

## DRAFT MINUTES

FBFC Board of Directors Meeting 8-17-17

Meeting started at 5:34 pm and ended at 7:56 pm.

**Board members present:** Josh Littlejohn (Vice President), Jennifer Heeder (Secretary), Josh O’Conner, Paul Gallimore, Adam Bowers

**Board members absent:** Danielle Goldstein (President), Bob LeRoy (Treasurer), Pauline Heyne, Kelly Fain, Stephanie Swepson-Twitty

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

### **Meeting Summary:**

- We did not have quorum tonight, so no binding decisions were made.
- Welcome new Board member Adam Bowers
- Discussion of election results
- Discussion of owner emails regarding operations
- Recommend the Development Committee be an operational committee, Sage to chair
- Discussion of Board officer elections/roles
- Bylaws antidiscrimination clause to be updated

**Approve agenda:** General agreement with agenda as presented, change as needed due to lack of quorum.

**Approve minutes of 7-20-17** discussed.

**Owner Comments:** At a prior Board meeting, there was concern about the number of ballots for this year’s election. If there were an item on the ballot asking members to vote on how to disburse money to local nonprofits, it may encourage more voters. With only 2 candidates and one referendum (not fully understood by some owners), there was not much incentive to vote.

**Welcome Adam Bowers to the Board.** Adam has been working with the coop through LEAF and is eager to lend his expertise (fundraising, work on organic farms, community-minded) to our development project. Other Board members briefly shared their roles and experiences with the co-op.

**Recent election:** For this election cycle, 125 valid ballots were counted. Election results were discussed. After discussion, consensus is that we do not need to re-do the election. The annual meeting specifically addressed the referendum and owners were given the opportunity to ask any clarifying questions. At the September Board meeting, we will decide about accepting these election results. Rusty made a good point in suggesting that owners have input, via ballot, as to how donations are distributed.

Discussion about seeking candidates for Board positions: For the current vacancy, we need to appoint someone who will complement the talents we need based on what we know is coming – diversify our strengths. Want applicants to show initiative. Bobby will check the website to make sure it is clear that owners may apply at any time and will solicit owners to apply.

### **Owner emails to Board members about operations:**

- In the event of a complaint from an owner regarding operations, a Board member could respond briefly by saying, “Thanks for your feedback,” then notify Bobby of the issue.

- Once the issue is resolved, Bobby will notify the entire Board about the issue. Resolution could be included in the GM FYI report to the Board.
- If the issue is not resolved with Bobby, then it becomes a Board concern.
- Bobby sent a document with guidelines on how to handle this type issue. Such issues should not be discussed with other staff members.
- As always, owners are welcome to make comments at Board meetings.

**Development Committee (DC):** Consultant Jade Barker recommends the DC not be a Board committee, since it is operational. After discussion, it was agreed that the DC will be an operational committee with Sage as chair.

There are decision points for the Board which are not operational: 1) taking on debt, and 2) buying or selling assets. It has been very helpful having Board members involved (Josh L, Josh O, Bob) who have specific knowledge and complementary experience. The Board continues to have a role in advising the GM and can make recommendations.

**Miscellaneous:**

- Bobby met with a business person (daughter of an owner). They discussed ideas for greater owner engagement. One idea is to reach out to new people moving here since they are generally interested in natural foods. They plan to follow up on this discussion.
- It would be good to find a venue in which to publish information about how tourism is negatively affecting some downtown businesses.
- Suggestion – set up a webcam for the co-op parking lot and/or cash registers so shoppers can see when we are busy and can shop at a quieter time. For example, Saturday mornings are not crowded; if people knew this, they might choose to shop during that time.
- Suggestion to advertise that we have half-price hot bar items after a certain time.

**Board Officer elections/roles:** Board officer elections typically occur in September. Danielle will step down as president in September. There was a suggestion to use sociocracy to choose new leadership. (Sociocracy – an election process where all voters have input - nominations, statements in favor of candidates, discussion, decision). Some feel it is not needed in this group; we all feel heard. Sociocracy works well in groups where members don't feel heard. No decision tonight.

Danielle instituted a “go around” system so everyone may speak. All agreed, we want to keep that trend.

**Anti-discrimination clause in bylaws:** This section of the bylaws needs to be updated. It will be a good public statement - an opportunity to promote our values to the public. Agreed to ask Bob to start reviewing this section of the bylaws. Josh O will work on simplifying the language, if needed.

**Monitoring Report:** B1 Financial Condition will be reviewed next month.

**Agenda items not covered or unfinished:**

- Monitoring Report B1
- Approve July minutes
- Consider recommendation to validate election results
- Board officer roles/vacancies

**Next meeting will be September 21, 2017 at 5:30 pm.**

Jean Karpen, Board Assistant