

MINUTES

FBFC Board of Directors Meeting 10-17-19

Meeting started at 5:35 pm and ended at 8:02 pm.

Board members present: Pauline Heyne (Co-President), Josh O’Conner (Co-President), Adam Bowers (Treasurer), Jennifer Heeder (Secretary), Josh Littlejohn, Danielle Goldstein, Ashley See, Zan Naar, Christa Hamilton, Paul Schulman.

Board members absent: none

Others present: Bobby Sullivan, General Manager (GM); Clare Schwartz, Outreach Coordinator; Jean Karpen, Board assistant; Owners – Rusty Maynard

Meeting Summary:

- Discussion of Board officer roles & responsibilities – decision in Dec.
- Discussion of Board elections & nominations timeline
- Monitoring reports B2 and B9 approved
- Discussion of wage equity issues, continue discussion after budget is submitted

Calendar Dates:

- Oct. 22 – Owners only sale – bulk items
- Nov. 14 – Finance committee meeting – 3:00 pm
- Nov. 20 – Owners only sale – produce
- Dec. 19 – Owners only sale – meat, cheese, & non-dairy cheese
- Date TBD – Holiday party for staff. Christa will plan & organize with Bobby & Clare.

Approve minutes of 9-19-19 approved as presented.

Owner Comments: Rusty submitted a written comment (originally submitted April 2010), attached. Rusty’s idea is to set aside 1% of gross profits to be given to a local nonprofit which would be chosen by owners.

Board officers: Discussion points:

- Potential problem with co-presidents is inconsistencies in style. New Board members need to know whom to go to with questions. Need to separate responsibilities.
- Want more defined roles & responsibilities.
- General agreement that we have the following positions: President & VP or co-Presidents, Treasurer & Treasurer-in-training. (Bylaws require a Secretary
- Decision - the current executive committee will work on defining officer names, roles and responsibilities – bring to the December meeting for approval.
- In a “go-around”, several board members expressed interest in serving as a Board officer. Pauline is interested & willing to continue serving in a leadership role; Josh O is willing to continue to serve; Ashley is potentially willing; Adam will stay on as Treasurer; Paul is interested in being Treasurer-in-training. Vote on Board officers in December.
- Bobby will continue to look for opportunities for co-op finance training.

Board Elections & Nominations timeline:

- Suggestion to add a date for meet-&-greet with Board members in March or early April.
- Make sure current Board application is always available online.

- With shared documents in Drive – OK to add, change, or comment. For major changes, best to suggest edits, then discuss before making changes.
- Add a statement to determine if we need to mail ballots when an election is uncontested.
- Suggestion to have the Elections Committee be responsible for timeline tasks rather than having the whole board discuss it at meetings.
- We can research other co-ops for info regarding election timelines. Check with Co-Luminate for additional information.
- Start with our current timeline, see what details or tasks need to be added. Organization of the timeline will help us know what tasks are due & when.
- Suggestion to work w/ exec comm to set a timeline for reports to the Board.
- Have one point-person to check all tasks. Clare & Jean should be on this committee.
- Decision – all Board members look at the election timeline, give input, make suggestions/comments. Further discussion at a future Board meeting.
- Consider having VP take responsibility for overseeing this timeline and making sure tasks are completed on time.
- Josh O requests to do this after officer elections. Someone else needs to have access to ballot info.

Monitoring Reports:

- B2 Planning and Budgeting – Approved.
 - Decision to change dates of B2 report to March, June, Sept, and Dec. in order to have financial results from each quarter.
- B9 GM Succession – Approved
 - There is little professional development offered by NCG for GM successor.
 - Would like to see opportunities for professional development for others.

Wage equity framework:

- Last month we discussed having a working group to look into wage equity issues.
- GM is interested in getting low-income shoppers into the co-op.
- Living wage is going up by \$.65/hr in January. GM wants to remain living wage certified.
- Suggestion – Board act as a think tank - brainstorm, talk about ideas, stay focused on wage issues, continue research, look for innovative ideas for incentivizing employees.
- Directive for GM: As living wage increases and entry-level pay is continuing to increase, we, as a Board, want to see department managers' pay also increase so that we can retain the talent.
- Revisit this discussion after GM submits the budget.

Agenda items not covered or unfinished:

- December – Define officer roles & responsibilities; elect Board officers
- December – Choose an auditing firm
- Future – review election timeline
- Future – after GM submits the budget, continue wage equity discussion

Next meeting will be a closed session on November 21, 2019 at 5:00 pm.

Next regular Board meeting will be December 19, 2019 at 5:30 pm.

Jean Karpen, Board Assistant