

MINUTES

FBFC Board of Directors Meeting 4-20-17

Meeting started at 5:30 pm and ended at 8:38 pm.

Board members present: Danielle Goldstein (President), Josh Littlejohn (Vice President), Bob LeRoy (Treasurer), Jennifer Heeder (Secretary), Alanna Hibbard, Pauline Heyne, Kelly Fain, Daav Wheeler, Josh O’Conner, Paul Gallimore, Stephanie Swepson-Twitty

Board members absent: none

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

Meeting Summary:

- Owner comments on organic vs conventional produce
- Presentation about our Union – Joy Alfred
- Discussion of our consulting contract with CDS (Cooperative Development Services)
- Proposal on scheduling committee meetings
- Capital Campaign Committee discussion
- Monitoring Report B2 Planning and Budgeting reviewed
- Discussion of proposed changes to Bylaws and Articles of Incorporation to allow for preferred shares
- Electronic voting to be available for upcoming election
- Executive Session

Calendar Dates:

- May 4, 2017 – owners join or renew by this date to be eligible to vote in 2017 Board elections.
- May 12 – 14 – LEAF
- May 23 – CAD (Customer Appreciation Day)
- June 3, 2017 – Annual Owners’ Meeting – at The Orange Peel –10:00 – 10:30 light breakfast, 10:30 - 12:00 business meeting, 12:00 - 1:00 - informal talk, questions, etc. Board members arrive at 9:15 am for set up.

Approve agenda: Approved as presented.

Approve minutes of 3-16-17 were approved with the addition of owner Casey Epstein in attendance.

Owner Comments:

John Coonan – I want to support Ellie in her comments about bringing in conventional produce. Organic produce is a foundation of the coop, along with the bulk herb section – one of the things we’re known for.

Ellie – I’m concerned about conventional produce coming into the coop. As a long-time owner, I know most of our customers expect us to have organic produce – don’t want to have conventional.

Rusty – Endorse what John & Ellie said. The last time we seriously considered conventional produce, there was a huge uprising. The coop is about the only place people can depend on the produce being organic. Rusty also distributed fliers regarding election theft.

Jean – How would you feel about produce that is organically grown but not certified? (All agreed, that would be OK.) I like having organic produce.

Ellie - Even if we have to lower our margins a little, everyone deserves organic produce

Rusty – Would like to see us develop local sources for organic produce, for example apple cider.

Clare – Where is the line? If there is conventional produce in other products such as kimchi, is that a problem?

Bobby – Owner Ileana Moog plans to write an article on this. No decision has been made yet about whether to offer conventional produce. As GM, I'm concerned about how people think of the coop, but also about food justice in Asheville and the fact that we are right on a food desert. I'm concerned about our price perception. It is important to not oversimplify the issue. It's not just a question of organic or pesticide-ridden produce. The carbon footprint must be considered, too. Many people have expressed being open to local conventional produce. Thanks for bringing up this issue.

John – The produce department is easier to control (as to organic or not) than other areas of the store.

Joy – I support the people who want organic produce. It's important to me. It supports the organic farmers in the area; it supports the earth. I don't feel it excludes people. I like the program Bobby is bringing in where we can help people on fixed income – trying to make it more affordable.

Rusty – If we could claim “most affordable organic produce in Asheville” that would be an effective claim.

Bobby – Sometimes prices are very high. (ex. local asparagus - \$8.99/lb) We need to work with farmers so they understand access issues. May not sell much at those prices. Because of pricing, we sometimes have to bring in non-local organic produce.

Joy Alfred – overview of Union. Joy gave a brief presentation on background of how our union came to be and what people want from it. She answered several questions from Board members about the union.

Discussion of CDS Consulting Coop contract: Points of discussion:

- The question is: Should we consider paying by-the-hour for consulting services, rather than our current contract?
- Regarding our legal & bylaws issues, we've had to seek counsel elsewhere.
- Consider having a local person lead Board retreat.
- If we organize and plan our retreat ourselves, we would need the whole Board to contribute to creating the agenda, doing research, etc. to make the retreat successful. Not sure that is a realistic expectation.
- If we do decide to pay by-the-hour, might we end up paying more than the cost of the contract? Based on history, probably not.
- Having consultants available is an asset; don't want to do anything drastic.
- Find out if we can donate our unused contract hours to another coop in need.
- Continue this conversation. Bobby will send out additional information about the CDS contract.

Scheduling committee meetings: Josh O presented a plan for scheduling committee meetings, beginning two weeks out with a Doodle poll and having a set meeting date 7 days out. Committees that meet regularly would set a consistent meeting date/time. This two-week plan would apply to ad hoc committees and meetings outside the regular monthly schedule.

Discussion:

- How do we determine minimum attendance requirements for holding meetings? Who are the essential attendees? Minimum attendance policy could be included in committee charters, since it varies from one committee to another (ex. Dev. Committee requires Sage, Bobby, Josh L.) There is nothing in the bylaws to address this. Leave it to chair's discretion as to minimum attendance.
- Request to start the Doodle process even earlier, since first attempts often fail.
- Maintain consistency with scheduling and eventually, attendance will increase.

- Try for 3 months & then revisit for feedback.
- Need to have a standard reporting format to the Board from committee meetings. (who attended, what was discussed.)
- Pauline will standardize a date & time for capital campaign committee meetings.

Capital Campaign (CC) Committee:

- Danielle – in leadership conversations with Jade, it's clear we need to discuss our committees.
- If we have a capital campaign coordinator, it becomes an operational committee. Need to discuss & define our committees and figure out what the boundaries are.
- GM has operational authority.
- Sometimes committee roles overlap with what bylaws require.
- Must clarify committee roles and have strong communication between GM & Board.
- Process of having committee charters is progress – keep doing this kind of fine-tuning.
- If we have a CC manager, the CC committee supports that manager.
- What is the Board's role in CC? Board will be doing the work of raising money. We mustn't think most of the work will fall to the campaign manager. We will have phone calls to make, events to attend. How can we be effective and efficient with our time?
- It is the Board's responsibility to help write the job description for a CC manager.
- Danielle has resources on this topic to share for next month's meeting; continue discussion.
- Want to take care that we, as Board members, don't burn out.
- CCs are formulaic – coordinator will keep us on track.
- We have a unique board-rooted role in encouraging owners to make an investment in expansion.
- Whatever we do must be in the interest of the coop and our owners.

Monitoring Report: Monitoring Report B2 Planning and Budgeting was reviewed and found to be reasonable and acceptable.

Bylaws and Articles change for preferred shares:

- Language for these changes to Bylaws and Articles of Incorporation must comply with state & federal laws, as well as be tailored to the uniqueness of our coop.
- In May 2016, Bob did extensive research and presented draft language for these changes.
- We are getting legal advice on wording. Will consult with a North Carolina lawyer as well.
- We need to communicate clearly and thoroughly with owners.
- After phone consultation with lawyer on April 25, Pauline will send out information to Board.
- Wording for proposed changes will be finalized and approved at the May Board meeting.
- Wording for proposed changes will be made available to owners both in the store and online by May 22.
- Proposed changes to both documents will be presented to owners at the annual meeting and will appear on the ballot for approval by owners.

Electronic voting for 20217 election: We are planning to offer electronic voting for the upcoming election. Paper ballots will also be available in the store. Josh O will set this up and will train Jean to follow through.

Executive session was held.

Next meeting will be May 18, 2017 at 5:30 pm.

Jean Karpen, Board Assistant