

MINUTES

FBFC Board of Directors Meeting 02-18-2021 This meeting was held online during the Covid-19 pandemic.

Meeting started at 5:33 pm and ended at 7:30 pm.

Board members present: Pauline Heyne (President), Adam Bowers (Treasurer), Paul Schulman (Secretary), Jennifer Heeder, Danielle Goldstein (RaMa), Josh O’Conner (Peyton), Christa Hamilton, Andrea Burkins, Scott Campbell, Kylie Hulver, Terra Marshall

Board members absent: none

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

Meeting Summary:

- Monitoring reports B1 and Ends reviewed and approved
- Expansion update
- Discussion of Board officer elections & officer roles
- Conflict/Confidentiality/Conduct documents approved for use.
- Discussion of Defining ownership, suggest a working group to research

Calendar Dates:

- CAD – one-time 10% off for owners during the month of March
- Next truckload sale will start in March.

Approve agenda: Approved as presented.

Approve minutes of January 21, 2021 approved as presented.

GM report & Monitoring Reports:

- B1 Financial Condition & Activities approved
 - Budget will be presented in March.
 - There are some issues (from a previous accounting firm) that still need to be resolved. Those issues are being resolved and the Finance Committee is following this action. GM may need to resubmit B1 report when corrections are made.
 - Labor costs are higher than usual due to COVID modifications. Goal is to raise sales to cover those costs.
 - It will be more meaningful to compare 2021 sales figures to 2019 since 2020 was so unusual.
- Ends Policy approved
 - Suggestion was made to include classes about the economic impact of the co-op on the community.
 - Board members are encouraged to use the Webstore and give feedback.

Expansion update:

Sage gave a brief update and overview of the expansion project for new Board members.

Board officer elections and roles:

- Suggestion to do balloting for officers the week before the March Board meeting rather than at the March meeting.
- Peyton will work with Jean to set up an online voting mechanism.

- Pauline will reach out to those who have expressed interest in holding office and will create a ballot.
- How can we better distribute the work of the board among all Board members?
- Suggestion to eliminate committees and instead, have a “point person” for each task/activity and have each Board member take on a task/activity.
- Board agreed to retain Executive and Finance Committees and, otherwise, move to “point person” system.
 - Suggestion to define tasks & make sure there is a balance to the workload.
 - Suggestion to have one person designated for Diversity Recruitment.
 - Pauline will update the document outlining tasks/activities (located in Drive, Officer Roles).
 - Board members are asked to review this document & think about where they would plug in.
 - Suggestion to look at what the Board is tasked with, what our actual responsibilities are, and assign a point person to each area, particularly the ones we feel need more work. Discuss in March & aim for a total of eleven positions, one for each Board member.
- New Board members will have a “Board Buddy” (mentor). Pauline will set that up.

Conflict of Interest/Confidentiality/Code of Conduct Documents:

- Thanks to Terra for bringing these detailed documents to our attention.
- Board agreed to adopt these 3 documents for our use and make sure they are signed each year.
- Sage will send login information about “DocuSign” to all, for electronic signatures.
- Board members are asked to sign all documents by March 15.
- Suggestion to have a “conflict of interest” statement at the beginning of each agenda to allow Board members to disclose any conflict of interest with an item on the agenda for that meeting.

Defining ownership discussion:

- This has been an ongoing issue which has changed over the years, but changes have not been officially codified.
- Look at the cost of ownership and consider options (sliding scale).
- Pauline will send out an email to set up a working group to research & discuss options.

Agenda items not covered or unfinished:

- Identify Board roles & assign a point person for each.

Additional items for next month’s agenda:

- March or future meeting – Report from working group on Defining Ownership

Next meeting will be March 18, 2021 at 5:30 pm.

Jean Karpen, Board Assistant