

## MINUTES

FBFC Board of Directors Meeting 2-16-17

Meeting started at 5:33 pm and ended at 8:08 pm.

**Board members present:** Danielle Goldstein (President), Josh Littlejohn (Vice President), Bob LeRoy (Treasurer), Jennifer Heeder (Secretary), Alanna Hibbard, Daav Wheeler, Josh O'Conner, Paul Gallimore

**Board members absent:** Pauline Heyne, Kelly Fain, Stephanie Swepson-Twitty

**Others present:** Bobby Sullivan, General Manager (GM); Clare Schwartz, Outreach Coordinator; Jean Karpen, Board assistant; Owners – John Coonan, Pat Battle, Bette Jackson, Rusty Sivils, Andrew Brown

### Meeting Summary:

- Owner comments regarding all-organic produce
- Discussion – board alignment
- Discussion – engaging our community in 2017
- Discussion – Board engaging with staff – begin plans for some events
- Monitoring report - B1 Ends Policy reviewed
- Discussion – committee charters, Nominations & Elections charter approved.

### Calendar Dates:

- March 18, 2017 – Coop Café in Raleigh
- May 4, 2017 – owners join or renew by this date to be eligible to vote in 2017 Board elections.
- June 3, 2017 – Annual Owners' Meeting – at The Orange Peel – bagels & coffee at 10:00, business meeting 10:30 to 12:00.

**Approve agenda:** Agenda was approved as presented.

**Approve minutes of 1-19-17** approved as presented.

### Owner Comments:

- Andrew – is concerned that we may decide to offer non-organic produce in the future. He feels (and states that many shoppers agree) it would be a mistake to move away from all-organic produce. It is something we can be proud of. For our new venture to succeed (expansion), it will be key to maintain our core group of customers – address the needs of our core group. We have to stand out; we can do that by not selling toxic food. Suggestion to open a second, smaller store that would focus on more affordable items.
- Pat – Agree with Andrew – it would be a mistake to move away from all-organic produce, though I respect the desire to keep food affordable. Suggestion to buy from larger groups to get lower prices. Suggestion to look at online receipts. If conventional, I would like to know how close to organic. Work for affordable solutions.
- John – Agree, keep produce all-organic. We have always cared more; we have stronger values than other stores. We strengthen the organic movement by having all organic produce.
- Bobby – This issues has not been decided yet, so your comments are very important. A previous customer survey indicated a 50-50 split between preference for organic vs. conventional produce. Another factor to consider is the huge carbon footprint for organic food from far away. Even though some conventional foods are not as toxic to humans (ex. Bananas, avocados), the earth suffers. We are

looking for a carefully curated mix of products. Coop movement is getting away from being food police – it's about what the demand is in your market.

- Rusty submitted a written statement. See attached

### **Maintaining Board Alignment:**

- Need to set a protocol for inviting someone to speak at a Board meeting. Suggestions:
  - A Board member should contact the executive committee with suggestions prior to contacting the individual who may want to be on the agenda so discussion can occur before any expectations are created.
  - Contact exec committee well in advance, preferably before agenda notice goes out (2 weeks before meeting).
- Daav brought forth the concept of “one heart” principle as a replacement for “one voice.” Components include transparency, everyone has a piece of the truth, decisions for greatest good, respect & appreciation for the group mind, and the concept that we are stronger, happier, and smarter together.  
Comments:
  - We are working well as a Board; we have good feedback from consultant Jade Barker.
  - One voice is about us, as a Board, not speaking without group agreement. It is still ok to express personal opinions identified as such.
  - Because we are functioning as an entity, we have to make decisions and move forward.
  - Feel we work hard to create transparency and do make decisions for the greatest good.

**Engaging our Community in 2017** – Several ideas have been suggested – GMO event, phone banking, partnership with Firestorm, gala event for capital campaign kick-off.

- Contacting all owners to update the database is a high priority, a huge job. Needs to happen sooner rather than later. Need some Board involvement in this, but Board alone cannot do it. Consider having worker owners involved. Reminder of document Pauline created in which all can volunteer for tasks.
- Other suggestions:
  - Use email as a first screening for gathering information. Those who do not respond to email could then be called.
  - Call everyone who, at some point, bought a \$25 ownership.
  - Farm-to-table event, farm tour
  - Benefit supper (similar the Manna FoodBank event). Paul will research possibilities
  - Dance event or food & dance
  - After Labor Day
  - Check that we don't overlap with other established community events.

**Engaging with staff:** Discussion of how the Board can engage more with staff. Suggestion:

- Relationship between staff & Board does need to be enhanced.
- Board study topic - learn more about unions, the history of our union, & why our workers chose the Teamsters at the time. (Take care to just listen – Board can't be seen as subverting the union.)
- Create a survey from Board to staff with focus on the expansion. What are their hopes & dreams for the expansion. Board should take direction from the staff.
- Need questions for a survey, questions that would help the Board lead better.

- Do a listening project – open-ended questions, get people talking & listen to them. If the Board creates such an event, would it be coop paid time? Yes. Minimize the number of sessions to minimize interruptions to work. Bobby, identify 3 peak times for such an event.
- Could set it up like we did the Board candidate interviews - small groups meeting with an individual.
- Create an event where we can interact and get to know staff better.
- Consider asking Joy (shop steward) to give a presentation on unions at a future Board meeting.
- Discuss this idea further via email. Daav will initiate an email to follow up.

**GM report** – Bobby reviewed information about leadership from the recent NCG (National Cooperative Grocers) meeting.

**Monitoring Report:** B1 Ends Policy was reviewed and deemed reasonable and acceptable. Bobby will prepare a visual table of financials for the March Board meeting.

### **Committee Charters**

- Use Development Committee charter as a template; include these four components:
  - Overall Roles & Responsibilities
  - Duties
  - Meetings
  - Membership
- Charter for Nominations and Elections committee was approved. Charter for Development Committee was previously approved. Wording for both charters may be found at the end of these minutes.
- Suggestions were made regarding the Campaign Committee Charter. Jennifer will communicate those suggestions to Pauline so the committee can rework the charter.

**Next Meeting will be March 16, 2017 at 5:30 pm.**

Jean Karpen, Board Assistant

# FBFC Development Committee Charter

## Overall Roles and Responsibilities

The Development Committee exists as an ad hoc advisory committee of FBFC Board of Directors to provide technical assistance and recommendations for FBFC development projects.

## Duties

The specific responsibilities of the Development Committee include:

- Technical advice and assistance to management in
  - Evaluation of development time lines, schedules, and reports
  - Assisting management with proposal and contract review
  - Providing technical advice and expertise when necessary
- Reviewing, summarizing and recommending positions to the BOD
  - Technical review of proposals, architectural plans and other relevant material
  - Provide summary recommendations to the BOD for vote or decision as necessary
- Provide oversight for the Owners Council
  - Schedule quarterly Owner's Council meetings or as necessary during periods of development and develop agenda for meeting.
  - Ensure that recommendations of the Owner's Council are clearly communicated to management, BOD.

## Meetings

The Development Committee meets at least four times a year or when necessary at the call of the committee chair or recommendation of management or the BOD. Meeting dates and times will be specified at least a week in advance. All meetings will be 1 hour in length unless otherwise specified in the meeting agenda. A note keeper will be assigned at each meeting and the DC chair shall facilitate.

## Membership

The DC will include interested board members of the FBFC and supporting staff including but not limited to the General Manager, the Finance Manager, the Community Outreach Manager, and Project Manager. A representative of the ownership outside of the BOD may also be included and when needed, individuals with specific expertise may be invited to assist the DC in their responsibilities.

# Elections and Nominations Committee Charter

## Overall Roles and Responsibilities

The Elections and Nominating Committee works to provide oversight, transparency, clarity, and integrity relevant to the elections of French Broad Food Co-op Board of Directors. The Committee is charged with ensuring that the elections process is followed as delineated within the by-laws and working to streamline the process to maximize the Co-op's efficacy in creating democratic governance.

The Committee shall also function as the Nominating Committee and shall present to the French Broad Food Co-op Board of Directors and the Membership a slate of officers for each election that have been vetted for compliance with the requirements of the by-laws.

The Committee strengthens the Board of Directors and the democratic governance of the Co-op through coordination of election related processes, verification and assessment of candidates for the Board of Directors, analysis of Board of Directors composition and coordinated recruiting efforts for new applicants, and educational efforts designed to bolster candidate recruiting and candidate preparation for service on the Board of Directors.

The Committee will communicate with the Board of Directors regarding the relative strengths and weaknesses related to the existing Board of Directors demographics. The Nominating Committee will report to the Membership regarding current applicants and any outstanding issues.

## Duties

- Oversee Election Process through publishing an annual elections timeline and providing the Board of Directors with reports regarding adherence to the timeline.
- Review applications for the Board of Directors for conformance to by-laws and any conflicts of interest. Provide the Board of Directors with a report of their findings.
- Provide oversight of the integrity of the elections process by reviewing all elements of the election process and providing reports of any discrepancies or deviations from the by-laws to the Board of Directors.
- Provide recommendations to the Board of Directors regarding necessary changes to elections policy or changes to the by-laws necessary to promote the efficacy of the elections process and the integrity of the Co-op's democratic governance.
- Develop a short-term training process that would orient interested members to the Board of Directors prior to the application due date.
- Develop a long-term training process that builds community strength by preparing a diverse field of individuals prepared for service on the Board of Directors with a specific emphasis on increasing representation on the Board of Directors from underrepresented segments of the Co-op membership and the community at large.
- Provide insight regarding the composition of the Board of Directors including representational diversity and the range of available and necessary skill sets.
- Recruit applicants that would contribute to representational diversity and the range of available and necessary skill sets.

## Meetings

Meetings will take place on a regular basis but may be either in-person or electronic. The committee will meet often enough to accomplish the tasks within its purview. The committee will work on a year-round basis to prevent bottlenecks of work and/or information in the months prior to the annual meeting.

## Membership

Membership shall be comprised of both Board of Directors members and the general co-op membership. Any member of the Board of Directors is eligible to serve on the Elections and Nominating Committee; however, the following guidelines shall apply:

- No candidate for election to the board, whether an incumbent or non-incumbent, shall be permitted, with regard to the election in which competing, to do any of the following, which would be regarded as a conflict of interest:
  - Participate in the determination of eligibility and suitability of any candidates, including themselves.
  - Receive or have custody of any application materials or statements from any candidates.
  - Post or transmit any application materials or statements from any candidates.
  - Edit, shorten or alter in any way any application materials or statements from any candidates.
  - Receive, have custody of, or participate in the counting of, any ballots
  - Communicate the results of the election to the board, the management or the owners of the co-op.