

## **MINUTES**

This meeting was held in person at the Co-op, 4/18/2024

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

**Board members present:** Christa Hamilton (President), Andrea Burkins (Vice President), Jerome Smith.

**Board members not present:** Clare Schwartz (Secretary), Laura Ann Edmonds (Lulu), Terra Marshall (Treasurer).

**Others present:** Bobby Sullivan (General Manager), Amy Zimmerman (Board Assistant), Rusty Sivils (owner).

### **Meeting Summary:**

- Check-ins
- Owner Comments
- Miscellaneous Items
- 4/18/2024 Agenda
- 3/21/2024 Minutes
- GM Reports Global Executive Constraint, B5,
- Committee check-ins

### **Check-ins**

#### **Owner Comments**

- Rusty Sivils dropped off a letter. He will be back for the May meeting to discuss it. He would like us to bring back the book exchange and donate 1% of sales to a charity.

#### **Misc. Items:**

- Discussion on the proposal from Rusty Silvis.
  - Sponsorships and donations take labor from the store and we are currently focused more on lowering prices and raising wages. However, we are willing to discuss it. There is an online sponsorship/donation request form that can be found under the contact us file.
- Mountain Wise will reimburse the Co-op for Jan-March for Double up Food Bucks. Round up at the registers isn't available at the moment, but that would help finance Double Up Food Bucks.
- Discussion on Joint Liability Fund (JLF).
- Reviewed the Policy Manual, there were very few edits.
- Board retreat will be later in the year.

## **Approve Agenda**

- Vote moved to May 23, 2024, or to an email vote.

## **Approve Minutes**

- Vote moved to May 23, 2024, or to an email vote.

## **GM Reports**

- Global Executive Constraint: Provides dates and status of all the reports.
- B5: Treatment of Customers.
- Vote moved to May 23, 2024, or to an email vote.

## **Committee Check-ins.**

- Elections Sub committee plan: Christa, Lulu, Andrea & Terra
  - May Meet & Greet in the MLC room on 5/23/2024 at 5pm-6:30pm
  - Elections Committee to draft a timeline of events, deadlines for applications etc. before May meeting.
  - Election application will be online.
  - Christa will email Amy the elections packet that Kylie made.
  - Four Positions Open. Two to be filled 2024 & two in 2025
  - **Election Timeline:**
    - Announcement email to owners by June 1st.
      - Amy will send draft of the announcement email that will be reviewed in May meeting.
    - Applications will be open the month of July
    - Send out notification to owners that voting will be during the month of August. This needs to go out by July 1st.
    - Applications are closed August 1st.
    - Voting will be during the first two weeks of August.

## **Moved to next meeting:**

- Vote for March minutes, Agenda, GM Reports.

Next meeting will be 5/23/2024 at 6:30 pm.

Amy Zimmerman, Board Assistant

Dear members of the FBFC Board of directors and management

I am writing to inform you of an undertaking I will soon begin here at the FBFC, but first I would like to express my appreciation for the Co-op by relating how helpful it was to me last year in dealing with a sudden pain in my right hip and leg. It was so intense that I could barely walk and had trouble sleeping. Consulting my various medical books and their diagnostic charts, I was able to determine that it was osteoarthritis in my hip. I then came to the Co-op and looked up arthritis in the invaluable book *Prescription for Nutritional Healing* by Bloch and Bloch which was on a metal stand for the public to use. I then bought, at the Co-op, almost all the supplements it recommended, and two or three days after I began taking them, I could see daily improvement, and within a month I was symptom free. All this without consulting a doctor or taking any pharmaceutical drugs. So, who needs healthcare insurance when we've got a food co-op? (By the way, that book has been moved to the bulk room where it is much less visible, and replaced by another book. I strongly recommend the return of *Prescription for Nutritional Healing* to a more visible location.

Now to my main subject. I have two concerns which I intend to submit to the Co-op members in the form of ballot questions. One is the "Free Book Exchange" and the free magazine boxes which were outside the store underneath the overhang until the beginning of the Covid pandemic, early in 2020, when they were removed. I arrived at the Co-op one day to find them gone. I had been maintaining the free magazine boxes for about twenty years, and the book exchange (which functioned as a little free library) for only a few years. It was somewhat distressing to me to find them suddenly gone without consulting me or even a courtesy phone call to let me know, but I assumed that they had been taken away because of some covid connected concern and would be restored when the crisis was over. It has been over three years now and there seems to be no intention of bringing them back. Bobby told me that the space was needed for further expansion.

These services had been used and appreciated by many of our members and customers for years and I feel that they were a real asset to the Co-op and see no reason not to restore them. So, I will soon begin collecting signatures on a petition to place a ballot question before our members for the next general membership meeting, so that they can decide whether these services should be restored.

The second petition will be to place before the members a ballot question to decide on a proposal for the Co-op to set aside one percent of our gross sales to be awarded as grants to local non-profit groups, which would be nominated by Co-op members and selected by a vote of members. This program was used for years by the phone company Working Assets Long Distance (now called Credo) and awarded generous grants to social justice and environmental groups. Once a year a ballot listing the nominated groups was sent to the members. Grants were awarded in proportion to how many votes each group got. This member participation greatly increased loyalty and pride in what the company was doing. I feel that such a program at the FBFC would give our members a sense of democratic participation in the Co-op, would make their membership more meaningful and would be worth its weight in gold in terms of public relations, as the grants to local groups were announced each year, and the supporters of these groups became aware of the Co-op's support. All this in addition to the good done by the grants themselves.

I have been told that we already give substantial support to local groups in terms of donations of goods. That is quite worthwhile but this proposal would provide for member participation in choosing the groups we support. The FBFC subscribes to the International Cooperative Principles, the second of which states that cooperatives are democratic organizations controlled by their members, who actively participate in setting policies and making decisions. This program would empower our members to make decisions—not about the store itself, but it would be a small step towards real democratic governance.

I have been bringing this proposal to a succession of boards for about twenty years, to no effect. At one point a director was assigned the task of finding out if any other co-ops were doing this. When she reported that she had not found any, that was the end of the conversation. I feel that the boards in the past have suffered from a lack of vision and imagination and perhaps passion for the cooperative movement and its role in addressing the terrible state the world is in today. We should not be afraid to do something just because no one else is doing it.

I feel that these two proposals are very worthwhile, but there is a third and much more important reason for placing them on the ballot, which is that what the FBFC needs more than either of these is an actual exercise in democratic governance, which we have not had since 2007. Since then, our members have not been asked to make any decisions other than electing board members and approving bylaws changes. In my view, a co-op without real, active democratic governance is a cooperative in name only. We should aspire to be something more than a really good natural foods store with a great jobs program. In this critical period of history, a cooperative should be a shining example of real democracy in a society where democracy is under attack and democratic governance is generally corrupted and non-functional. Our members need to be making real substantive decisions about the nature of the Co-op and the store, and expressing their collective wisdom through a democratic process.

I have twice before engaged in this exercise of placing questions on the ballot through petitions of members. All but one of those questions were approved by the members and then were summarily ignored by the Board of Directors and management, as if they had never been voted on and passed. That was frustrating, but I could see no recourse. The Board did not feel that it needed to offer even an explanation of why it was going to ignore decisions made by the members of the Co-op.

Cooperatives are chartered with the state under corporate law, and members of the cooperative (now called “owners”) are seen, in the law, as shareholders. In corporate law, shareholder resolutions are advisory only, and can be simply ignored by the board and management of the corporation, and they usually are. This makes a mockery of the second international cooperative principle—democratic governance. In a real democracy, a decision made by its citizens, through the ballot, should be respected and carried out. It is unfortunate, in my view, that cooperatives are chartered under corporate law.

In this instance, I would hope that the present board and management would respect and carry out the decisions of the members, but I feel that I have a responsibility here to find a way to make democracy meaningful, not just an expression of opinion. So, to that end, when someone signs a petition to put a question on the ballot, I will explain to them what has happened in the past, and ask if they would be willing to sign a pledge that they would actively participate in a boycott and picket of the

store if the decisions of the members are not carried out. This may seem extreme, but I can think of no other recourse to insure real democracy at the FBFC.

But actually, I do hope and expect that the board and management of the Co-op will be passionately supportive of the cooperative movement, its potential role in today's crisis of democracy, and in democratic governance at the FBFC, and will be out in front of the store helping to gather signatures for these petitions.

Someone suggested that I speak with the Board and Bobby beforehand and ask if they would respect a decision of the members. But would that be democratic governance, to ask permission for a decision of the members to be respected? No. In a democracy, and in this co-op, a vote of the members should be the sovereign authority, not a request. Otherwise, if a vote of the members can be ignored, that makes a mockery of democratic governance.

In this society, and world-wide, we are facing a crisis of democracy. Citizens of the nominally democratic countries have become comfortable and apathetic. Democracy has languished due to lack of interest on the part of citizens and is threatened by powerful corporate interests. How can we expect democracy to flourish anywhere if we can't make it work at the food co-op? But it is largely non-functional at the FBFC because our members and customers are mainly rather affluent shoppers who can afford to shop anywhere, and are apathetic about the cooperative because they have no real stake in it or in democratic governance, although they like the idea of belonging to a cooperative. It's not like a food buying club in the 1970s with almost no overhead, very low prices and where all the labor was supplied by the members. Then, the members had a real stake in the co-op. Our members today do not have that stake, but if they had the right to actually participate in making decisions about the Co-op, or deciding where grant money would go, that would give them a different kind of stake, and would make membership more meaningful to them. Our members are well informed people who see the crisis this planet is facing, and would welcome any opportunity to make real steps toward addressing its problems. They would be glad to do this through the FBFC, and the steps I am proposing would increase their support for the Co-op and would also make the Co-op more successful financially and in every way. The one percent to local non-profit groups would be very valuable to the Co-op, and deciding which groups would receive grants would give members a real sense of participation in a worthy common effort.

I feel that the idea of this store being a cooperative, owned and controlled by its members, has eroded over the decades, and co-op membership now serves mainly as a marketing ploy. This has happened because our members, unlike the people who started the food buying club in 1975, don't need inexpensive food, and they can go elsewhere to get natural and organic foods, or foods such as brown rice that were not commonly available then. Most of our customer base has, to some extent, drifted off to the big stores such as Earth Fare or Whole Foods. What can we offer that they can't? Apparently today's shoppers don't need "affordable" food anymore, and don't have the time or interest to be worker members. But we can offer one percent of gross sales to local non-profit groups that would be selected by a vote of our members. The big stores can't offer that because they don't have members, certainly don't want democratic governance, and are too obsessed with profits to give up even one percent of gross sales. Cooperatives are in a unique position to undertake this kind of program.

