

Fairbanks Community Cooperative Market dba “Co-op Market Grocery & Deli”
 Board of Directors Meeting Minutes
 Date: October 14, 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 6:01 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, Hilary Shook (call-in)
 - c. Absences: None
 - d. Visitors: Lauren Cerny Owner #4810
2. Read Mission Statement: Art
3. Review and Adopt Agenda: No additions or changes
4. Owner Time: Lauren Cerny voiced concerns about staff turnover, empty shelves, expired food, and interactions with management at the Co-op (see 7a for GM Response). The Board thanked Lauren for attending the meeting and making her voice heard. Madeline concerned about quality of broccoli on the shelves, re: culling by produce. Art had a question from about why they are not seeing Co-op feeds on Facebook. Jodi heard from an owner who was happy to see a change to the bylaws for less directors. Anduin received an email regarding clarification of her move from Seat A to I. Anduin and GM responded via email.
5. August and September Minutes: August approved with changes recommended by Brian to Section 9: Dunleavy Recall. September minutes approved.
6. Review September 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.	Brian emailed suggestions to GM. GM reviewed. Done.
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. Keep on. Jodi to follow up.
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. Keep On.
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. Keep on. GM and Marketing working

		on incorporating pieces into materials at the annual meeting.
8/12/19	GM to add operational definition and interpretation to B5.3 policy. Tabled approval of B5 to September.	Done.

7. Announcements: None
8. FYI Report: GM reviewed month at the store.

Discussion: Great to see more new members at the lower offer amount. LEAF suggested that we consider a 200,000 loan at 10yr amortization, with option to consider \$100,000 in a year or 18 months. Finance committee to discuss. Clarification: Plastic Reduction Task Force has a goal for 2025 for our project while NCG has a goal of 2023.

- a. GM Response to Lauren Cerny: (see point 4 on agenda)

Staff turnover: Turnover high in our industry, in our city, and hard to find quality employees. Wellness owner decided to stay with us versus a corporate job, which greatly benefits us. New grocery team leader and two new stockers starting tomorrow so the grocery staff will be full.

Produce/Shelves not stocked: Manufacturers have had out of stocks. The Co-op has been receiving expired goods from distributor.

Anti-Freeze box: Was not aware of it until Lauren made staff and management aware. The person who is selling Co-op potatoes is bringing in boxes and it was overlooked, unfortunately making its way to a customer.

Expired goods: Ongoing training with staff to conduct daily checks. We have processes in place to oversee this and it takes adequate staffing, which the Co-op is short on. TDL staffing is being utilized

Management interactions: GM responded to Board in regards to comments made by owner about not being receptive feedback.

Board requesting GM to reply to Lauren in a formal letter detailing processes and changes of operations that address her concerns. Rich reminded the Board that our job is not to oversee operations.

Discussion: Lauren Cerny Response: Madeline voiced concern of need for a Board response to the owner's comments. The Board appreciates and acknowledges the concerns brought forth by Lauren Cerny. The Board has asked GM to prepare a response to Lauren, which addresses operational concerns of the Co-op.

9. GM Monitoring Reporting: Tabled B7: Communication to the Board to November. Art concerned about lack of time to review reports. Reports uploaded last night and he was unable to prepare. Board encouraged reports to be submitted on time, Wednesday prior to meeting, for Board to adequately review the information needing a vote.
 - a. B9: Emergency GM Succession: Approved

Discussion: The Board made a recommendation last year to "add 'The DGM will attend no fewer than two, preferably four meetings per year.' to Operational Definition".

- b. B5: Treatment of Customers: Approved in compliance (3Y/0N)

Discussion: Anduin requests product recall number for 2019 in report. GM to inquire a system of reporting for recalls.

- c. B7: Communication to the Board: Tabled to November

10. Committee Reports:

- a. Board Development: Jodi – Has not done much since no new board directors expected this year. Planning to sit down with Art to separate out Board Orientation Manual and Board Policies and Procedures later this month.

Discussion: Jodi will pass on Secretary role to Art Gelvin at their meeting.

- b. Executive: Anduin – Had a conversation with Literacy Council regarding them wanting us to move to 5-7:30pm. Anduin will work with Executive committee to find alternatives for monthly meetings. Encouraged board to review the director roles and officer positions to discuss next month. Board needs to renew our Columinate (formerly CDS Consulting) contract for next month. If we renew tomorrow, we get a \$500 discount. See Board Decisions.

Discussion: Hilary to ask Joint Pipeline facility training. Jodi suggests approaching Sun Sprout Café or Alaska Small Business Center space on Bonita Ave.

- c. Financial/Audit: Rich –No report. Will meet when decision is reached on LEAF loan.
- d. Board Governance: Art - have not met, nothing to report.
- e. Outreach and Planning: Hilary - Directors please sign up for appetizers or desserts by tomorrow. Doors open at 1pm this Saturday at JP Jones Community Center for our 11th Annual Meeting. Eating starts at 3pm. Please plan to bring food and help setup at 1pm. Hilary to MC, Chase will be absent. We had a donation for 3 dozen cookies from Little Owl. Co-op kitchen staff preparing soup and salad. Email Hilary with questions/concerns. Jodi to lend coffee service setup and sandwich boards.

11. Board Decisions:

- a. Columinate Contract Renewal: Approved unanimously.

Discussion: \$7,000 annually. Art would like to see it used more this upcoming year. All Board agreed the relationship and mentorship from Todd Wallace has been invaluable for the growth and development of our Co-op.

12. Closing:

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

Board Decisions
<ul style="list-style-type: none">• Tabled B7: Communication to the Board to November• Approved B9: GM Succession

<ul style="list-style-type: none"> • Approved B5: Treatment of Customers • Approved renewal of Columinate (CDS Consulting) contract for \$7,000 		
Date	Assignment Action Items with Timeline	Status
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.
10/14/19	Jodi to add Board Exit Surveys returned to November action item	
10/14/19	Directors to email Anduin in response to officer and committee	
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. Keep on. GM and Marketing working on incorporating pieces into materials at the annual meeting.
10/14/19	GM to formulate response to Lauren Cerny owner concerns.	

- b. Review next meetings topics: B1, B7: Communication to the Board; Officer Elections
- c. Debrief/ Evaluate Meeting: Board thanked Jodi Tansky for serving her term on the board. The meeting was intense at times and good discussion amongst directors and GM came out of it.
- d. The next meeting will be held Monday, November 11 at 6:00pm, Literacy Council of Alaska. Potluck reception will be held at 5:30pm.
- e. The meeting was adjourned at approximately 8:14 p.m.

Respectfully submitted,

Jodi Tansky
Fairbanks Community Cooperative Market
Board Secretary