

MINUTES

FBFC Board of Directors Meeting 9-20-12

Meeting started at 5:38 pm and ended at 8:16 pm.

Board members present: Will Kaylor (President), Aja Wright (Vice President), Justina Prenatt (Secretary), Stephen Smith, Bob LeRoy, Sarah Oram, Farra Lomasney, Dick Warren, Alanna Hibbard, Susan Bloom, Alisa Kuumba Zuwena. **Board members absent:** none

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

Meeting Summary:

- Minutes of 8-16-12 approved
- Owner comments
- Board officers will be elected at October meeting
- Discussion of staff survey, committee formed
- Board retreat set for Nov. 10
- Board assistant discussion
- Board terms set
- Board committees formed: Staff survey (ad hoc), Documents, Finance, Long-term planning
- GM report

Minutes of 8-16-12 were approved as printed.

Owner Comments: Rusty distributed a written comment (reprint of his comments made on April 21, 2011, July 21, 2011 and May 19, 2011). He thanked Bobby for writing a letter to the editor of Mountain Express concerning the co-op. Rusty again addressed the 1% proposal. This item will be on the agenda of the October Board meeting for discussion. Rusty stated that he would like to be able to ask questions of Board members and engage in discussion with Board members during the owner comment period of Board meetings.

Election of Board Officers: New officers have not been elected yet, since there are so many new Board members. Board officers will be elected at the October meeting. Policy needs to be written to address the timing of election of Board officers, as this will be a policy rather than part of the bylaws. Suggestion: Hold election of officers at the 3rd Board meeting after election at annual meeting.

Staff survey: A draft survey has been circulated and needs to be finalized and administered. Questions need to be categorized as pertaining to: 1) GM treatment of staff, 2) other policies, or 3) other areas. Aja will create a “google doc” of survey questions so that all Board members can give feedback online. Survey will be administered in time to provide input for the GM evaluation in November, 2012.

Other points of discussion:

- need confidentiality statement
- Some info is not appropriate for the Board to see.
- FBFC could hire a CDS (Cooperative Development Services) HR (Human Resources) consultant to conduct a staff survey and distill information from it.
- It is important, in the process, that the Board be the liaison with anyone providing external reports.
- It is not appropriate for staff survey information to pass through GM – could be a conflict of interest.
- We need a committee to oversee staff survey – discuss later tonight, during committee discussion.
- Our GM also does a separate staff survey regarding department managers.
- For the GM, it's important to know, in advance, the parameters of his review.
- It would be highly inappropriate for the Board to stray from Executive Limitations (EL) in GM evaluation.
- It would be good to have a survey to use year after year, to show patterns and/or growth.
- Need to write a policy on scheduling staff survey – one consideration is to work backward from GM contract renewal date.

- Consumer survey is a separate entity and will be conducted in October.

Board Retreat is scheduled for Nov. 10, 2012. Plans, including discussion topics and location, will be finalized at the October Board meeting. Sarah is asked to send out ideas for retreat topics. Notes about last year's retreat are on the Board page of the FBFC website.

In early 2013, there will be three retreat opportunities provided by CBLD (Cooperative Board Leadership Development) Cooperative. Topics such as “How to look at financial statements” and “How Policy Governance works” will be offered.

Board Assistant: There was a discussion of whether or not the Board assistant would receive an across-the-board discount. There is still some question as to whether the assistant should be a contract employee or an FBFC employee. The Board agrees that it would be preferable for Jean to be an employee of the co-op. No decisions tonight. Bobby will check with consultant Mark Geohring to see if there is any precedent and to find out how best to resolve the issue.

Miscellaneous: Dick presented a marketing idea for a co-op calendar. There was a suggestion to post Monitoring Reports on a password-protected section of the Board page. No decisions.

Board Terms: Approved as presented. See chart below. Child care is a problem for some Board members and should be considered in future planning.

FRENCH BROAD FOOD CO-OP Board Terms (date joined the Board)

Term ending in 2013 (4 seats)	Term ending in 2014 (3 seats)	Term ending in 2015 (4 seats)	Term ending in 2016 (4 seats)
E Aja Wright (9-06)	I Stephen Smith (3-11)	A Will Kaylor (11-08)	E
F Justina Prenatt (7-10)	J Alanna Hibbard (8-12)	B Sarah Oram (8-12)	F
G Bob LeRoy (11-11)	K Susan Bloom (8-12)	C Farra Lomasney (8-12)	G
H Kuumba Zuwena (8-12)		D Dick Warren (8-12)	H

Last update - August 16, 2012

At the 2013 Annual Owners' Meeting, seats E, F, G, and H will be up for election or re-election to a 3-year term.

Board Committees: Points of discussion:

- There was general agreement that having fewer committees is better, since each committee means additional meetings and additional work to be done.
- Some committees may not need to meet monthly.
- At the 2011 retreat, we had decided not to have a development committee.
- If people are properly divided according to their interests, it works much better.
- Owners may participate on most committees and earn worker/owner credit.
- GM needs to be in charge of worker/owner committee.
- Committee work should be mostly supervisory, not operational.
- Policies need to be updated. Policies are to give the GM broad parameters. Over the past few years, some policies have become too restrictive and need to be reworked.
- Worker/owner program requires a certain level of vision and organization to be able to delegate tasks.
- At a previous owners' meeting, a resolution was passed concerning the creation of a committee to redesign and support the worker owner program.
- Define tasks and set timelines for those tasks.

The following committees were formed (Committees will be listed on “google docs” for additional sign-ups.):

- Survey Committee (ad hoc) – Alanna, Alisa Kuumba, Bobby, Farra, Aja, Susan. Susan will format the final version of the staff survey.

- Documents: Justina, Will, Alanna. First task is to fill in calendar and set the schedule for monitoring reports. Schedule Board activities and planning dates (monitoring reports, GM evaluation, annual owners' meeting.) Schedule GM evaluation.
- Finance – Dick, Bob, Sarah
- Long Term Planning – Justina, Bob, Dick. (How to support the GM in terms of long range planning.)
- Co-op Community – Sarah. Darcel Eddins has expressed interest in the worker/owner program.

GM Report: New employee manual has been created and is being reviewed by the shop steward. Sales are continuing to grow. Weekly sales figures are being posted so employees can see sales growth. We are tracking local products in order to assess progress. We are being audited by the state of NC for sales tax errors. A new Front-End training manual has been prepared.

Comment: Suggestion to incorporate that each Board member be given a chance to speak at meetings.

No Monitoring Reports this month

Agenda items not covered or unfinished:

- Staff Survey
- Board committees

Additional items for next month's agenda:

- Discuss 1% proposal
- Election of Board officers
- Establish policy on when Board officers are to be elected
- Decide topics for Board Retreat

Next Meeting will be October 18, 2012 at 5:30 pm.

Respectfully submitted,
Jean Karpen