

Fairbanks Community Cooperative Market dba “Co-op Market Grocery & Deli”
 Board of Directors Meeting Minutes
 Date: May 13, 2019

1. Call to Order/Roll Call

- a. Board directors: Hilary called the Fairbanks Community Cooperative Market Board of Directors (Board) meeting to order at approximately 6:09 p.m. at the Literacy Council of Alaska, 517 Gaffney Road, Fairbanks, AK.
- b. Attendees: Mary Christensen- General Manager, Jodi Tansky- Secretary, Hilary Shook – Vice Chair, Brian Kasso, Art Gelvin, Anduin McElroy – Chair (call-in)
- c. Absences: Richard Seifert – Treasurer, Madeline Patterson-O’Dell, Chase Nelson
- d. Visitors: None.

2. Read Mission Statement: Art

3. Review and Adopt Agenda: Add Madeline resignation under Board Decisions.

4. Owner Time: No owners present. No directors had feedback from owners.

5. March and April Minutes: March minutes were not able to add more information on Carolee Coulter’s report. Corrections: Hilary was present by calling in. Brian to amend and resubmit for next meeting. April minutes approved.

6. Review April Action Items:

Date	Assignment Action Items with Timeline	Status
2/11/19	Board Governance Committee to review and consider condensing format of monitoring reports.	Mary located a new format and will implement. Wonderful layout. Done
3/11/19	Anduin and Madeline to coordinate work on the Seedling Swap.	Madeline to complete further tasks required and host on 6/1.
4/8/19	Board Development to send Board Exit Survey to Heather Conklin.	Not done. Should we send to all directors who have left within the last year? Yes – unanimously. Art and Hilary have
GM Action & Non-Compliance Monitoring Report Items		
11/13/18	Mary to ask Wegner about tax liability and patron dividends.	Done. Wegner said we are a ways away from being able to do this.
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.	Done. See FYI
4/8/19	Mary to update Ends Report with additional figures and to include Core Ideology and Vision.	Not done.

7. Announcements:
 - a. Anduin appreciated our Co-op while traveling down in the lower 48.
 - b. Hilary announced the Truckload Sale this weekend. Thank you to all the directors who signed up.
 - c. Art recently attended the Foraker Leadership Conference and thought the Co-op Board could benefit from their trainings. Art would like to share with directors when he finishes a summary of the event.
 - d. Hilary discussed director workloads and timelines. If we consistently aren't meeting deadlines we need to ask ourselves if this is the right timeline or workload for us.
8. Wegner Financial Review: GM unable to make arrangements with Wegner contact. Tabled to July.
9. Committee Reports:
 - a. Board Development: Jodi - election process and board orientation being two big projects. Hillary volunteered for committee. Work will focus on election timeline, member in good standing. Craig Partyka recommended a 3 year grace period for past employees because of the statute of limitations for Alaska, that will be added to the application. Board Exit surveys to be sent. Election application needs update.

Discussion: We can change our workload to help out this committee since Outreach is slowing down. We have two big projects coming up that multiple people could contribute towards. Elevator pitch on being a director should be created. Our bylaws state the directors hold their office until it is filled or their term is expired. We have been generous in the past allowing directors to resign without holding them to this. Majority agreement we should uphold the Bylaws.
 - b. Executive: No report.
 - c. Financial/Audit: Art – We are going to meet quarterly basis.

Discussion: GM reports on quarterly financials 6 weeks after the end, and will meet to review financials on behalf of the board. Questions asked about need for full audit and timing. NCG standard recommends a full audit when the GM changes, or expansion is planned. The cost is estimated at twice the amount as a review. GM requests that we do it on an off year of the Staff Survey. GM believes it is not necessary at this time and is not a good way to spend money. The Treasurer requests a full audit to be conducted next year, 2020.
 - d. Board Governance: Jodi – Reviewed GM Evaluation process. GM evaluation will be discussed later. The new expectations for the 2019-2020 Evaluation will be requested by June.
 - e. Outreach and Planning: Hilary- We have not met due to many events we have planned on. Committee and marketing need directors to be actively volunteering at Outreach events and to actively recruit members. Seedling Swap is June 1st. October 19th is the Annual Meeting. Story of Co-op video was going to try to be done for the 10-year anniversary, however the cost would be ~\$3,000. This was out of budget for this year. Annual Meeting SOP drafted and needed feedback. Committee wanting Todd, our consultant, to weigh in and help with the strategic planning workshop. JP Jones is secured for our event. Need a speaker to have at event.
 - f. Discussion: Board requests advanced notice for outreach events. Several directors felt that while membership was important, it is not the focus of the events. Every director is responsible for knowing how to pitch for membership recruitment. We can

always hold membership drive events which are separate. Strategic Planning workshop will be delayed after the election.

10. FYI Report: GM reported Andrew Crow notified us that the Co-op received a grant from the Small Business Center at UAA, to pay for our CDS consulting. May Truckload Sale process explained for volunteering directors. GM is looking into working with getting local bison sold in our stores. The logistics of meat processing and packaging is complicated but is hopeful to get the product into the store. NCG is sending a meat specialist to help reset the meat case and get in more products.

a. Discussion: Directors requests to see the sales growth breakdown table on the FYI report or on the quarterly report to look for trends. Budget questions about recently bought shelves vs. low cash on hand. GM reported budget had included pricing for new endcaps that was used for the If Only shelving bought. How can we compete with bulk seafood with Costco? Art suggested looking into Favco Seafood Wholesaler to help boost meat department. GM reminded directors of opportunities for members to join the Sitka Seafood Co-op, who advertises in our store. Directors concerned on not meeting margins. GM to consult with NCG and Retail Manager to work on this focus.

11. GM Monitoring Reporting: Approved Policy BI: Financial Condition Q1 with acknowledgment of BI-1, BI-2, and BI-4.

- a. Discussion: GM complimented on improvement on graphing 3 years of financials.
- b. Work place misconduct policy needed more time to review by board, extended to May 27th. The Board requests GM to add language addressing gender identity and expression under wrongful conduct. Brian to send GM information on examples of language.
- c. Member in Good Standing document needs review

12. Board Decisions:

- a. Madeline Resignation tabled to next month. Board with like to contact her before making a final decision.

13. Closing:

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

Board Decisions		
<ul style="list-style-type: none"> • Approved Policy BI: Financial Condition Q2 with acknowledgement • Tabled Wegner Independent Review to June • Tabled Madeline's Resignation to June • Tabled March Minutes to June 		
Date	Assignment Action Items with Timeline	Status
4/8/19	Board Development to send Exit Survey to Heather Conklin and the past year departed directors (Stephen, Ann Marie, Tracy, Heather).	

6/7/19	Outreach requests for directors to review Annual Meeting schedule on Dropbox by May 27 th .	
6/7/19	Board Development to schedule work on election application and process. Input to be solicited for Board orientation manual.	
6/7/19	GM would like the Board Directors to review work conduct policy and members in good standing by May 27 th .	
GM Action & Non-Compliance Monitoring Report Items		
4/8/19	Mary to update Ends Report with additional figures and to include Core Ideology and Vision. The Board requests the Ends Report information be shared with the owners in written form (press release) within 2 months.	

- a. Review next meetings topics: B3: Asset Protection, GM contract/compensation
- b. Debrief/ Evaluate Meeting: “Good”
- c. The next meeting will be held Monday, June 10th at 6:00pm, Literacy Council of Alaska. Potluck reception will be held at 5:30pm.
- d. The meeting was adjourned at approximately 7:35 p.m. and went into executive session for GM Evaluation discussion.

Respectfully submitted,

Jodi Tansky
Fairbanks Community Cooperative Market
Board Secretary

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