

## DRAFT MINUTES

FBFC Board of Directors Meeting 11-15-18

Meeting started at 5:32 pm and ended at 8:00 pm.

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

**Board members absent:** Bob LeRoy (Treasurer)

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

**Note: There was no Board meeting in October.** No quorum, so decided to meet in December.

### Meeting Summary:

- Initial planning for and discussion of Board retreat
- Elections process
- Development update
- Monitoring reports reviewed, B2, B5 (updated), and B9
- Discussion of Board contract with CDS (Cooperative Development Service)

### Calendar Dates:

- Nov. 20 – CAD (Customer Appreciation Day) 10% off for all.
- Dec. 4 – 6 pm - Bobby’s book launch at Malaprops, “Revolutionary Threads: Rastafari, Social Justice, and Cooperative Economics.” (And at Firestorm Jan. 12, 3 pm)
- December Board meeting TBD (Jean will send Doodle poll to set date.)
- January Board Retreat TBD (Jean will send Doodle poll to set date.)

**Approve agenda:** Approved as printed, with date correction.

**Approve minutes of 9-20-18** approved as presented.

**Owner Comments:** none

### Retreat discussion:

- Decision to self-facilitate, with possible outside facilitator for team building activity.
- Set agenda & parse out tasks/leadership roles to Board members (teams) for each agenda topic.
- Suggested topics/activities:
  - Team building activity- learn more about each other, support each other.
  - What does ownership mean? Talk about the greater good of ownership. How to relay that at the register. Why does the democracy aspect matter?
  - (Brief side-discussion about inclusion/diversity workshop for all Board members and possibly staff)
  - Discussion of store plans. Bobby presents ideas for long-range plans – Board brainstorms. Give Bobby feedback for developing business plan. Vision for the future. Can include an equity/diversity/inclusion piece.
  - Review/use info from NCG’s National Consumer Survey.
  - Development plans

- What is main goal of retreat? In the past, shared learning, time to focus on a topic.
  - Look at Ends Policy, set benchmarks. What does success look like?
  - Identify outcomes we expect. Focus on results.
  - What actions will follow from retreat? Timeline for those actions. Topic leaders can set goals/actions.
- Next steps:
  - Josh L will research a place for team building activity.
  - Bobby will send out “elevator speech” about ownership from last retreat.
  - Bobby will set and send out a draft agenda and suggest leader for each agenda topic.
  - Bobby will create a retreat folder to include results of the National Survey on Consumers.

### **Elections process:**

- Josh will set a meeting for the Elections and Nominations committee.
- The Board agreed to hold a Board recruitment reception.
  - Feb. 5 from 4:00 to 6:00 pm in the MLC (Movement and Learning Center)
  - Will block off the LaZoom parking lot for our use that day.
  - Suggestion that Elections and Nominations committee work out details of this event.
  - Suggestion that each Board member bring 2 or 3 names of potential candidates or each Board member bring someone.
  - May have a second event later in the spring, depending on results of this event.
- Like the idea of having Board members available in the coop to talk to people about being on the Board. Would be better to do this outside in warm weather.
- Discussion about having family members serve on the Board at the same time.
  - CDS policies do not address this directly. CDS template says no staff/spouses of staff on Board.
  - We will have a question on the application regarding relationship (personal or business) with the co-op of staff.
  - If this issue arises in the future, Board agreed to disclose family info and let owners decide.
  - Ask candidates to disclose any relationship with current co-op staff and Board.
  - Election and Nominations committee will craft policy concerning Board applications – provide a draft application, look at last year’s ballot and make needed changes.
- Request to look at committees at Dec. meeting. Topics to consider:
  - Difficulty scheduling meetings
  - Review charters as to frequency of meetings, process of reporting to Board and to owners.
  - Establish “rules” as to number of committees a Board member should serve on, attendance requirements, etc.

### **Development Committee (DC):**

- For December meeting, have a review of the July meeting at which we discussed development plans.
- Bobby has an update ready for the website.
- We need an “elevator speech” so we’re all consistent in what we’re saying to the public. Bobby will send.
- Request to clarify what constitutes an update – define what we (Board) are looking for.

**Monitoring Report:** B5 update – Correction to the data in this report (presented in September) was approved.

B2 Planning and Budgeting – deemed reasonable and acceptable.

B9 GM Succession – deemed reasonable and acceptable.

**Board contract with CDS (Cooperative Development Services)**

- The Board discussed our current contract with CDS and options for moving forward. No decisions at this point.
- Suggestion to create a spreadsheet of everything we've sought consultation for over the last 5 years. We can then look for alternative sources of assistance. See if we could have used local assistance.
- Develop an external list of experts as a safeguard.
- Consider an a-la-carte, on-call, or pared-down contract with CDS. We can always go back to the regular contract if needed.

**Agenda items not covered or unfinished:**

- Finalize retreat date, agenda, and leader(s) for each area of discussion.
- Decision on CDS contract.

**Additional items for next month's agenda:**

- Discuss Board committees
- Plan Feb 5 Board recruitment event.
- Define what constitutes an update (development).

**Future agenda items:**

- January - Set dates for annual meeting and elections deadlines.
- Keep development/expansion on the agenda, keep discussing.

**Next meeting will be in December. Date TBD.**

Jean Karpen, Board Assistant