

DRAFT MINUTES

FBFC Board of Directors Meeting 9-20-18

Meeting started at 5:30 pm and ended at 8:05 pm.

Board members present: Pauline Heyne (Co-President), Josh O’Conner (Co-President), Veronica Sotolongo (Vice President), Bob LeRoy (Treasurer), Adam Bowers (Treasurer-Elect), Jennifer Heeder (Secretary), Kelly Fain, Danielle Goldstein, Stephanie Swepson-Twitty

Board members absent: Josh Littlejohn, Ashley See

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

Meeting Summary:

- Board email addresses set up
- Review Board governance calendar
- Discussion of election process issues
- Session on understanding financial documents
- Development update
- GM Monitoring reports B4 and B5
- Executive session

Approve agenda: Approved as presented.

Minutes of 9-20-18 approved as presented.

Calendar Dates:

- October – owner drive
 - Pauline will start email thread - Doodle poll dates for Board involvement.
- October 19 to 21 – LEAF
- October 27 – Truckload sale

Miscellaneous:

- Need to plan Board retreat for January. Executive committee will look for a local facilitator. Bobby will communicate with Jade about the retreat.
- Board will consider our contract with NCG (National Cooperative Grocers). Discuss whether to pay as needed for consultant services. Josh O will draft a note to Jade regarding the contract & will share with Pauline & Bobby.
- Bobby will prepare an announcement about the election results for the website.

Owner Comment: Rusty read a prepared statement. See attached.

Board Email addresses: Josh O has set up new email accounts for all Board members. Owners may contact members individually or the Board as a whole. This information will be posted on the Board bulletin board and on the co-op’s website.

Board Governance: Adam has created a Board Governance calendar to keep us on track with general information, tasks to be completed, and deadlines. Board Secretary (Jennifer) will monitor/supervise. Monthly notes will be sent to all Board members.

Schedule for Policy Monitoring reports needs to be added.

Danielle will send the previous calendar to Adam, so he can integrate appropriate information into this calendar.

Election process issues: A question was raised about having members of the same family or household serving on the Board at the same time. Bobby will contact Jade to find out if NCG has any advice regarding this issue.

- The Board agreed we should let owners know of family members on the ballot.
- If this issue arises in the future, we will include a clarifying statement on the ballot.
- Josh O will draft a statement/question which can be added to the Board application to address this issue. Expand to include information about doing business or other relationship with the co-op.
- Need to assess current skills, etc. What skills do we have on the Board; what skills do we need?
- Pauline will share a document as a starting point for assessment.
- Board agreed to use the assessment tool from VIA Institute for self-assessment. Danielle will send link and all Board members are asked to complete the assessment before the next meeting.
- Board members should bring suggestions for potential Board applicants.
- Clare suggested a photo of the Board to display in the co-op. Take photo next month

Work session on finances: Bob LeRoy presented a session on understanding our financial documents (profit & loss statement, balance sheet, cash flow statement).

Development Update:

- Will have recap of July meeting at the October or November Board meeting & then discuss next steps
- Next move for management is an updated market study. Look at what needs to be done at this location.
- Set benchmarks as to when the Board expect reports – give framework for reporting.
- Bobby will update expansion information on the website.

Monitoring Reports: Both reports were deemed reasonable and acceptable, subject to correction of the 2018 total membership sales count.

- B4 Membership Rights & Responsibilities – interesting info about number of owners voting. Need to do a better job of publicizing elections and tracking statistics about the election. Include the total number of current owners so we know what percentage of owners are voting.
- B5 Treatment of Consumers – To encourage ownership, we plan to increase owner sales in each department, particularly some local items. May move to year-round owner drive. Brainstorming marketing ideas and educational opportunities.

Executive session to discuss personnel issues

Additional items for next month's agenda:

- Request to have an education piece at each meeting
- Retreat – when, what do we want to accomplish, what qualities to look for in a facilitator
- Decide whether to have a Board meeting in December.

Next meeting will be October 18, 2018 at 5:30 pm.

Jean Karpen, Board Assistant