

## MINUTES

FBFC Board of Directors Meeting 6-16-16

Meeting started at 5:32 pm and ended at 8:14 pm.

**Board members present:** 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:** Justina Prenatt (President)

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

### Meeting Summary:

- Annual owners' meeting recap
- Audit report for 2015 approved
- Capital campaign committee report – plan overview
- Development committee report
- Discussion of electronic communications, etc.
- Review results of Board Health survey

### Calendar Dates:

- July 14 – Development Committee meeting, 5:30 pm at 76 Biltmore
- July 24 – Ice Cream Social, 2:00 pm at 76 Biltmore

**Approve agenda:** Several changes: shorten break to 10 minutes, extend to 8:05, Board health survey at end, Owner investment options/capital campaign before break, Daav will propose an outline for capital campaign action plan. Extra 10 minutes for Owner investment, etc.

**Minutes of 5-19-16** approved as presented.

**Owner Comments:** none

### Annual Meeting recap:

- Will we look at feedback on 7 cooperative principles? Yes, put on agenda for July.
- We should automatically plan for child care & advertise that it will be available.
  - Must be careful – liability issues; should have CPR certified sitter; need more than one person.
- Board applications:
  - Need to have applications due sooner so there is time for Board review well beforehand.
  - Include date the applicant joined the coop; include on the ballot as well.
  - Amend bylaws so that a person who is not up-to-date with membership cannot apply.
  - Highlight to the community the kind of training we have available through CBLD, and the energy & effort that goes into being a Board member.
- Need up-to-date owner count ready for the meeting.
- According to consultant Jade Barker, lots of coops do provide food & sometimes entertainment. We need to find a way to splurge, wine-and-dine owners to get greater attendance.
- Several Board members expressed feeling conflicted about using food to increase attendance.
  - Are we attracting the best decision-makers with the offer of food?

- Not a good use of resources.
- If pot luck, be aware of folks who may not have means to cook.
- Did not have quorum this time; have to do everything we can to attract owners; make sure there are no deterrents; make it a party atmosphere.
- Ownership has been overdone with meetings. Some new owners ask, “Do I have to attend meetings?”
- Board needs to participate more in planning.
- Consider a different day or time – a Saturday morning breakfast meeting, or coffee, tea, & snacks.
- Cashiers are an asset to the Board - see owners daily & can interact & encourage attendance if they know meeting schedules and what's on the agenda.
- Thanks to Dee Dee for looking at BoD applications on the web & pointing out problems.

**Audit report:**

- NCG now requires at least an annual review. Wegner CPAs has completed the audit of the Co-op's 2015 financials. Internal management recommendations by the auditors were received and accepted.
- Board members participated in a conference call with Wegner representatives during the meeting. Most recommendations from the 2012 audit have been addressed. Board members agreed that for future reports, we will have auditors send results directly to the Board President and Treasurer as well as management. Auditors will make recommendations to management; Finance committee will follow up with GM and report to the Board. Suggestion that GM credit card bills be part of the quarterly review.
- Resolution to accept the report on the 2015 audit done by Wegner CPAs was approved.

**Capital Campaign Committee:** Keep in mind, this campaign will be a massive endeavor.

- Need to decide how much money we need to raise; get owner investment options in place; decide how to communicate the campaign.
- Consider hiring a campaign coordinator.
- Board's role is building relationship with owners.
- Consider all Board members to be on this committee.
- Pauline will forward to Board members the document from CDS on planning a capital campaign. Please read this document before the next meeting.
- Daav will send out recommended readings.
- Daav presented an outline/overview of an action plan for the campaign.
  - “Telling our Truth”
  - website for updates consider interactive)
  - videos, blogs, social media presence
  - have regular & frequent events, focus groups, owners' council
- Define roles early on.
- Need to clean up our database before we start.
- Need to have a conversation about our cost tolerances – transaction fees on credit cards, cost of professional manager, etc.
- Phase II would address questions about major donors.

**Development Committee (DC):** At the July 14<sup>th</sup> meeting, we will look at 4 proposals. All Board members and any other DC members will be asked to sign a non-disclosure agreement (NDA). Attorney Bob Deutsch will attend a Board meeting, after the election when the full Board is seated, to discuss how to be a Board member at times like this.

**Electronic options for Board applications, communication, scheduling, access to agenda & minutes:**

Josh O. will work on getting the Board application online so it can be completed & submitted electronically. Suggestion to switch to a Google calendar. Would allow Board members to add their meetings, reducing the need to transfer information from one place to another. Josh will contact Justina to work on this. Suggestion to use Google drive for all documents. Josh will work with Jean to set that up.

Bobby will create a coop email address for each Board member.

**Board Health:** Board members recently completed a survey (from CDS) on Board Health. Results were sent to board members. Discussion led to a decision to adjust our Board documents schedule.

- Agenda reminder will be sent two weeks prior to the meeting
- Agenda suggestions to Justina (or whoever is creating the agenda) by the following Monday.
- Draft agenda will be included with meeting documents one week before Board meeting.

**Additional items for next month's agenda:**

- Review feedback on 7 cooperative principles
- 30 minutes for Capital Campaign Committee

**Next Meeting will be July 21, 2016 at 5:30 pm.**

Jean Karpen, Board Assistant