

DRAFT MINUTES

FBFC Board of Directors Meeting 3-20-14

Meeting started at 5:33 pm and ended at 8:11 pm.

Board members present: Justina Prenatt (President), Bob LeRoy (Treasurer), Jennifer Gustafson (Secretary), Sarah Oram, Alanna Hibbard, Pauline Heyne, Kelly Fain, Josh Littlejohn, Danielle Goldstein

Board members absent: Stephen Smith

Alisa Kuumba Zuwena has resigned from the Board.

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

Meeting Summary:

- Minutes of 2-20-14 approved
- Monitoring Reports 1.0 Global Ends Policy, and 2.0 Global Executive Constraint reviewed and accepted
- Audit Report formally accepted
- Annual meeting planning in progress
- Revised Board application approved
- Board terms discussed
- Executive session held

Calendar Dates:

- April 2 – Co-op Farmer's Market opens
- April 2 – Asheville-Buncombe Food Policy Council “meeting of the whole,” 6 to 8 pm @ UNC-A Sherrill Center
- April 6 – Board Retreat @ Jennifer's home, 2 to 6 pm
- April 19 - Urban Homesteading Fair
- April 28 to May 2 - NCGA (National Co-operative Grocers' Association) Spring meeting. Bobby & Clare Schwartz (Management team) will attend.
- May 8 to 11 – LEAF
- June 1, 2014 – **Annual Owners' Meeting**

Approve Agenda: Agenda was approved as presented. Later in the meeting, the Board decided to omit the CBLD (Cooperative Board Leadership Development) workshop report and the Worker Owner Committee report.

Minutes of 2-20-14 were approved as presented.

Owner Comments: none

GM Report:

- Regarding discount levels and how the FBFC compares to other co-ops our size:

	FBFC	Upper Quartile	Median	Lower Quartile
Member Labor discount \$	\$22,230	\$11,480.00	\$8,341.00	\$5,968.00
Staff discount \$	\$21,856	\$53,617.00	\$41,225.00	\$29,253.00

*More investigation will be done

- We got a paving quote for the lower parking lot. This will need to be weighed against the need for a parking garage there, which may mean tearing up any paving to make way for construction.
- National Geographic did a film segment in the co-op recently for a feature on homesteading. Their segment was about a local couple who brought them in for a shopping visit. We invited them to the upcoming Urban Homesteading Fair.

- Living Wage Certification passed with the vote of staff following the union negotiation. A full page ad announcing this incredible development is in the current Mountain Xpress.
- A representative from Blue Cross/Blue Shield has been at the Co-op the last 2 weeks signing up staff for health insurance under The Affordable Care Act. The reaction has been overwhelmingly positive.
- We had a highly visible presence at the Organic Growers School for the 2nd year in a row and some discussion has taken place about a continuing partnership between the FBFC and the OGS for ongoing events, including their co-sponsorship of our Urban Homesteading Fair.
- We have a new power outlet for the FBFC Wednesday Tailgate Market, solving the problem of breaker switches going off, which led to difficulties for the vendors last year. There was no expense incurred by the FBFC.
- Sales for the new hot bar/salad bar as of March 10, surpassed last years sales for the whole month of March (for just the salad bar) by over \$200.
- Since the end of the union negotiations and the advent of reduced worker owner roles in the store, 3 new jobs have been posted for union staff. Meanwhile we will unveil the new Worker Owner Program along with new orientations in April.

Monitoring Reports:

1.0 Global Ends Policy was deemed reasonable and acceptable.

2.0 Global Executive Constraint was deemed reasonable and acceptable, with the following correction:

Original: "Policy 2.7 Compensation & Benefits was accepted by the Board on 11-21-13."

Correction: "Policy 2.7 Compensation & Benefits was suspended by the Board on 1-16-14."

Points of discussion:

- Question regarding staff review of managers in 2013. Response: GM has implemented a process for this, but the review was not done in 2013 due to new manager being hired at the time review would have been done. Next review is scheduled for mid-year 2014. At previous review, comments were read anonymously to managers; comments are very effective.
- We will continue efforts to increase ownership – 2012 saw a significant increase in ownership; 2013 increase was minimal. We will have two ownership drives this year.
- For 2013 there was a decrease in the % of our overall sales that went to owners, but the existing owners did spend a larger total dollar amount than in 2012.
- During 2012 a major area of owner feedback was criticism of slow register checkout time.
- Suggestion to use information from the Ends Policy in marketing – signs in the store, etc.

Committee Reports: Note: All Board members and GM are to be notified of all committee meetings.

- **Finance Committee:** All Board members have now received and reviewed the full audit report. The report is formally accepted. The Finance Committee will address two points from the audit report:
 - Recommend a schedule for frequency of audits and reviews. Our bylaws state that a full audit shall be conducted at least every 3 years, unless the cost of a full audit could endanger Co-op financial viability. Auditors suggest that a full audit is not needed that frequently.
 - Recommend a change in the bylaw 7.3 regarding reserve equity fund.
- **Co-op Community Committee:** Plans for **annual meeting**, June 1, 2014
 - Pauline will reserve Handmade in America, including parking lot.
 - Schedule: 1 pm – set up, 2-4 p m – meeting, 4-6 pm – pot luck meal.
 - Make sure we have adequate signage at the site and at the Co-op.
 - Make a checklist for volunteer jobs, seek volunteers. (Parking attendant, set up, child care, clean up)
 - Co-op Community Committee will plan the social aspects of the meeting.
 - Election process committee will plan the business aspects of the meeting.
 - Kelly will include details of the meeting in the Scoop.

- **Urban Homesteading Fair** – OK to sign up new owners at this event. Board members volunteered to help with set up and to sit at the Co-op/Board booth. GM will make a raffle basket for new owners who join at the event. Remember to collect email addresses.
- **Election Process Committee**
 - Revised Board application was approved.
 - Kelly will post the application on the website and will include info in the Scoop about how to find the application online.

Board Terms were again discussed.

- Bylaws require staggered terms, as nearly as is possible.
- It was decided by consensus that appointees will stand for election at the next annual owners' meeting.
- The time to look at Board terms is right after election.
- Suggestion: Board members who have already been through an election will be assigned to the longest term slots.
- Suggestion: Assign Board members to 1-, 2-, or 3-year terms based on the number of votes received, with highest vote-getters assigned to the longest terms.

Executive Session was held to discuss personnel.

Agenda items not covered or unfinished: Board Terms

Next Meeting will be 4-17-14 at 5:30 pm.**

****Note: The next meeting has been rescheduled to 4-24-14 at 5:30 pm.**

Respectfully submitted,
Jean Karpen, Board Assistant