

MINUTES

FBFC Board of Directors Meeting 8-20-2020 This meeting was held online during the Covid-19 pandemic.

Meeting started at 5:35 pm and ended at 7:30 pm.

Board members present: Pauline Heyne (President), Ashley See (Vice President), Adam Bowers (Treasurer), Paul Schulman (Secretary), Jennifer Heeder, Danielle Goldstein, Josh O'Conner, Christa Hamilton

Board members absent: Josh Littlejohn

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

Meeting Summary:

- Monitoring Reports B1, B5, and B6 reviewed and approved
- Finance committee report
- Elections/Board recruitment plan – learning session set for Sept. 3
- Annual meeting planning – draft agenda discussed
- Discussion of defining ownership – no decisions
- Executive session

Approve agenda: Approved as presented

Approve minutes of 7-16-2020 approved as presented

GM Monitoring Reports: Bobby answered clarifying questions about the Monitoring Reports.

B5 Treatment of Customers and B6 Staff Treatment & Compensation were approved. Board will check in with Bobby in November about manager training. Bobby asked Board members to think about what kinds of questions they would like to see on a staff survey.

Pauline will follow up on the possibility of hiring an NCG consultant for a-la-carte services as needed.

B1 Financial Condition (two reports - June and August) was approved with the agreement that Bobby will correct the formatting of the current ratio for Q1 20 and YE 19 - should be listed as a value rather than a percentage.

Finance Committee:

Adam reviewed notes from the Finance committee meeting. COVID is affecting our bottom line in many ways:

- Sales are down compared to this time last year and compared to Quarter 1 of this year.
- Basket average is up, but overall customer count is down.
- Trouble spots are Deli, Bulk products, and the Merchant program
- Co-op was closed 3 days for COVID cleaning – drop in sales.
- Increase in wages is due to COVID hazard pay, pay increases, and front-end overtime.
- We experienced a drop in income from MLC and parking lot during peak COVID.
- Missing and delayed invoices are also a problem.

It was helpful to have Sage's notes for reference during the committee meeting. Request to continue informing the entire Board of Finance committee meetings.

Nominations and Elections:

- Next learning session for potential Board applicants is Sept 3, 8:00 to 9:00 pm. Jennifer, Pauline and Danielle will participate. Ashley will share the agenda she worked out for the previous session.
- All Board members are asked to reach out to 2 people regarding the Board positions. Personal contact is helpful.
- Need email promotion to owners about applying for Board position.

Annual Meeting:

- September 30, 2020 – 6:00 pm to 7:00 pm
- Draft agenda
 - Introductory remarks – welcome
 - Review agenda & 2019 minutes (need to figure out how to get minutes to owners)
 - Board member statements – some type of sharing from Board
 - GM remarks
 - Owner questions/comments
 - Staff awards – video montage, etc.
- Important for the Board to lead this meeting.
- Suggestion to break up the meeting with screen-shares, music, photos from local suppliers, short videos from suppliers. Not too heavy on video, though, since we will have some owners calling in.
- Pre-meeting time – suggestion to do an interactive poll while we gather (trivia, other ideas?)
- Need to schedule a run-through.
- Bobby will consult with counsel about changing bylaws language to be gender-neutral. May need to put that on the ballot.

Defining ownership: Adam is taking the lead on this topic. There were a number of questions and suggestions. No decisions tonight. We need to research, survey other co-ops and learn more about this issue. Pauline suggested we discuss it at the next Executive Committee meeting. Notes will be written up & placed in the Drive folder “Defining Ownership.”

Executive Session

Agenda items not covered or unfinished: Continue discussion of defining ownership

Additional items for next month’s agenda:

Next meeting will be 9-17-2020 at 5:30 pm.

Jean Karpen, Board Assistant