

DRAFT MINUTES

FBFC Board of Directors Meeting 5-19-16

Meeting started at 5:32 pm and ended at 7:57 pm.

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

Board members absent: Bob LeRoy (Treasurer), Pauline Heyne

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

Meeting Summary:

- Final plans for Annual Owners' Meeting
- Board will complete a survey on Board health
- Wording approved for bylaw addition on electronic communication
- Monitoring Reports 2.1, 2.2, and 2.3 reviewed
- Community Resilience Challenge discussion
- Discussion of bylaw amendment to allow preferred shares
- New Policy Manual approved

Calendar Dates:

- 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: Agenda was approved with several shifts in time.

Approve minutes: Minutes of 4-21-16 were approved as presented.

Owner Comments: Rusty Sivils (see attached) - Rusty read a prepared statement and expressed concern about a petition from the 2007 annual meeting. Part of the petition requires publishing the salaries of the highest and lowest paid co-op employees. Can the Board ignore decisions of the members?

Response - The Board is governed and guided by bylaws and policies. We have to protect the overall organization of the coop and cannot jeopardize the financial situation. We have a policy on staff treatment as well as union rules to consider. To comply with this, we may have to look at changing bylaws or policies.

Justina – request for Rusty. I ask you to examine & tell us what are your positive views of the coop. I wonder why you continue to come to Board meetings with negative comments. Is there anything of value to you in being a co-op owner?

Annual Meeting – Will be held at 76 Biltmore. The co-op will provide two soups for the pot luck. For the break-out sessions, each of 7 tables will be set up for written input on one of the 7 cooperative principles. Written input will center on “How are we doing well to uphold this principle?” and “What can we do better?”

Justina will facilitate. Agenda will include welcome, owner comments, approve 2015 minutes, reports (GM, Board President, Outreach Coordinator, Development committee chair for expansion update), break-out sessions, bylaws amendments discussion and vote, introduction of Board candidates, final owner comment.

Board Health – It was agreed that Board members will complete an online survey from CDS (Cooperative Development Services) on the 4 Pillars of Cooperative Governance. Danielle will contact CDS for set up and will send a link to the Board. CDS will analyze and report results which will be discussed at a future meeting.

Bylaw amendment on Electronic Communication (including voting)– Wording (below) for the proposed addition to the bylaws was approved, pending review by, and feedback from, attorney Bob Deutsch. It will be presented to owners for approval at the 2016 Annual Owners' Meeting.

"In accordance with North Carolina General Statutes Chapter 55, G.S. 55-1-50, and other applicable provisions of NC law, the Co-op may conduct any communications transaction by electronic means when deemed feasible and in the best interests of the Co-op. In situations for which these bylaws specify that communications, such as voting or giving required notice, shall be conducted "by mail," the BOD may implement electronic methods that will accomplish said communications as successfully as may be expected through use of non-electronic mail procedures. Non-electronic options for voting and giving required notice shall be provided in all circumstances in which electronic methods are provided."

GM Report:

- It was suggested that we review the audit report at the June Board meeting to see if there is a need for follow-up (via phone or Skype).
- There was a brief discussion of the coop tailgate market. We do not make decisions; they have control.

Monitoring Reports: All submitted reports were found to be reasonable and acceptable.

- 2.1 Treatment of Consumers
- 2.2 Treatment of Staff
- 2.3 Financial Condition and Activities

Community Resilience Challenge – (Information at <http://ashevillage.org/community-resilience-challenge/>)

The Board discussed ways to participate in this challenge. Bobby will work with staff to come up with actions the coop can take to participate. Suggestion – we could offer to host their closing party.

Bylaw amendment to allow preferred shares – Bobby will draft wording for a bylaw amendment to allow preferred shares and will send to Board members by May 26 in preparation for discussion at annual meeting.

Policy Manual – Our new Policy Manual is now complete and has been approved. It will take effect immediately. We began with a template supplied by CDS and made revisions to suit FBFC. Jean will update the Board master calendar with needed changes. Bobby will review the Executive Limitations and propose a schedule for reporting. For the June Board meeting, Bobby will report on what he feels is appropriate.

Agenda items not covered or unfinished: none

Additional items for next month's agenda: Review audit report

Next Meeting will be June 16, 2016 at 5:30 pm.

Jean Karpen, Board Assistant