

Fairbanks Community Cooperative Market dba “Co-op Market Grocery & Deli”
 Board of Directors Meeting Minutes DRAFT
 Date: August 12, 2019

1. Call to Order/Roll Call
 - a. Board directors: Anduin 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, Jodi Tansky – Secretary, Mary Christensen- General Manager, Brian Kassof, Art Gelvin, Richard Seifert – Treasurer, Madeline Patterson-O’Dell (by phone)
 - c. Absences: Chase Nelson
 - d. Visitors: None
2. Read Mission Statement: Brian
3. Review and Adopt Agenda: Add to board decisions, “Discuss Dunleavy Recall”
4. Owner Time: Jodi reported that from an owner the special order request process was improving. Anduin heard from an owner who mentioned, “Every time I go there, I find something new”. Hilary heard from an owner who visits nearly every day during the work week because he can get in and out in 15 minutes and everyone seems so happy.
5. July Minutes: Added the date for the next meeting to page 3. Minutes approved with corrections. Rich thanked Jodi for timely and accurate minutes.
6. Review July Action Items:

Date	Assignment Action Items with Timeline	Status
6/7/19	GM would like the Board Directors to review work conduct policy and members in good standing. Brian to send suggestions to Mary on gender identity.	Keep on. GM unable to work on at the moment.
7/8/19	Art to create Doodle poll for directors on Board meeting dates and times so Executive Committee can start looking for new venues for monthly board meetings.	Done. Discussion later about board meeting scheduling.
7/8/19	Jodi to inquire at Hale & Associates about D&O Insurance – Does our policy cover board directors for unpaid Co-op taxes?	Not done. Keep on. Jodi and GM to inquire. GM to allow for secretary login to access D&O information.
7/8/19	GM to meet with Finance committee re: rollover eligible owner loans.	In progress.
7/8/19	Board Development to make policy recommendation to Board Governance re: elections	Discussion later in committee report
7/8/19	Board Development to conduct email vote on Election Application & packet before end of August.	Discussion later in committee report

7/8/19	Jodi to create Action Items folder that will move with the meeting folders to hold items needed for action items of the month.	Done.
7/8/19	Jodi to confirm with Anduin re: moving into Seat I (1 year term) this coming election cycle. If yes, Art will run for 3 year election term.	Yes, Anduin will move into Seat I, and step-down from Chair position.
GM Action & Non-Compliance Monitoring Report Items		
4/8/19	The Board requests the Ends Report information be shared with the owners in written form (press release) within 2 months.	GM to talk to Marketing. Check in August. See FYI report.

7. Announcements: None

8. GM Monitoring Reporting:

a. Policy B1: Q2 Financial condition: Accepted Policy B1 in compliance except for B1.1

Discussion: CoPos vs Actual margin reviewed by GM to Board. Department margins goals are the focus of the GM to help increase sales. GM working on pricing to cover shipping costs and keep products affordable.

b. Tabled Policy B5: Treatment of Consumers to September

Discussion: GM updated policy with Board Governance committee recommendations (ie. ratio of owners/shoppers - varies per season per GM and B5.3 from original template policy that had fallen off and add GM interpretation/operational definition). Engagement at the register by clerks increases ownership numbers.

c. Policy B8: Board logistical support – Approved with amendments

Discussion: Brian added corrections of his, Art and Hilary's first official meeting date. Chair and GM were unable to meet before report due to discuss recommendations from the Board Governance committee. Chair and Secretary to discuss B8.1 during break and vote afterwards.

9. FYI Report: GM focusing on margins, pricing, and local and special products.

a. Discussion: Art discussed that the fair could be a good opportunity to capture more owners. It would not necessarily need to be staffed the entire time, but to show presence and discuss owner benefits. Hilary suggested upcoming AFN. The Board collectively agreed to become more public to raise awareness of the Co-op. Owner equity lower to \$10 from \$25 to help people in time of uncertainty. Good Standing will remain for those who make a \$5 payment within the last quarter. Dunleavy Recall – Board decided not to take a political stand on the Dunleavy Recall. Board would like to make supportive comments in the Annual Newsletter on how government cuts could impact Co-op owners, patrons, and food security. Rich, Anduin and Hilary to draft letter for the Annual Newsletter addressing the budget cuts and its potential effects on the Co-op.

b. Policy B8: Board Logistical Support – Approved in compliance.

Discussion: Anduin proposed an amendment to B8.1 table to show “yes” on all columns. Jodi asked GM to clarify definition of “administration support” of board. There is need for future board directors to make a clear distinction of duties that the GM is responsible for and the Board is responsible for. Anduin and Jodi want to look into a

Board/GM matrix that would outline duties accordingly. A request was made for administrative support to include emails and conference speaker phone. Anduin motioned to proceed with voting on the monitoring report, with acknowledgement that Board Governance revise this policy for next year.

10. Committee Reports:

a. Board Development: Jodi – Hilary and Marketing met. Election Process needs reviewed by Marketing. Application and Candidate packet completed, printed and on website. We did remove the “mandatory board meeting attendance” due to short notice of meetings left. Board encouraged to sign up for Eat and Greet, August 17 & 18. Candidate applications due August 30th. Please review Election Process. Anduin to write a section in the Annual Newsletter about her moving seats. Appointees will be on ballot for owner approval.

Discussion: Jodi recommends to start earlier on this process if we want to encourage candidates to attend a meeting; and in the future, publish our full process on the Co-op website. Marketing needs access to the shared DropBox elections folder for this process to work.

b. Executive: No report.

c. Financial/Audit: Art – Replotted financial reported and will meet with GM on recent financials and member loans. Look in September action items for the financials.

d. Board Governance: Art – Ask Hilary to start attending meetings. We are looking at Annual Calendar and request committee chairs to suggest amendments. Starting to review policies and make recommendations to GM.

e. Outreach and Planning: Hilary to encourage staffing Eat and Greet tables for the election. Annual meeting planning signup sheet coming up. Need suggestions for keynotes speakers. Ideas are Zero Waste Fairbanks, or local farmer and have treasurer review our financials. Art suggested Greenstar could do something in conjunction with Zero Waste. Jodi suggested invited local vendors to have a booth if space allows.

11. Board Decisions:

a. Board meeting scheduling- Anduin confirmed with Literacy Council on keeping the meetings the 2nd Monday of the month until Executive Committee explores other venues.

Discussion: Tuesday would be better for Madeline. Tuesday hard for GM. 3rd week would benefit GM for monitor reporting (affecting her quarterly). Communication/internet should be considered for the benefit of future board members. Executive committee to explore future options.

12. Closing:

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

Board Decisions
<ul style="list-style-type: none"> • Approved Monitoring Report B1: Q2 Financial condition with acknowledgement of non-compliance of B1.1 • Tabled Monitoring Report B5 – Treatment of Consumers to September; GM to add B5.3 operational definition and interpretation • Approved Monitoring Report B8: Board Logistical Support in compliance with acknowledgement of amendments to B8.1

<ul style="list-style-type: none"> Board will continue to meet at the Literacy Council until Executive Committee makes a recommendation for another option. 		
Date	Assignment Action Items with Timeline	Status
6/7/19	GM would like the Board Directors to review work conduct policy and members in good standing by May 27 th . Brian to send suggestions to Mary on gender identity. Make suggestions and changes by 6/17/19.	Keep on. GM unable to work on at the moment. Please comment by next month, August. GM and Brian to work on document review.
7/8/19	Jodi to inquire at Hale & Associates about D&O Insurance – Does our policy cover us for unpaid taxes?	Jodi and GM to follow-up on tax questions
7/8/19	GM to meet with Finance committee re: rollover eligible owner loans.	Keep on.
7/8/19	Board Development to make policy recommendation to Board Governance re: elections	Keep on.
8/12/19	Anduin, Rich, and Hilary to work on Board letter for Annual Report	
8/12/19	Anduin to send out candidate prospective list to board	
8/12/19	Board Governance needs input on 2020 calendar from committee chairs. Draft in Action Item folder.	
GM Action & Non-Compliance Monitoring Report Items		
8/12/19	GM to add operational definition and interpretation to B5.3 policy. Tabled approval of B5 to September.	

- a. Review next meetings topics: B7: Communication to the Board, B5: Treatment of Consumers, Candidates attend meeting
- b. Debrief/ Evaluate Meeting:
- c. The next meeting will be held Monday, September 9 at 6:00pm, Literacy Council of Alaska. Potluck reception will be held at 5:30pm.
- d. The meeting was adjourned at approximately 8:16 p.m.
- e. Upcoming Events:
 - August 17-18: Eat and greet (Owner Appreciation days)
 - August 30: Candidate applications due
 - September 18 and 19th are Ballot Stuffing Days

Respectfully submitted,

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Jodi Tansky
Fairbanks Community Cooperative Market
Board Secretary

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