

DRAFT MINUTES

FBFC Board of Directors Meeting 3-21-19

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), Bob LeRoy (Treasurer), Adam Bowers (Treasurer-Elect), Jennifer Heeder (Secretary), Kelly Fain, Josh Littlejohn, Danielle Goldstein, Ashley See

Board members absent: none

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

Meeting Summary:

- B1 Global Executive Constraint – report was approved.
- Planning for Annual Owners’ Meeting June 5, 2019 at YMI Cultural Center
- Nominations & Elections committee work assigned, timeline reviewed
- Decision to have Board members elected to 3-yr term rather than fill a partial term
- Executive Session to discuss personnel

Calendar Dates:

- Saturday, March 23 – Truckload sale (pre-orders)
- Wednesday, June 5 – Annual Owners’ Meeting, 5:30 to 7:30 pm at YMI Cultural Center

Approve agenda: Approved as presented

Approve minutes of 2-21-19 approved as presented.

Owner Comments:

Mikey – You’re doing a great job! Paul – second that.

Ashley – Is it possible for owners to make comments/suggestions online? (Bobby will research & set up.) I like having fruit available at the door for kids – (Thanks to Nikimbre for the idea.) Can we put a “save the date” notice for the Annual meeting on the website? Can we put Board meeting dates on the website? (Bobby will post Annual meeting date & Board meeting dates on the website.)

Monitoring Report: B1 Global Executive Constraint report was reviewed and approved. Bobby presented and the Board discussed information on plans for controlling inventory, department meetings, top selling items (by quantity and by dollars),

Annual Owners’ Meeting: Wednesday, June 5, 2019.

- 5:30 to 6:00 – reception with heavy hors d’oeuvres: 6:00 to 7:30 – meeting
- Clare will contact local vendors (coffee, Buchi, Shanti, etc.) to participate.
- Meeting will be held at the YMI Cultural Center, 39 S Market St.
- Decision to have an educational component for children. Veronica will arrange with a group that provides social justice-focused child care. Have attendees sign up in advance for child care during meeting.
- Use Eventbrite to have owners register for attendance.
- Veronica will write a blurb (advertisement) about child care for the event.

- Awards – yes! Adam will post ideas on Trello so all can have input on awards. Include something for kids (lanyards last year).
- Accommodations for ADA - Josh O will find language for requesting whether owners need accommodations and will send to Bobby for distribution to owners.
- Pauline will reach out to Clare with draft language for the official meeting notification post card which will be mailed by May 6.
- Suggestion to have an “after party” at the LaZoom Room. Clare will research possibilities.
- Ballot suggestion:
 - Owners may nominate a nonprofit. All nominations would go on the ballot with owners voting on one; donation to that nonprofit would come from patronage rebates; owners would be given the option to donate rebates to the chosen nonprofit.
- While we are a force for good, we must be careful about giving away money in a way that might jeopardize our ability to be a sustainable organization.
- Discussion of what to do with unclaimed rebates from the past. Bobby will check with attorney Bob Deutsch about our options regarding unclaimed patronage rebates.
- Idea: set up a reserve fund based on net profit and apply it to the next year’s donations. Could then have owners choose nonprofit to benefit.
- Rusty – need to promote the idea of democratic governance – owners choose the nonprofit to benefit.
- Tie in with patronage rebate in some way.
- There are several options for letting owners choose the nonprofit. Find a way to do this without having it be another conversation at the register.

Nominations & Elections

- Revision of Board application – suggestion to include information to advise applicants of their legal responsibilities as a Board member. Could use wording from bylaws.
- Josh O will post application on Google Docs for revision input from the Board.
- Timelines:
 - Applications may be submitted through May 22. Include this info on post card. Bobby will post on website.
 - Jean will send confirmation of applications received and will remind applicants of the meeting date and that they will have time for introduction at the annual meeting.
 - Candidate introductions at the meeting - limited to 60 seconds per person.
 - Jean will have the ballot prepared by the annual meeting.
 - Ballots mailed out by June 12; allow 3 weeks for balloting.
 - We need to do a better job of promoting the election.
 - Clare would like a messaging calendar from the Board – info about what the Board wants in terms of how often to promote application deadline, voting reminders, etc.
 - Decision to send email reminders every 2 weeks. Kelly will see to this.
 - Social media blasts – 2 or 3 times per months. Bobby & Sage will see to this.
- Online voting – Jean consult with Josh O about setting up online voting. (Google forms plug-ins may help) Ashley offered help with this.

Executive Session to discuss personnel.

Miscellaneous: Bob offered to present a “bylaws workshop” for the Board before his term ends. Bob is available April, June, and July. No decisions.

Brief discussion of possible reduction in equity amounts for students and/or low-income owners. No decisions.

Diana Davidson may not be able to serve on the Board at this time. Request to move this discussion to executive session later in the meeting. (Not addressed later in this meeting.)

Discussion of filling vacant board terms – Bob has a suggestion for handling this differently. Decision to have Board members elected to a 3-year term, rather than filling a partial term. This will apply retroactively to Ashley who was elected in 2018 (originally set to fill a one-year term).

- Bob has a plan for restructuring election terms which will eliminate filling partial terms. Future agenda item.

Agenda items not covered or unfinished:

- Filling current open Board seat
- “What is most important to the Board in 2019?”

Additional items for next month’s agenda:

- Finalize wording for annual meeting post card.
- (future agenda) Bob’s plan for restructuring election issues with filling partial terms.
- (future agenda) Bylaws work session led by Bob

Next meeting will be April 18, 2019 at 5:30 pm.

Jean Karpen, Board Assistant