

DRAFT MINUTES

FBFC Board of Directors Meeting 07-20-17

Meeting started at 5:33 pm and ended at 8:03 pm.

Board members present: Danielle Goldstein (President), Josh Littlejohn (Vice President), Bob LeRoy (Treasurer), Jennifer Heeder (Secretary), Alanna Hibbard, Pauline Heyne, Kelly Fain, Josh O'Conner, Paul Gallimore, Stephanie Swepson-Twitty

Board members absent: none

Daav Wheeler has exited the Board.

Others present: Bobby Sullivan, General Manager (GM); Clare Schwartz, Outreach Coordinator; Sage Turner, Finance Manager/Project Manager; Jean Karpen, Board assistant; Owners – Rusty Sivils, Diana Davidson; visitor – Traci Reinartz

Meeting Summary:

- Voting updates, ballot counting
- Ballot counting procedure
- Development committee discussion
- Board calendar
- Monitoring reports reviewed and approved – B2, B7, and B-8
- Executive Session held

Calendar Dates:

- August 12 – Truckload sale
- August 24 – Community Appreciation Day

Approve agenda: Approved w/ one change – switch development project update and Board calendar revamp.

Approve minutes of 6-15-17 approved two corrections: 1) under “Brainstorming marketing/advertising ideas,” 12th bullet, define “other cooperatives” by adding (such as Firestorm and Credit Unions), and 2) remove Aug. 9 Finance Committee meeting from the calendar. Financial issues will be discussed at Board meetings.

Owner Comments: Traci Reinartz – spoke about antidiscrimination policies in our bylaws as well as the store policy. Though our policies are quite broad, our bylaws section regarding this may need updated language. This would require an owner vote and could be accomplished at our 2018 annual meeting. Traci shared examples of inclusive policies from other companies. Bobby will update our store policy right away.

Rusty – Appreciates the new shelves at the magazine area outside, and will add to the book shelves from time to time as needed.

Voting:

- Send e-blast to owners to raise awareness and understanding of the referendum.
- Josh O will craft wording for an e-blast (marketing/PR piece) to give further information as to why the Board supports this referendum. Keep language simple. Should contain explanation of B-corp or give link to examples of B-corps. Include reminder to vote. Include a co-op email address for questions.
- Ballot contains only the explanation about changes from wording presented at the annual meeting.
- Also need Facebook post & signage in store. Bobby will do this.
- Bob will compile a list of coops who have successfully used alternative shares in expansion projects.

- Consider “tabling” in the coop, signage at eye-level at entrances, have worker owners approach shoppers as they check out to encourage voting.
- In future, use simple language, reduce complexity of the ballot.
- Some owners did not receive ballots by mail.
- Strategies for next year - important to start voting process early. Revive election process calendar. Create an annual meeting committee. Break down tasks; identify staff roles & Board roles – Board plans; staff executes.
- Suggestion to do marketing on social media around applying for Board. Board members help with crafting language for social media promotions.
- Suggestions – social event for potential candidates, wine & cheese event to meet the candidates, host an event “interested in becoming a Board member?”, meet on a different day to engage people who may not be available on Thursday nights.

Ballot counting: To improve transparency of the process, consider having a Board rep and possibly a worker owner to observe the counting process. Suggestion to ask any owner, not just a worker owner to observe. Give work credit. Board president could appoint someone to observe (for example, a Board member who is exiting the Board). Ultimately, The Board must certify the results. For this year, Josh O will observe.

Development Committee (DC): Sage distributed updated information regarding the expansion project.

- Board’s role is to vote on the change of assets or the change of debt.
- DC will bring to the Board a proposal that includes financial liability, site planning, project scope.
- DC will make a large portion of major decisions.
- We put trust in DC to flesh out details. Individual decisions will be made between Sage & DC.
- All agreed, we need to formalize a timeline for DC process, set regularly scheduled meetings.
- DC will process all info & make a recommendation to the Board for final decision.
- Need a pro forma that works before we spend a lot more money redesigning; there is a gap between what we want and what we can feel we can afford.
- Re-open RFP process? Some developers who were not available before may be available now.
- The city needs housing now, so we’re considering putting housing in Phase 1.
- Do we have consensus from owners about housing?
- In order to do housing, we will need financial help from the city.
- We have to look at feedback from owners as we see what’s feasible.
- Need to give owners info about costs – to explain what’s feasible and what isn’t, etc.
- Owners want a balance between sustainability/environmental concerns and financial feasibility.
- There are historically 3 threats to the coop –1) parking issues, 2) problems of scale, and 3) downtown is becoming less appealing, less accessible.
- We can scale back and preserve the character of the store as it is.
- Pauline will set DC meeting schedule.

Board Calendar: Jennifer will keep the calendar up to date. Discuss next month if needed. Items to be included in calendar:

- January – begin planning for annual meeting and Board candidate matters.
- Milestones for GM contract
- By March, 2018, list of roles & responsibilities for annual meeting

Miscellaneous: We need to establish an Annual Meeting committee and create a charter. It was suggested that, since it's more of an operational committee, either Bobby or Clare should be chair.

Pauline will plan welcome/orientation for new Board member Adam Bowers.

There will be no ice cream social this summer.

Ballots will be counted soon, possibly on Sunday, August 6, 2017.

Monitoring Reports: B2 Planning and Budgeting, B7 Communication to the Board, and B8 Board Logistical Support were reviewed and found to be reasonable and acceptable. Will have a more complete discussion of budget next month, when we have budget-to-actual figures. It was suggested that Bobby keep a separate ongoing ledger of just the development project.

Executive session was held to discuss personnel.

Agenda items not covered or unfinished: Board-staff-management relations during expansion

Additional items for next month's agenda:

Next meeting will be August 17, 2017 at 5:30 pm.

Jean Karpen, Board Assistant