

## DRAFT MINUTES

FBFC Board of Directors Meeting 1-24-13 The Board meeting was originally scheduled for Jan. 17, 2013, and was rescheduled due to inclement weather.

Meeting started at 5:36 pm and ended at 8:12 pm.

**Board members present:** Will Kaylor (President), Aja Wright (Vice President), Justina Prenatt (Secretary), Bob LeRoy (Treasurer), Sarah Oram, Dick Warren, Alanna Hibbard, Alisa Kuumba Zuwena, Jennifer Gustafson

**Board members absent:** Stephen Smith, Susan Bloom

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

### Meeting Summary:

- Minutes approved
- Three proposals from Finance/Audit committee
- Report & discussion from Co-op Community Committee
- GM Report – discussion of worker/owner program
- Monitoring Report 2.4 reviewed
- Executive Session held

**Approve Agenda:** Agenda was approved as presented.

**Note and reminder to Board members:** Board members are reminded to bring copies of printed materials (minutes/reports) to the Board meeting. If you want paper copies of reports or minutes, please let Jean know the day before the Board meeting. Also, please submit questions to the GM regarding Monitoring Reports one week prior to the Board meeting; use “reply all” so everyone can see the questions.

**Minutes of Nov. 15, 2012** were approved as presented.

**Owner Comments:** On behalf of another owner, Jean commented that it would be nice if the water filter machine could be located somewhere other than right by the bathrooms.

**Finance/Audit Committee:** The following three proposals were submitted:

- 1. *Proposal that the board approve as policy: All Budget expense lines over which the Board has direct operational authority & discretion, shall be grouped & subtotalled together under one expense area heading in all Profit & Loss statements & budget reports the co-op issues.* The Board agreed to take this proposal to the Finance manager to find out whether or not it is needed.
- 2. *Proposal that the board approve as policy: Within a reasonably brief time after it is prepared, a copy of each federal or state income tax return for the co-op shall be furnished to the Finance/Audit Committee.* Proposal approved. Additionally, GM will supply to the committee a copy of the 2011 tax return.
- 3. *Old Executive Limitations Policy 2.3.1: “(The GM shall not....) Fail to provide quarterly statements of income, balance sheet, cash flow, & changes in shareholder equity.”*  
*New 2.3.1 “(The GM shall not....) Fail to provide on a quarterly basis: reconciled statements of each cash banking account: and statements of income/expense, balance sheet, cash flow, and changes in shareholder equity, that are prepared in accordance with generally accepted accounting principles, and that completely and accurately reflect all accounts payable & accounts receivable.”* This proposal was tabled. The Finance committee will meet with the Finance manager to work this out.

**Co-op Community Committee:** Sarah reviewed marketing suggestions from the committee (see attached). Discussion followed. Points of discussion:

- Need to coordinate with the marketing manager.
- Compilation of a Professional Member Directory would be a big job – might be good for worker/owner.
- The committee will meet again to consider how to implement getting this directory made.
- Some suggestions are operational. These are decisions to be made by the GM and marketing mgr.

- Articulation of our values is the key to getting folks to shop here.
- GM – Would be good for the Board to help with priorities. Kelley is leaving, but will stay on as a consultant. I am concerned that there will be too many expectations that I can't fulfill. (Sarah offered to help work on any of these ideas.)
- Summary of ideas will be sent to Board members who are asked to prioritize and also to think about who might best be called on to implement any of the suggestions.
- What is the best thing to say to summarize the co-op as introduction to prospective new owners?

**GM Report:** Worker owners are doing active sampling in the store. We are now tracking data on the worker/owner program and will be looking at the data to make assessments about the program.

Points of discussion about worker/owner (w/o)program:

- Do we have a means to calculate the value to the coop? No. Is the value commensurate with expense? Answering this question will require a lot of time.
- Worker owners are not vetted in any way. Board members are concerned about this. We do have standards for co-op employees.
- Bulk herbs are stocked by w/o. That is working well.
- We need to assess owners' skills and match with an appropriate job.
- Set standards and make sure those standards are met. Current training is minimal. Strengthen w/o training. Make it clear that if tasks are not fulfilled as needed, or if any safety or business risk occurs, the worker will not be called for further work.
- Make it clear that we have high expectations.
- Create a job description for a w/o coordinator. That person could handle marketing related tasks such as providing a co-op presence at festivals.
- Is there a waiver for w/o to sign? No. There should be.
- We need to get a Human Resources professional to help.
- It is clear that liability is a concern. We should have volunteers sign a statement regarding liability.
- It could be that people participate for the social aspect. Can we create a social dynamic to address this?
- The w/o issue has been discussed repeatedly by the Board. It needs a lot of structure and creative thinking. We must spend money to make it happen. We can find a way to make it work and get value from it. Need someone who is “driven” to implement. We should go out on a limb & invest in w/o program.
- Owners have mandated that we keep this program.
- GM needs clarity. What do you view as success; what as failure? Suggests making is less of a priority.
- Orientation component is not effective.
- Justina will prepare written comments to share with the Board.
- Discussion tabled to next meeting. Look at whether the w/o issue needs more than Co-op Community Committee.

**Executive Session** was held to discuss real estate.

**Monitoring Report 2.4 Planning and Budgeting:** This report was deemed reasonable and acceptable.

**Agenda items not covered or unfinished:** Worker/owner program

**Additional items for next month's agenda:** Review Business plan

**Next Meeting will be February 21, 2013 at 5:30 pm.**

Respectfully submitted,  
Jean Karpen

## SUMMARY OF SUGGESTIONS FROM THE CO-OP COMMUNITY COMMITTEE REGARDING MARKETING IDEAS.

Basically, what I heard is that we all wanted to add more "community" to the value of a membership in the Coop as a way of making sure we are just not some other natural foods grocery, but really something very different.

Secondly, we want to make sure that when a person enters the Coop that they understand those different "values" right away.

To that end, we want to add into the membership brochure, a description of the "free business ad" available to all members of the Coop, space permitting. We need to define what ads are suitable, size and the process of deciding whose ad gets in which issue and who will handle this added responsibility.

We also want to create a Professional Member Directory and Discounts and include that in the member benefits. To do this, we would need to contact all current members by email (do we have all or can we set a worker member to contact all members without emails and get that info?), set a deadline for submission and determine a person to compile info since it is added work and set a deadline for printing. What about the idea that we "sell" ads in the back to support the extra printing costs?

We also wanted to create 3-4 food or food education related events at the Coop which would be member only invitation and include that benefit in the membership brochure. Ideas were product showcases with donated food from small producers whose products don't always get featured and/or talks from members who have special health/food expertise. We will have to get to know our membership!

We also supported the idea of using worker owners more to attend food related or well attended community events in our area, so everyone knows the Coop!

We talked about beefing up the presence of the Coop at the Wednesday farmer's market with a more visible booth and membership brochures, using worker owners to staff it and promote the Coop. Also, sampling at the table.

Secondly, we talked about pasting our values on the big yellow wall as you enter the Coop, perhaps by painting. Below are some of Aja's words from the day after the retreat. I also wrote down "democratic, locally owned, strict buying policy, fair wages and # members and % recycled."

Hope that helps. Have a great Holiday and Reply when you can. I would be happy to help compile the Directory if someone would help set me up with a good program to do it in so we can save money on the printing by doing it ourselves.