

MINUTES

FBFC Board of Directors Meeting 8-22-13

Meeting started at 5:38 pm and ended at 8:06 pm.

Board members present: Will Kaylor (President), Justina Prenatt (Secretary), Bob LeRoy (Treasurer), Alanna Hibbard, Alisa Kuumba Zuwena, Jennifer Gustafson, Pauline Heyne

Board members absent: Stephen Smith, Sarah Oram, Dick Warren, Kelly Fain

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

Will Kaylor announced that he will exit the Board after tonight's meeting.

Meeting Summary:

- Minutes of 7-18-13 approved with corrections
- Owner comments heard
- Board officers elected
- Committee reports
- GM report
- Monitoring report 2.3, Financial Condition reviewed

Approve Agenda: Agenda was approved with one addition – time for discussion of filling Board vacancy.

Minutes of 7-18-13 were approved with the following changes: Under “Balloting discussion,” the first bullet will read, “We need a committee to take on the responsibility of creating a board election process.” Other items in that discussion will be re-ordered to reflect their importance, no changes in wording.

Owner Comments:

Rusty repeated his long-standing critique – that we are not a co-op because we are not meeting any of the real needs of our members. We are not a community working together for a common purpose. We are a nice upscale grocery store. Members are not given the chance to make decisions about the co-op. We elect a Board which is largely out of touch with members. He would like to see us focus on issues such as health care insurance.

Bob LeRoy: We have a framework whereby workers can participate in democracy. A crucial question is “How do we motivate owners to come out & participate in the democracy of the co-op?” Owners are allowed to call for an additional owners' meeting.

Will Kaylor: It is up to the Board to make sure owners are aware of their rights as owners. There has never been any attempt to squelch owner participation. Getting people to participate in committees is difficult. There are many issues we could be addressing. We hope that owner participation will improve

Rusty: I have seen Board members act to obstruct participation – in the past, not among the current Board.

Justina Prenatt: There is no clear process about owner comment. We need to refine our owner comment period and come up with clear guidelines.

Will: This has morphed into a dialogue which is against our stated rules.

Jean: Many thanks to the ballot counting committee members, Morna Childers, Nina Lantis, Joanna Walsh, Joan Worth, and Rosemary Walton for their work on the recent election.

Board Officer elections: The following officers were elected:

President – Bob LeRoy

Vice-President – Justina Prenatt

Secretary – Jennifer Gustafson

Treasurer – Bob LeRoy

Bob will hold both President and Treasurer positions until January, 2014, at which point he will relinquish one position and a replacement will be elected.

Board vacancy: Board members briefly discussed the 5 candidates (on the 2013 ballot) who were not elected. Four candidates will be considered for the vacancy: Melisa Austin, Josh Littlejohn, Danielle Goldstein, and Johanna Kerr. Board members are asked to review all four applicants and be prepared to discuss and make an appointment at the September Board meeting. Jean will email applications and resumes to Board members.

Other Board issues:

- Sarah will organize a time for Board members to tour the co-op facility.
- Bob will locate his policy suggestion for determining how new Board members are assigned term lengths and bring that to the September Board meeting.
- Bobby will see that the bylaws are more prominently displayed on the co-op's website and will post a paper copy of the bylaws in the store.

Finance Committee: The audit is being scheduled with Wegner CPAs. The audit will take place in October or November. We are in the process of tightening some financial practices, making some adjustments. For example, some renewals were being recorded as sales. Adjustments will result in a drop in our net profit.

Worker/owner Committee: The committee has had numerous meetings. They have identified tasks that should be union only and are working on job descriptions for worker/owner tasks. Bob will set up Google Drive documents from the Worker/Owner committee so that all Board members can see the committee's work in progress. They are also working on a new compensation model. Justina encouraged the committee to consider a set amount which would be more fair across the board. (15% discount on a \$30 purchase is quite different from 15% discount on a \$200 purchase.)

Election process committee: Jean will initiate a Meeting Wizard to set the committee's first meeting.

Policy updates: Alanna will initiate work on policy updates, either by email or by a scheduled meeting. Pauline and Jennifer will serve on the Policy Committee. We should recruit owners to help on this committee, too, particularly Aja Wright, since she has been the "keeper" of the policy while she was on the Board. Bob wishes to be in close communication with this committee because during the past 2 years he has compiled about 2 dozen items that need updating.

GM Report:

- We have a new IT consultant.
- New deli items are coming soon with labor outsourced to Green Opportunities. Coffee station will move to the new front area by the registers. The long-term plan is to move the soup & salad to an island.
- The co-op has again donated to LEAF in Schools & Streets and will be a major presence at the LEAF festival.
- New HBC manager is Melissa Fryar
- Staff party will be Sept. 8, 7:30 pm. Board members are invited.

Monitoring Report: 2.3 Financial Condition: The report was deemed reasonable and acceptable. In the future, the summary of the bank account reconciliation will be added to this report. Bob noted that the 2012 & 2013 financial reports will need to be revised & corrected, partly due to glitches with the merchant credit card processing reports & point-of-sale software, & partly due to accruals that were not done. The result will be a reduction in net profit. The Finance Manager is working on these issues. Bob noted that the 2012 tax returns & 2012 patronage rebates are due to be issued by Sept. 16.

Next Meeting will be September 19, 2013 at 5:30 pm.

Respectfully submitted,
Jean Karpen, Board Assistant