

MINUTES

FBFC Board of Directors Meeting 8-18-16

Meeting started at 5:31 pm and ended at 8:15 pm.

Board members present: Danielle Goldstein (Vice President), Bob LeRoy (Treasurer), Alanna Hibbard, Pauline Heyne, Kelly Fain, Josh Littlejohn, Daav Wheeler, Josh O’Conner, Paul Galimore

Board members absent: Jennifer Heeder (Secretary)

Others present: Bobby Sullivan, General Manager (GM); Clare Schwartz, Outreach Coordinator; Sage Turner, Finance Manager; Jean Karpen, Board assistant; Owners DeeDee Hyde (employee), attorney Bob Deutsch

Meeting Summary:

- Development Committee report
- Presentation by Bob Deutsch – Duties & Responsibilities of Board of Directors
- GM report & Monitoring Report – B1 Financial Condition
- Discussion of Board development, recruitment, and nomination process
- Capital Campaign
- Review of annual meeting – 7 cooperative principles

Calendar Dates:

- August 25 – Customer Appreciation Day (CAD) – 10% off everything
- September 9 & 10 – Organic growers Harvest Festival
- September 9 & 10 – Goombay Festival
- October 14 – 16 – Southeastern Women’s Conference (we provide food)
- October 20 – 23 – LEAF
- November 22 - CAD

Approve agenda: Approved as presented.

Approve minutes of 7-21-16 approved as presented. Minutes of 6-16-16 were also approved as presented.

Owner Comments:

- DeeDee – I would like more information about Field Day products – sourcing, etc. Who owns the company? Response – It may not be public knowledge. Clare will investigate.
- Clare – I had a call from an owner who has stocks to cash out and wants to immediately put them into the Coop Capital Campaign
- Danielle – I received an email from Walter Thane regarding the definition and labeling of “local” products in the store. Bobby – We could do a better job of defining “local” in the store. Sage – We define local as within 150 miles and regional within 300 miles. Suggestion to educate customers more about local & regional.

Development Committee: Some committee members met via phone with representatives of the LBC Company (Living Building Challenge). Bob reported it was a skillful sales pitch to have them design our expansion project. Some concepts they presented are useful to us – ideas for use of daylight, cross ventilation. They did not directly answer questions about costs.

The committee will meet next week to discuss next steps.

Bob Deutsch: Presentation on Duties & Responsibilities of Board of Directors – In making decisions, the Board should decide beforehand if the decision is to be confidential. Always ask, “Is this what’s best for the co-op?” DeeDee asked that when staff are involved in Board meetings, make sure confidentiality is maintained.

Monitoring Report: B1 Financial Condition was reviewed and found to be reasonable and acceptable.

Finance Committee met last week to look at quarterly reports. We are more profitable than most coops nationally.

Board Development, recruitment, and nomination process:

- Consultant Jade Barker suggests we create a space for this topic every month.
- We need to establish a nomination committee.
- Orientation – suggestion to have an orientation for all directors during the meeting after election of new directors. This would serve as a refresher for all. All agreed; Danielle will plan for orientation at the September meeting. Additional comments:
 - Bob sent an email last week (originally sent in 2013) suggesting an annual orientation to address these topics: policy governance & the best practices of how board & GM work together; when "one voice" concepts do or do not apply; confidentiality protocols; and how board members should or should not interact with employees other than the GM.
 - Since monitoring reports are so important, Daav suggests “Reading Monitoring Reports - 101.”
 - Pauline suggests a mentor for new directors – someone to check in with during the first year.
 - Josh O suggests to consider opening up this orientation to all owners as a preview for what is involved for Board applicants.
 - Paul stated we should be mindful of confidentiality issues if non-Board members are involved.
- Board leadership – discussion of having the executive committee meet regularly, possibly include dinner afterward for team building. Comments:
 - Would allow for more input in crafting the agenda.
 - Agenda becomes more collaborative; more than one person is involved in leadership.
 - Need social time for the whole Board, not just exec committee.
 - GM would like to participate – would also like Board to participate more in creating the Board budget.
 - Suggest quarterly meetings – meeting every month would double the burden for those 4 people.
 - Need balance between not overextending and having more participation.
 - Agreed to leave it up to the next executive committee to make the final decision about meeting.
 - We have had “president-focused” leadership. Need to look at what other officers do (ex. Secretary could work on completing Policy Manual; could also keep Google drive & calendar updated.) GM contract should be written by more than one person.
 - Josh L, Bob, Kelly, and Danielle expressed interest in leadership roles. Election of officers will be next month.
 - Suggestion to keep track of who has done what trainings. Some courses should be required.
 - Danielle will discuss with Jade a process for elections.

Miscellaneous:

- Board retreat will be scheduled for a weekend in December. Josh O. will create a Doodle poll to determine the date.

- Election process - Bob suggested we designate a month to reform our election process. We will do this in October. We will also create an election committee.
- GM contract – There are 3 documents on Google drive regarding GM contract. Please read.
- Debriefing meeting with Justina for closure. No decision at this time.
- Issue of email addresses for Board members – Josh O will research options & pricing. Bobby will set up a coop email address for executive committee members and will contact Jade to find out how other coops handle this issue.

Capital Campaign:

- Pauline reminded Board members to fill out the survey of Board participation. We need to know who the teams are and have teams in place & ready to work. Also, please look at and give input on FAQ document. If you haven't already done so, please read capital campaign workbook.
- Bob L. prepared bylaws and articles of incorporation language which would allow us to offer the possibility of alternative shares-type investments as well as owner loans. We need to have Bob Deutsch review investment options. An in-person meeting with Bob D. is next step.
- Reminder of timeline – Fall – have documents on investment options finalized; Winter – soft start to campaign; Spring – full launch. Timeline may be redefined after we choose a developer.
- Updating the database will be tied to marketing.

Annual meeting review – feedback from owners on 7 cooperative principles. Kelly briefly recapped feedback on areas of strength and areas where we need improvement.

Next meeting will be September 15, 2016 at 5:30 pm.

Jean Karpen, Board Assistant