Baxter expressed concern that this election process is merely a stamp of approval; Lola agreed. Zachary suggested that we have a search committee for Board candidates. Bette Jackson stated that, in the past we have been given lots of info on candidates; this process is wrong. Morna Childers suggested that we have candidate information on the website. Bette suggested listing Board terms as well. Geri Soloman noted that volunteer Board candidates are not necessarily qualified to hold Board position. We need to look at ways to increase diversity on the Board. Suggestion was made for a standing committee to proactively recruit new Board members. Concern was expressed that there is a lot of contention over this issue.

**GM Report** was distributed to all attendees (see attached). Steve thanked the staff and the Board.

**Financial Report** – Will Kaylor, Board treasurer

Steve explained the process by which we entered into a contract with the Development Cooperative (DC). An NCGA (National Cooperative Grocers' Association, of which FBFC is a member) committee made up of GMs from coops along the Eastern Seaboard recommended that FBFC contract with the DC. It is an affordable way to get lots of help with training, systems support, marketing, hiring process, union issues. We will have access to professionals that we could not, on our own, afford.

There was a general discussion of the DC contract and a number of questions were asked and answered. Will explained that contract is for consulting only and is non-binding on both parties. The Board needs input from owners; owners are encouraged to attend Board meetings.

**Bylaws Report:**

The Bylaws committee has been re-activated and will schedule a meeting. Originally, the committee worked on clarifying the bylaws and making them more user-friendly without changing the content. Bette Jackson commented that the draft from consultant, Thane Joyal, changes the content.

**New Business:**

**Motion:** Bob LeRoy moved that the Nominating Committee be more proactive in their recruitment of candidates for Board positions by taking into account such factors as balance, diversity, and skill sets including accounting and legal qualifications. A friendly amendment was made to add the following: The committee will make available to owners a copy of the Board candidates' applications within a reasonable amount of time prior to voting for the candidates. The motion was seconded and passed.

**Owner Comments:**

Joe Karpen: The coop is incorporated as a “for profit” corporation.

Bette Jackson: Please post Board meeting minutes on the website and in the store.

Kasha Baxter: The coop is member owned, member driven; it doesn't feel like that. Is there a financial professional on the Board?

Zachary: There have been lots of concerns and questions today. There is a feeling that we are not being heard. Questions are an indication of unrest within. We should be as one, so if it doesn't feel good, you all need to hear that. I want to feel good about the coop, about buying food here, and about the direction we are taking.

Will Kaylor: We are here because we embrace the mission & vision of the coop. Results from the owner survey last fall indicated an interest in increasing local products, which has been a major focus.

Sunshine: We want to know what you (owners) want.

Kasha: Instead of going outside our community, why not hire a local person?

Aja Wright: Opportunities to participate in GM selection will be publicized.

Zachary: I don't want to see us put too much emphasis on the Development Cooperative. Perhaps we can tap people who have never been introduced to health foods. Much of our failure is that people don't know.

Rusty Sivils: It's difficult to get people to join the coop when there is no benefit – no discount at the register.

?? (not sure who): Can we have monthly updates on what's happening with the DC? Response: information will be reflected in the Board minutes.

The GM, Steve Watts, **moved to end the meeting**. The motion carried and there was no further discussion. Some owners were expecting a discussion which, therefore, did not happen.

Respectfully submitted,  
Jean Karpen