

MINUTES

FBFC Board of Directors Meeting 7-18-19

Meeting started at 5:30 PM and ended at 8 PM

Board members present: Kelly Fain, Bob Leroy (Treasurer), Ashley See, Jennifer Heeder (Secretary), Josh O'Connor (Co-President)

Board members absent: Pauline Heyne (Co-President), Adam Bowers (Treasurer-Elect), Danielle Goldstein, Josh Littlejohn

Others present: Bobby Sullivan, General Manager (GM); Clare Schwartz

Meeting Summary:

- New board member orientation
- Elections and nominations
- GM report
- Discussion of new proposed officers roles
- Discussion of owner scholarships

Calendar Dates:

- Bobby will be absent from the August board meeting
- August meeting to be held on 8/22 if there is quorum

Approve agenda:

- Approved

Approve minutes of 6-20-19 approved as presented.

Owner Comments: No owner comments

Action item – – Ensure we have quorum for board meeting on 8/22/19

New Member Orientation:

- Bob Leroy will do a financials presentation at the board meeting in September
- Pauline to make sure that the new board members will be in attendance on 8/22 once it is determined that we have quorum
- Bobby will get each new member a copy of Zingerman's book at the first meeting with new board members-- Leading with positive beliefs--for take-home reading
- Bobby added it to the folder for New Board Member Orientation
- Clare suggested going a 'team-building' or ice-mail breaker exercise with new board members
- 15 minutes of icebreaker time will be added to the agenda
- Considering having official new board member meeting and orientation in September if attendance is an issue
- Discussed having an orientation for new board members before their first board meeting in place of the meeting in August if we do not have quorum
- Clare has offered to give a tour of the store before the board overview for orientation

- One hour will be put on the next agenda for bylaws, policy and procedures, overview of policy governance, leadership roles and board development
- **Jean to bring camera to the August meeting for photos of the new board members for the board at the store**
- **Tell the new board members about the photo so they can dress accordingly etc...**
- Discussion was raised over whether we should start the meeting at 5 or 530 and decided at 5:30 was a more reasonable time to expect folks to show up due to traffic and work schedules

Elections and Nominations:

- There is a vacancy on the board. Kelly suggested appointing Zan to the board in Veronica's absent seat.
- Josh suggested making an announcement acknowledging the issue, confirming that there is an extra seat on the board and that Zan was elected and will take the seat based on votes
- Re: empty seats on the board, Ashley pointed out that according to the by-laws, the board can comprise of 5 -11 individuals
- Ashley made the suggestion that we take our time, not immediately fill in the empty seat as we may not need it if we have all of our needs met with the individuals we currently have on the board
- Josh suggested that we do PR to ensure that we get plenty of applications of board candidates to choose from to properly fill the empty seat—was seconded
- Ashley suggested a way to process applications without actively monitoring them so they do not get lost
- Clare suggested using a metric as a process of elimination regarding applications which would thin them out if we were to suddenly start getting a bunch of them
- Josh mentioned that they city board uses a scorecard of sorts keep a record of attendance and involvement as a way to hold board members accountable and appoint new members and will be able to offer more if need be
- Board Member attendance and accountability may show up on the next agenda
- Ashley brought up the point that we talk a lot about elections and nominations in our board meetings with very low participation by the members which seems like a waste of precious board time

GM Report:

- CDS, Jade's consulting firm has changed their name to Co-luminate.
- Mark Goering, our former board consultant, succeeded as the President of their organization which has resulted in the rebranding.
- Bobby will submit the finance reports for the August meeting even if there is no quorum to approve them. Can be sent out and use as an exercise to get familiar with the process.
- Trees outside of the store are dying and had to be removed and staff has been made aware of the issue and thus can handle potential customer concern
- Changes Bobby made to the co-op website include
 - Monthly board meeting packets has been changed to monthly board meeting documents on the website
 - Board articles will be published in the co-op newsletter and or the co-op website— this change was made because we met at some point have a newsletter and it was also noticed that we were still using the newsletter language on the blog

- Bobby received an email asking for all board related documents available online which were current, from 2019. Bobby sees it as a chance for us to see that we were not actively making those available for members, which is being corrected
- Another realization from this interaction was that we don't have a marketing plan for the board or board meetings for increased involvement
- Danielle brought up the fact that voting seem really low this year in comparison to other years maybe because of voting digitally or the timing of the elections
- Bob said that it was made very clear that we had three open seats and three candidates in it maybe people didn't feel it necessary to actually cast a vote
- Recruiting is a great way to ensure amazing board members, as well as events set up exclusively to attract new board members like the one we had last February
- Brainstorming session about what we could do to tie the co-op into an individual's need to get involved in the community as we watch the world shift into different paradigms
- Also discussed keeping current with grocery delivery etc. to modernize with the rest of the grocery movement so people continue to shop with us and ultimately make the co-op more accessible
- How can we get more visibility as a board and there by garner more interested in serving on the board?
- Ashley reminded the board that if we don't get all 11 seats filled, we only have to have 5 according to the bylaws and if we have 5 really strong members that's better than more people who are not as active

Monitoring reports approved:

- B2- Planning and Budgeting
 - Bob Leroy suggested that the finance report not to be submitted for approval a month after the quarter ends and Bobby S suggested that it happen in March after getting a new budget in January.
- B7- Communication:
 - A motion was made to change the language in a long clause in the end which was a confusing double negative and that motion passed. Language was changed and the monitoring report was approved with the new language.
- B8 -Board Logistical Support

Owner Scholarships:

- Section 8.1 of the bylaws which is about capital stock: The co-op shall issue it's common stock as evidence of capital funds provided by owners can be changed by the board at any time.
- Clare pointed out that there is no evidence that she could find to pinpoint the origin of the \$250 for a lifetime membership or the \$25 per year minimum for ten years
- Sage explained to Bobby that before he came on staff for \$15 notated in section 8.1, Sage explained to Bobby that before he came on staff for \$15 notated in section 8 one was for the actual membership and \$10 was for the administrative/service fee which was paid yearly along with a membership which changed to a \$25 minimum for membership
- Clare proposes that we offer a student discount to encourage student memberships which would have the students paying \$15 which would still go towards a \$250 lifetime membership. Proposal includes having to show a current student ID for the current school year, hoping to include in the owner drive in October.

- Bylaws do not need to be changed to offer student scholarship
- Students will hopefully get involved in the co-op and the co-op movement will be continued in the younger generations
- Proposal for continued discussions to include other lower income

Board Officer Roles:

- Ashley asked for a review of the specific tasks for board officers
- Officers of the board past and present chimed in describing the tasks required of each office position
- It was suggested that if we have co presidents we abolish the vice president role
- Former President Danielle Goldstein spoke to both tasks assigned and tasks that pop up which demand the officers attention - i.e. an email from an owner to the board about issues with staff or management
- There's a lot more flexibility to the tasks because we are not using the consulting firm, CDS which took up a lot of time on the phone
- Overall, Time constraints seem to be the biggest issue with board tasks on the officer level
- Some of the issues are due to not having processes in place to streamline tasks which causes the officers to have to create processes which takes a lot longer than just following through on something that is already in place
- Bob offered to guide the board using Sociocracy Dynamic Governance format for board elections
- Ashley found a document in the drive that Jade provided that is a guide to officer elections and suggested we all read about the process as an action item for the next meeting
- Josh O suggested having someone outside of the board to run the elections
- Seemed like we did not do as many rounds as suggested in the guide for the last election
- There was talk about which officer positions which should be kept and which ones are unnecessary
- There was some discussion about the necessity of having an assistant treasurer as an understudy bc having a treasurer that understands the details of the financial report and the financial capability of a big business like the co-op is a rare find and we need to cultivate capable treasures for years to come

Prepared by Jennifer Heeder