

MINUTES

FBFC Board of Directors Meeting 6-18-2020 This meeting was held online during the Covid-19 pandemic.

Meeting started at 5:33 pm and ended at 7:40 pm.

Board members present: Pauline Heyne (President), Ashley See (Vice President), Adam Bowers (Treasurer), Paul Schulman (Secretary), Josh Littlejohn, Josh O’Conner, Christa Hamilton

Board members absent: Jennifer Heeder, Danielle Goldstein

Zan Naar has resigned from the Board.

Josh Littlejohn will remain on the Board until the election this fall.

Others present: Bobby Sullivan, General Manager (GM); Clare Schwartz, Outreach Coordinator; Sage Turner, CFO and project manager; Jean Karpen, Board assistant

Meeting Summary:

- Monitoring Report B1 discussed, approval postponed
- Finance Committee report
- Executive session
- Annual meeting (virtual) set for September 30, 2020.
- Gift from Board of food credit to be given to staff
- Discussion of ideas for Board rejuvenation

Approve agenda: Approved as printed

Approve minutes of 5-21-2020 approved as presented.

GM Report: Bobby gave a store update. We will be rolling out our Webcart online store soon. Co-op Deals will be restarted.

Monitoring Reports: B1 Financial Condition & Activities – Additional information is needed. Report will be approved via email after it is completed. Needs information on issues with Wegner which caused fines. Complete by the next Executive Committee call.

Finance Committee:

- March inventory was not done. We did a manual calculation of margin for the first quarter. Will do a hand-counted inventory in two weeks.
- Sage responded to several questions about financial reports.
- Staff members have received hazard pay for work starting March 16 through the following 10 weeks.
- Bobby suggests that all Board members attend the finance committee meetings for best understanding.
- Bobby will look for articles in the Columinate Library on understanding financial reports.

Executive Session to discuss real estate.

Board elections and Annual Meeting:

- Date set for virtual annual meeting – September 30, 2020,
- Clare needs wording for postcard. Adam is working on this.
- Need to notify owners that meeting has been postponed.
- This year, awards will go to staff.
- Ashley will adjust the marketing timeline for meeting & elections (include Clare in email thread).

- Recruitment ideas:
 - small videos by Board members about being on the Board, how to apply, etc.
 - Need to make sure we have a diverse pool of applicants.
 - Consider working groups to reach out to people who may be unfamiliar with Board workings, talk with former Board members who have resigned about their experience.
 - Consider reaching out to people in the food community (farmers, rep from Manna, etc.)
 - Look at how we structure our Board meetings, moving forward. May not return to in-person meetings because of the ability to get more done more quickly. May be easier for people with children.

Bylaws:

- Articles of Incorporation were updated in 2017 to allow for preferred shares. Pauline will follow up on what we need to do next in terms of legal documents. Do we need a bylaws change? Suggestion to consult with Dorsey & Whitney Cooperative Law Firm.

Gratitude & Giving Back:

- Decision to use some of the Board budget money (much of which is not being used because of the pandemic) to give additional store credit to employees. Pauline will craft a letter to staff which Clare will distribute. Credits will be added tomorrow.

Board rejuvenation: Look at what is important for us in terms of Board work.

- Consider meeting in person, outside somewhere one month.
- Suggestion - How can we help our underserved communities? Can we offer something in community spirit (free meals, other)?
- Be more aggressive in making choices – don't push decisions to the next month.
- Don't just talk about business all the time. Do semi-annual work sessions rather than meetings. (examples, equity training, go out into community & distribute food). Do something impactful.
- Need to have a little fun!
- Virtual meetings can allow us to be not-really-present. Do "rounds" at meetings allowing each person to speak. Cultivate engagement by calling on people for input.
- Keep sight of the big picture. Don't be distracted by a few loud voices.
- Make it clear we expect full engagement from all Board members.
- Mentors for new Board members.

Agenda items not covered or unfinished: Monitoring Report B1

Additional items for next month's or future agenda:

- Annual meeting/election plans
- Discuss Board departures
- Finalize FAQs on expansion for owners.
- Look at Board meetings going forward. Do we need to return to in-person meetings?

Next meeting will be July 16, 2020 at 5:30 pm.

Jean Karpen, Board Assistant