

MINUTES

FBFC Board of Directors Meeting 11-17-2022. This meeting was held online during the Covid-19 pandemic.

Meeting started at 5:37 pm and ended at 7:35 pm.

Board members present: Adam Bowers (President), Christa Hamilton (Secretary & Treasurer), Kylie Hulver, Andrea Burkins, Terra Marshall, Kitty Brown (Love)

Scott Campbell has resigned from the Board.

Board members absent: none

Others present: Bobby Sullivan, General Manager (GM); Jean Karpen, Board assistant; Sage Turner, Finance Manager and Expansion Project Manager; Dyllan Simmons, Produce Manager and Emergency GM Successor

Meeting Summary:

- Monitoring Reports B3 Asset Protection and B1 Financial Condition were approved
- Annual Meeting debrief
- Discussion - plan for on-boarding newly elected Board members who will start in January
- No business meeting in December; social gathering instead
- Miscellaneous committee check-ins
- Executive session

Approve agenda: Kylie moved to approve the November agenda. Christa seconded and the motion passed.

Approve minutes: Christa moved to approve the minutes of 10-20-2022. Kylie seconded and the motion passed.

Owner Comments: Sage – It’s great to see Ellie back and to smell her baked goods in the store.

Monitoring Reports:

B3 Asset Protection – Christa moved to approve the report. Terra seconded and the motion passed. The report indicates a decline in ownership payments since the start of the pandemic, but that does not necessarily mean fewer owners since we have a tiered ownership fee structure. On a positive note, “sales to owners” total is up. We will have an ownership drive in December.

B1 Financial Condition and Activities – Andrea moved to approve the report. Terra seconded and the motion passed. Sage reviewed highlights of the finance documents included in this report. We have an amount of money in unclaimed rebates which will eventually have to be turned over to the state. We need to find out what the rules are around this and decide how to handle it.

Board Development discussion was moved to the January meeting.

Annual Meeting debrief: Comments and suggestions:

- Overall, the meeting went well; Board members handled it well.
- Meet in person next year.
 - Have food & beverage like we did in 2019 at the YMI Cultural Center.
 - Have local vendors on either side of the room.
 - Have a dress rehearsal with sound system.
 - Do we have the same level of staff support to make it happen? (Clare Schwartz was the main planner in 2019.)

- Advertise, publicize earlier. We didn't give ourselves enough lead time in advertising it.
- If online, and/or for registration, choose a platform other than Zoom Events.
- The platform (Zoom Events) prohibited some from attending. There were problems with registering and with getting into the meeting.
- This time it was confusing to call it a party since it is our annual meeting. Decide what to call it and market it that way. Owners may have thought it was just a social event rather than a meeting.
- Costume contest – Some owners participate, some don't. Board had fun with costumes! If we decide to do it again, can we make it clear who is participating?
- Do a dress rehearsal to check all aspect of the meeting plan.
- Election ballot – Make a note on the ballot of which candidates presented at the meeting.

Board Elections and on-boarding:

- Kylie reviewed the elections process documents she has created to help streamline and codify the process. The documents are in the Elections folder in Drive.
- On-boarding documents and links are in the Drive under “Board Training and Development”
- Our newest Board member, Kitty, shared that we need to implement an orientation to address questions such as: what exactly the Board does; what my responsibilities as a Board member are; how Board meetings work and what do I need to do to prepare for meetings; summary of calendar events for the year. Have an in-person orientation for new members before they attend a Board meeting.
- Terra shared that the CBLD (Cooperative Board Leadership Development) 101 course offered by Columinate was highly beneficial.
- Consider making CBLD 101 mandatory for new Board members.
- Suggestion to, rather than just having new members read documents, verbally go through highlights of the calendar, description of how meetings work, verbally walk through policy governance schedule.
- Suggestion to set up a subcommittee for fostering new Bd members through the first year.
- On-boarding committee to meet in person with new Board members – Adam and Christa.
- Adam will contact candidates with election results, invite to Dec. social gathering, send introductory letter with links to documents, and schedule in-person orientation prior to January Board meeting.
- Kylie – will draft a “mind map” to give a visual representation of co-op Board structure and relationships. Board members are asked to review & comment within 2 weeks.
- Suggestion that when Board members are appointed to fill a vacancy, the appointment be for a term, so we stay on the schedule of 4 people rolling off within a year.

December meeting: The December meeting will be an in-person social gathering on Dec. 15 to include newly elected Board members and any owners who would like to attend. Time TBA.

Miscellaneous committee check-ins:

- DUFB Campaign is in progress.
 - Terra has donated \$500 on behalf of her business, Beauty Parade. As a result of a fund-matching agreement with Buck Allen, Asheville FM will also receive \$500. The DUFB Campaign will extend through December.
 - Suggestion to call for donations via email rather than at the register. Then create a mechanism for donating online. This would ease the check-out process.
 - Bobby is looking into adding a prompt on the credit card reader.

- GM Contract is up for renewal at the end of January. Terra will review and update the contract. Adam will help if needed. Bobby is asked to let the Board know if he has any requests.
- DEI – General idea is to invite other Board members to form a subcommittee, outline goals, reach out to community organizers, invite staff members to join. The committee - Christa, Kitty, and Bobby - will meet prior to the January Board meeting to get started and will make an initial presentation to the Board.
- Board Newsletter – Andrea has created a template for the next newsletter. All are asked to review, edit, and give feedback by Dec. 7. Andrea will finalize. Newsletter will go out shortly after Dec. 7,

Executive Session

Additional items for next meeting's agenda:

- Chapters 5 & 6 “Cultivating Food Justice”
- GM Contract
- DEI initial presentation

Next regular business meeting will be January 19, 2023, at 5:30 pm.

Jean Karpen, Board Assistant