

## MINUTES

FBFC Board of Directors Meeting 6-15-17

Meeting started at 5:35 pm and ended at 8:12 pm.

**Board members present:** Danielle Goldstein (President), Bob LeRoy (Treasurer), Alanna Hibbard, Pauline Heyne, Kelly Fain, Josh O'Conner, Paul Gallimore, Stephanie Swepson-Twitty (via phone)

**Board members absent:** Josh Littlejohn (Vice President), Jennifer Heeder (Secretary), Daav Wheeler

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

### Meeting Summary:

- Annual meeting review
- Committees – decision to streamline to 3 committees (Executive, Development, and Annual Meeting) for a 3-month trial period
- Ballot/voting/referendum – wording for ballot finalized
- Brainstorm marketing/advertising ideas

### Calendar Dates:

- June 22 – “Double Up Food Bucks” program begins (for SNAP customers buying local produce)
- Aug. 12 – Truckload sale
- Aug. 24 – CAD (Community Appreciation Day)
- Fourth Thursday of each month, 6 pm, new owner & worker-owner orientation

**Approve agenda:** There were no changes to the agenda. Three items were not addressed.

**Approve minutes of 5-18-17** were approved as presented.

**Owner Comments:** none

**Outreach:** Do we want to have an ice cream social this year? Consider doing this in conjunction with the truckload sale or the day after, since we will still have the tent. Clare will consider & let us know.

Need to set dates for Board election and referendum – begin & end dates for voting.

### Annual Owners' Meeting review:

Positive comments:

- Loved the new time – 10:30 am on Saturday, people fresh in the morning
- Great location – Orange Peel
- Food great – Thanks to coop employee, Suzan
- Agenda (time allotments) was more realistic than it has been in the past.
- Quorum achieved, owners engaged, good discussions
- Liked slide show playing in the background to highlight some things we've done.
- We received good criticism, not hostile.
- Liked that each Board member spoke during the introduction.

Suggestions for improvement:

- Need a better system for check-in/registration. Multiple owner lists, alphabetized by last name rather than first.

- Provide nametags for everyone.
- Schedule more time for owner comments & questions on each agenda topic.
- Work to increase attendance, particularly young people.
- Plan agenda well beforehand.
- Break-out sessions could be better planned.
- Responsibility must be shared among all Board members.
- Post agenda publicly (website, in store) prior to the meeting.
- Could have done a better job promoting the event – ad in Mtn. Express, more signage in store.
- Logistics are the responsibility of the staff, agenda is the responsibility of the Board. May need an annual meeting committee to really flesh out what is needed for the meeting.
- Provide hand-held microphones so each speaker can be heard.
- Suggestion to highlight the work staff does – promote the coop & outreach work done by Clare. Let owners see progress being made and know what it takes to run the store. Consider annual publication to highlight the above as well as our charitable contributions through the year.
- In the past, we had decided to start the Annual Meeting process in January by setting the date – need to return to that.
- Childcare – in future, state, “childcare available with pre-registration.”
- Think about how to attract owners who want to be involved and how to attract people who want to be on the Board. How do we engage the community?

### **Committee Health Discussion**

- Request to reduce the number of emails – please be more conscious about what you are sending out & think about whether everyone needs to be included in an email.
- Regarding emails – Make the subject line very clear; Board members choose which emails to read.
- Jade Barker (consultant) recommends two standing committees (Nominations & Elections and Executive) and two ad hoc committees (Bylaws and Annual Meeting). All committees bring work back to the Board for approval. Other work (especially finance) should be the work of the entire Board.
- If we are spread too thin, the Board doesn't have to be as accountable.
- Motion to have a 3-month period in which we eliminate all committees functioning as a separate arm & roll them into the main Board meeting. Exception – Development committee. Motion seconded.
- Capital campaign could be part of the Development committee; Elections & Nominations could be part of the Annual Meeting committee.
- Motion amended to have 3 committees – Executive, Development, and Annual Meeting – for a 3-month trial period. Motion was approved. Review decision in October. Review finances each quarter.
- Concern about Finance committee – Bob LeRoy (our financial guru) will not always be on the Board; we all need to understand finances. May need an educational component to achieve this. Hold mini-sessions (15-minutes) to teach Board members about finances, how to read balance sheets, etc. (Bob L. has done this with another group.) Leave enough time in each quarterly agenda to go over finances.

### **Ballot/voting:**

- There are no concerns of conflict of interest with Adam Bowers running for a Board position.
- There will be 2 candidates on the ballot – Adam Bowers and Josh Littlejohn.
- Request to set clear action steps tonight:
  - Decide exactly what will be on the ballot, publicize, sample ballot for website, etc.

- Be careful about putting personal information on the website about candidates.
- Determine what happens after this election – process & timeline for Board appointment.
- Need to clarify and publicize date requirements such as “Board applicant must be a member in good standing as of *(date)*.”
- Suggestion to email owners before ballots are sent out to allow them to opt out of paper balloting.
- Referendum on change to Articles of Incorporation: After a lengthy discussion, Board agreed to edit the language of the referendum to reflect feedback & concerns expressed by owners at the Annual Owners’ Meeting. Ballot will include an introductory statement about changes in the language of the referendum along with a statement of support from the Board.
- Motion to approve changes to referendum was made and seconded. Motion approved. Wording to appear on the ballot is:
  - *In response to owner comments and questions at the 2017 Annual Meeting, the Board of Directors modified the language presented to the ownership. The added language clarifies the type of “non-person” entities that could potentially invest in the Co-op and restricts non-member investments to co-operatives, nonprofit entities, and “B” corporations.*
  - Referendum Question: A proposal to amend the existing Articles of Incorporation of French Broad Trading Cooperative by inserting the following additional language as new Article VII(b). A 2/3rds vote in favor of the Articles of Incorporation amendment, out of all those voting, is required for its approval.
  - **VII(b). The Board of Directors of this Cooperative may by resolution establish and issue to any person (whether member, nonmember patron, or other person), cooperative or nonprofit entity, or “B” corporation, up to one hundred thousand (100,000) shares of nonvoting capital stock in one or more than one class or series. “Person” shall also include any investment entity owned or substantially controlled by a member. The Board of Directors may set forth the designation of classes or series of such nonvoting shares, and may fix the price per share, relative rights, preferences, privileges and limitations of each class or series of nonvoting shares. Dividends may be paid on a class or series of nonvoting shares of this Cooperative on terms as determined by the Board of Directors at the time the class or series is established by the Board of Directors. Dividends may be cumulative or non-cumulative. Nonvoting capital stock established pursuant to this Article VII shall not entitle the holder to any voting rights. This provision shall be added to the Cooperative’s bylaws and any provision inconsistent herewith shall be deleted, or else if necessary the word "common" shall be added to describe shares or stock mentioned therein.**
- All of us need to be ready to explain this referendum item and answer any questions.
- Suggestion to consider offering a coupon for everyone who votes.
- Include on the ballot something like, “for answers to questions, email: [info@FrenchBroadFood.coop](mailto:info@FrenchBroadFood.coop) “
- Jean will prepare the ballot; Josh O will help.
- Josh O. will set up a sub-domain for electronic voting.
- Bobby will set dates for mailing ballots, voting begin & end, ballots due, etc.

#### **Brainstorming marketing/advertising ideas:**

- BPR – Blue Ridge Public Radio – impact statements about “your local dollars....” This market consists of people who care about the community.
- Targeted advertising – talk about what we do & why.
- Continue with social media we are currently using.

- Personal stories can be effective.
- Increase signage in the store.
- Make the coop a community hub – make it about people – weekly feature about a staff member, shopper, or Board member, etc. Get staff involved so they are welcoming, connecting with shoppers.
- Short videos, humorous narrative
- Connect with community institutions within walking distance of here.
- Beautiful collages of photos of people, food, real goings-on, etc.
- Meet & greet for staff, make shoppers feel welcome – human connection.
- Look at ways to partner with other cooperatives (such as Firestorm and Credit Unions) for cross-promotion.
- Look to community. For example, reach out to nutritionists – we could refer our customers to them.
- Outreach to senior centers
- Coop flash mob – greet people afterward.
- Partnerships with local chefs – cook a meal with coop ingredients, publicize through a news outlet.

**Agenda items not covered or unfinished:**

- Board calendar revamp
- Board-staff-management relations

**Additional items for next month's agenda:** Consider ice cream social.

**Next meeting will be July 20, 2017 at 5:30 pm.**

Jean Karpen, Board Assistant