

Fairbanks Community Cooperative Market dba “Co-op Market Grocery & Deli”  
 Board of Directors Meeting Minutes DRAFT  
 Date: September 9, 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 6:05 p.m. at the Literacy Council of Alaska, 517 Gaffney Road, Fairbanks, AK.
  - b. Attendees: Anduin McElroy – Chair, Brian Kassof, Richard Seifert – Treasurer, Chase Nelson, Mary Christensen- General Manager, Art Gelvin, Jodi Tansky – Secretary, Madeline Patterson-O'Dell
  - c. Absences: Hilary Shook
  - d. Visitors: None
2. Read Mission Statement: Madeline
3. Review and Adopt Agenda: B8 was tabled to this month and not on agenda.
4. Owner Time: Art gave out two applications at the Eat and Greet. Anduin spoke to an owner today about local Mid-State meats being sold at Co-op Market. GM reported that an owner commented on the cool temperature of the store. Typically grocery stores are kept cooler.
5. August Minutes: Table approval to October. Jodi has multiple revisions to be made.
6. Review August Action Items:

Date	Assignment Action Items with Timeline	Status
6/7/19	GM and Brian to work on gender identity language in work conduct policy.	Keep on.
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. GM to allow online access to secretary for D&O insurance.
7/8/19	GM to meet with Finance committee re: rollover eligible owner loans.	Done. Discussion in Board Decisions.
7/8/19	Board Development to make policy recommendation to Board Governance re: elections	Keep on
7/8/19	Board Development to conduct email vote on Election Application & packet before end of August.	Discuss later in committee reports
8/12/19	Anduin, Rich, and Hilary to work on Board letter for Annual Report	In progress.
8/12/19	Anduin to send out candidate prospective list to board	Take off.
8/12/19	Board Governance needs input on 2020 calendar from committee chairs. Draft in Action Item folder.	In progress. Art updated and need input.

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.	Keep on.

7. Announcements: Happy Birthday to Richard. There are many outreach opportunities coming up to sign up for.

8. GM Monitoring Reporting: Tabled B5 – Treatment of Consumers and B7- Communication to the Board to October

9. FYI Report: GM reviewed past monthly store happenings.

Discussion: Seeing sales growth last week.

a. GM requested to table B5 and B7

10. Committee Reports:

a. Board Development: Jodi – One application received for 2019 candidates from Art Gelvin, whose term is ending and is seeking re-election. Hilary and Outreach met and decided to extend the deadline to today to people that had expressed interest. No applications received as of the meeting.

Discussion: Later in board decisions Anduin will proposed bylaw change for number of directors due to history of low candidate interest. Madeline expressed that she was not sure if she was on the committee, and to be made aware of meetings ahead of time if she is to be on.

b. Executive: Anduin – Her and Vice-Chair met and proposed to rework the Dunleavy letter for the Annual Meeting. Rich made a motion to not rework the letter, Jodi seconded. Anduin to continue to work on letter from the Board for the Annual Newsletter.

Discussion: Jodi suggested to include all members of the executive committee in the discussion before make a committee report.

c. Financial/Audit: Rich – see discussion on Loan

d. Board Governance: Anduin – All members met and reviewed B7 suggestions for GM. Anduin communicated those suggestions to GM.

e. Outreach and Planning: Brian – Committee discussed extending the application on behalf of the Board Development and suggesting a bylaw change of reducing directors from nine to seven. Signup for director to bring desserts.

11. Board Decisions:

a. LEAF Loan Resolution 6: The Board approved Resolution 6 to give authority to GM to pursue

Discussion: GM and board are concerned about cash on hand. Finance committee proposed a recommendation to apply and execute a loan up to \$300,000 LEAF loan to help pay off owner loans, which enables more cash on hand. Finance committee to review final numbers and make with Anduin and Hilary.

b. Bylaw amendment proposal:

c. Board candidate slate:

i. Confirm Appointment: Brian

ii. Confirm Candidate Slate: Art

12. Closing:

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

<b>Board Decisions</b>		
<ul style="list-style-type: none"> <li>• Tabled B5 and B7: Communication to the Board to October</li> <li>• Tabled approval of August meeting minutes</li> <li>• Approved Resolution 6: Leaf Loan that approves an application for GM to proceed with a LEAF loan with finance committee contingency.</li> </ul>		
<b>Date</b>	<b>Assignment Action Items with Timeline</b>	<b>Status</b>
6/7/19	GM would like the Board Directors to review work conduct policy and members in good standing by May 27 <sup>th</sup> . 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. Mary 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 Mary to follow-up on taxes questions. Keep on.
8/12/19	Board Governance needs input on 2020 calendar from committee chairs. Draft in Action Item folder.	In progress. Art updated and need input.
9/9/19	Anduin to draft explanation of director placement in the annual newsletter.	
<b>GM Action &amp; Non-Compliance Monitoring Report Items</b>		
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

- a. Review next meetings topics: B5, B7: Communication to the Board; B9:Emergency GM Succession, Candidates attend meeting
- b. Debrief/ Evaluate Meeting:
- c. The next meeting will be held Monday, October 14 at 6:00pm, Literacy Council of Alaska. Potluck reception will be held at 5:30pm.
- d. The meeting was adjourned at approximately 8:08 p.m.

Respectfully submitted,

Jodi Tansky  
Fairbanks Community Cooperative Market  
Board Secretary

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