

## MINUTES

FBFC Board of Directors Meeting 4-21-16

Meeting started at 5:31 pm and ended at 8:04 pm.

**Board members present:** Justina Prenatt (President), Danielle Goldstein (Vice President), Bob LeRoy (Treasurer), Jennifer Heeder (Secretary), Alanna Hibbard, Pauline Heyne, Kelly Fain, Josh Littlejohn, Daav Wheeler, Josh O'Conner

**Board members absent:** none

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

### Meeting Summary:

- Planning for Annual Owners' Meeting
- Discussion of electronic voting for upcoming BoD elections and possible bylaws change needed
- Development Committee update – Co-op has purchased property at 76 Biltmore
- Development Committee charter approved
- Recap of Board study for first quarter – Facilitated Conflict Transformation

### Calendar Dates:

- April 24, 2016 – Expansion public input meeting and Owners' Council meeting
- April 28, 2016 - 11:30 to 12:30 – Owner Investment Committee meeting
- May 4, 2016 - 6:00 to 7:30 – Policy Manual work session
- May 11, 2016 – Finance Committee meeting – time TBD
- Annual Owners' Meeting – June 5, 2016, 2:00 to 4:00 pm YMI Cultural Center (later changed)
- July 24, 2 – 4 pm – Ice cream social. Details to follow.

**Approve agenda:** Approved as presented.

**Approve minutes of March 17, 2016** approved as presented.

**Owner Comments:** Diana Davidson (has been working on the co-op's project to identify GMOs) – Enjoyed attending the co-op cafe. Hopes attendance is good at Sunday's public input meeting. She has read the RFP, thinks it is a great document, and is trying to let people know the project will really change this part of downtown.

### Annual Owners' Meeting:

- Will be at the YMI Cultural Center, upstairs auditorium
- Agenda to include:
  - Presentations/reports/updates from Justina, Bobby, Clare, Josh L
  - Brief Q&A/comment period following each report
  - Introduce Board candidates
  - Break-out session (table format using cooperative principles?)
  - General Owner Comments
- Have an educational component – weave in 7 cooperative principles. Break out sessions using table format - one table for each principle.. Paper covering each table for owner input. (What is FBFC doing well to uphold this principle and what can we do to improve?)

- Posters from LEAF, LAAFF, GO, etc. may help in recruiting volunteers for these events.
- May need a bylaws change to allow for preferred shares for expansion. If so, this would be introduced at the meeting with voting later along with BoD election ballots.
- Pauline will provide information about preferred shares vs. owner loans for the Board to consider.
- Methods for issuing patronage rebate checks may need a bylaws change to make sure it happens efficiently.
- Bob will review bylaws & make a proposal about how to handle patronage rebates.
- Food for Annual Meeting:
  - organized pot luck – assign a category based on last name (for example, A-E bring a protein, F-K bring a salad). Board members and managers are asked to bring substantial contributions.
  - no alcohol, other beverages provided by the co-op
  - Ask Ellie to make a soup to supplement the pot luck.

**Electronic voting:** Josh O. created a mock up for online voting which was well received. We can set up a system for verifying owner numbers and may be able to set up a way to include owner number in the email. If we set this up for this year, we would also send paper ballots.

We may need a bylaws change to allow for electronic voting. Our bylaws address “...voting by mail, as permitted by NC law.” Bob will check on NC law as it relates to electronic voting. We could vote at the upcoming Owners' Meeting on a bylaw change to allow electronic voting.

Josh O. will buy a domain name so it can be specific to this year's election.

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

**GM Report:** Bobby has been invited to visit Cuba with the National Cooperative Business Association.

**Monitoring Report:** 2.4 Planning and Budgeting – reasonable and acceptable.

**Development Committee:** The co-op has purchased the property at 76 Biltmore Ave.

The charter for this committee was approved. See attached.

**Facilitated Conflict Transformation:** Daav gave a recap of talks/workshops/sessions related to the Board's study theme for this quarter. Some insights that might be practical for our use – bring people together and make sure all are heard; make good agreements in order to avoid conflict in the first place.

**Agenda items not covered or unfinished:**

- Finalize wording for Owners' Council charter

**Next Meeting will be May 19, 2016 at 5:30 pm.**

Jean Karpen, Board Assistant