

Fairbanks Community Cooperative Market dba “Co-op Market Grocery & Deli”
 Board of Directors Meeting Minutes
 Date: December 10, 2018

1. Call to Order/Roll Call
 - a. Board directors: Anduin McElroy called the Fairbanks Community Cooperative Market Board of Directors (Board) meeting to order at approximately 6:00 p.m. at the Literacy Council of Alaska, 517 Gaffney Road, Fairbanks, AK.
 - b. Attendees: Anduin McElroy – Chair, Mary Christensen- GM, Jodi Tansky- Secretary, Heather Conklin, Madeline Patterson-O’dell, Hilary Shook
 - c. Absences: Chase Nelson, Richard Seifert - Treasurer
 - d. Visitors: Brian Kassof, Shaun Sims – Retail Support Manager
2. Read Mission Statement: Jodi
3. Review and Adopt Agenda: Table FNBA line of credit to December, Table Annual Meeting Minutes Approval to December, Table Brian Kassof application to December
4. Owner Time: Hilary – Tundra Tonics just got approved by DEC and is excited to get their products into the Co-op.
5. November Minutes: Approved as amended with corrections.
6. Review November Action Items:

Date	Assignment Action Items with Timeline	Status
10/8/18	Chase, Rich, and Jodi will meet and arrange for mid-year evaluation for November/December.	In progress. Anduin, Heather and Jodi are the new committee.
11/13/18	Chase to follow-up with Tracy/Kristin on gift certificate and plaque.	Unknown.
11/13/18	Board to review 2019 Co-op Budget Inclusions and submit questions to Mary before final draft.	In progress. See committee section.
11/13/18	Standing Committees (Board Development, Executive Chair, Finance, Governance, Outreach) to meet and begin work on annual work plan.	In progress, See committee section.
11/13/18	Mary to re-send email on Budget explanation and upload current version of 2019 Budget Inclusions for Board to review.	Done.
11/13/18	Finance Committee to submit Board Compensation Plan and Board Budget to Mary before December meeting.	Rich drafted letter. Heather to review with Rich and submit to Mary.
GM Action & Non-Compliance Monitoring Report Items		

2/12/18	Mary to finalize application for FNBA loan for overdraft due to low cash on hand predicted for the end of December. Mary needs to ask about a personal guarantee and board resolution. Mary to send information to Board for an email vote before December meeting. Chase to monitor follow-up.	No email vote. Signatures from board collected. Resolution to be voted on tonight. Correction “line of credit”.
10/8/18	The Board requests Mary to outline a policy for “members in good standing” to meet Bylaws by February meeting.	Keep on until February.
10/8/18	The Board requests Mary to check on providing the full results of the Shoppers Survey and how often they survey will be conducted. Mary working with Kristin on this.	Mary to send email from Kristin.
11/13/18	Mary to ask Wegner about tax liability and patron dividends.	Keep on. Ask Wegner in January.

7. Announcements:

- a. Anduin – Please review your director bio on the Co-op website and submit any changes to Kristin.

8. Strategic Conversation: Anduin – Reviewed 2018 board strategic planning conversation/goals, 2018 board accomplishments and 2019 goals.

a. 2018 Accomplishments:

- Held several values/vision sessions to gain stakeholder input. Developed a set of values.
- Developed a board orientation manual, elections process
- Board involvement with loan rollovers
- Thorough GM evaluation
- 2019 Annual calendar
- Committee restructuring
- Outreach involvement

b. 2019 Goals:

Discussion: Hilary - We need to continue to work on strategic plan 1, 3, 5-year plan as the Co-op begins to look ahead. Create uniform board policies and procedures. Not put too much on our plate so we don't burn out directors. Committee development. Create a process for soliciting Jodi- finish orientation manual and work on Board Process Manual. Anduin- Get committees working strong outside our meetings. Mary- identify values, purpose and threshold criteria for new projects. Madeline – align our values with our purpose. Heather – committee communication between their work and communicating to the board (what needs discussion at meeting vs prior, etc)

- Fill board seats with good candidates
- Clearly define processes, standard operating procedures for the board
- Values/Purpose – threshold criteria (5-10yr plan)
- Strategic Plan – Align plan w/ values and purpose
- Policies/procedures- Board Governance
- Committee development - All
- Communication Process – All/Retreat topic
- Retreat – operations/committee; education/training

c. Values: Mary, Anduin and Hilary met and reviewed the 6 values distilled in September from vision sessions and member feedback. They felt they did not reflect Co-op operations, and chose the following: service, sustainability, cooperation, equity.

Discussion: Madeline voiced that she felt “autonomy” should be considered and wanted to know about the tabletop feedback from the Annual meeting. The feedback has gotten misplaced. Jodi commented that we should consider using owners’ input in the formation of the values and their definition. Committee needs further discussion on the direction of choosing the values, their definition, vision that represents the Co-op to present in January.

9. Committee Reports:

- a. Board Development: Jodi – We have two applicants and one interested owner for the two open seats. The committee is recommending: 1) attendance of board meeting 2) Co-op orientation session 3) submit an application. We are focusing on candidates who identify with our Co-op model and culture. We recommend Art Gelvin and Brian Kassof to be voted on for appointment in January.
- b. Executive: No report.
- c. Financial/Audit: Heather, Chase, and Rich to submit edited Board Budget to GM. Mary states she has a board budget narrative.
- d. Board Governance: In process of GM mid-year evaluation.
- e. Outreach and Planning: Hilary chair and meeting this week to review tasks. Hilary to create owner committee application and work with Mary on “member in good standing” in February.

10. FYI Report:

- a. Monitoring Report Policy B9: Emergency GM Succession: Accepted In Compliance Policy B9 with recommendation of: adding “The DGM will attend no fewer than two, preferably four meetings per year.” to Operational Definition.
Discussion: A 6-week training turned into 1 week for the Designated General Manager (DGM). Shaun, DGM, commented that it would be helpful to attend more meetings to understand the flow and expectations of the GM role at board meetings.
- b. Monitoring Report Policy B4: Treatment of Customers: Accepted In Compliance with acknowledgement for GM to 1) update table 2 for accuracy 2) ask Wegner about equity write off on outstanding members.

11. Board Decisions:

- a. Annual Meeting minutes: Anduin motioned to table approval of annual meeting minutes to January. Requests GM comments on responses to member questions.

b. FNBA Line of Credit: Approved unanimously. GM to submit signed resolution with application.

12. Closing:

a. Review Action Items (Decisions, Tasks/Assignments)

Board Decisions		
<ul style="list-style-type: none"> - Accepted Policy B9: Emergency GM succession with recommendation for operational definition - Accepted Policy B4: Treatment of Customers 		
Date	Assignment Action Items with Timeline	Status
10/8/18	Chase, Rich, and Jodi will meet and arrange for mid-year evaluation for November/December.	
11/13/18	Chase to follow-up with Tracy/Kristin on gift certificate and plaque.	
11/13/18	Board to review 2019 Co-op Budget Inclusions and submit questions to Mary before final draft.	
11/13/18	Standing Committees (Board Development, Executive Chair, Finance, Governance, Outreach) to meet and begin work on annual calendar planning.	
12/10/18	Outreach Committee to discuss Values and report to board in January on 1) Defining values 2) Define vision.	
GM Action & Non-Compliance Monitoring Report Items		
10/8/18	The Board requests Mary to outline a policy for “members in good standing” to meet Bylaws by February meeting, including time limits on payment of equity and a process for monitoring.	
10/8/18	The Board requests Mary to check on providing the full results of the Shoppers Survey and how often they survey will be conducted. Mary working with Kristin on this.	

11/13/18	Mary to ask Wegner about tax liability and patron dividends.	
12/10/18	Mary to respond to comments in the Annual Meeting minutes.	
12/10/18	Mary to ensure updated board application is on the website and located at Customer Service.	
12/10/18	Mary to clarify with Craig Partyka on owner loan rollover and report to board in January.	

b. Review next meetings topics: Policy B2: Planning and Budgeting, Policy B: Global executive constraint, 2019 Budget, Vote on Appointee board directors: Art Gelvin and Brian Kassof

c. Debrief/ Evaluate Meeting – Discussed possibility of having GM conducting a Operations/Finance Orientation for new directors and consider a Budget work session outside of meeting.

d. The next meeting will be held Monday, January 14th at 6:00pm, Literacy Council of Alaska. Potluck reception will be held at 5:30pm.

e. The meeting was adjourned at approximately 8:19 p.m.

Respectfully submitted,

Jodi Tansky
Fairbanks Community Cooperative Market
Board Secretary

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