

MINUTES

FBFC Board of Directors Meeting 10-15-2020 This meeting was held online during the Covid-19 pandemic.

Meeting started at 5:39 pm and ended at 7:35 pm.

Board members present: Pauline Heyne (President), Adam Bowers (Treasurer), Paul Schulman (Secretary), Jennifer Heeder, Josh Littlejohn, Josh O’Conner (Peyton), Christa Hamilton

Board members absent: Danielle Goldstein (RaMa)

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

Meeting Summary:

- Monitoring Report B9 reviewed and approved
- Annual Meeting agenda finalized
- Discussion – Defining Ownership
- Executive Session

Calendar Dates:

- October 28 – 6 pm – Virtual Annual Meeting

Approve agenda: Approved as presented

Approve minutes of 9-17-2020 approved as presented.

GM Report and Monitoring Report: B9 GM Succession was approved.

Rather than our usual discount on the Tuesday before Thanksgiving, we will give all owners a one-time 10% off to use any time in November. Working on attaching it to membership so it can be used for online purchases.

Question about extending store hours – Bobby will work on adjusting the staffing schedule to extend hours. Would require adding shifts. There are complexities with front end & door person which would need to be worked out.

Annual Meeting:

- Slide show will run as people join the meeting.
- Adam will act as emcee.
- Proposed bylaws changes to remove gender-specific language
 - Josh L will present proposed changes.
 - Jean will identify needed changes and send to all.
 - Paul will prepare an informational screen shot for Josh’s presentation.
- Brief expansion update. Bobby suggests we hold a separate meeting with more in-depth expansion information to better handle expected questions.
- Jennifer will monitor the chat box for owner comments/questions.
- Adam will contact Board candidates regarding the meeting and their role in it. Candidates are Terra Marshall, Andrea McClure Burkins, Scott Campbell, and Adam Bowers. (Note: Two additional candidates were added after this meeting, Susan Levy and Kylie Hulver.)
- Voting will be online. Owners who do not have internet access may call in their votes.
- Bobby will check with legal counsel to see if we can elect Board members and possibly approve bylaws changes with a motion at the meeting.

- Clare and Christa will prepare a video presentation honoring and recognizing staff.
- Peyton will handle farewell to Josh Littlejohn.
- Peyton will set up online ballot, should it be needed. Voting will start within one week of the meeting and will be open for 2 weeks.

Defining Ownership:

- Need to get legal advice about redefining shares (to preferred shares).
- Bobby feels this decision does not need to be rushed – it's a big decision
- Board needs to hear dissenting views
 - Clare will poll staff for input and present to the Board at the November Board meeting.
- Need to clarify exactly who the ownership includes – Is it individual? Household? What is a household?
- Could be important to have owners vote on any changes.
- Consider PR if we make changes in the midst of the expansion project and then decide to have a capital campaign next year.
- Keep discussing this issue, look at options, come up with something new to present to owners.
- Clare will get information about the number of active lifetime owners, etc.

Executive Session

Additional items for next month's agenda:

- Staff input regarding defining ownership

Next meeting will be November 19, 2020 at 5:30 pm.

Jean Karpen, Board Assistant