

Fairbanks Community Cooperative Market dba “Co-op Market Grocery & Deli”
Board of Directors Meeting Minutes
Date: November 11, 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 6:04 p.m. at the Food Bank, located at 725 26th Ave #101, Fairbanks, AK 99701
- b. Attendees: Anduin McElroy – Chair, Brian Kassof, Richard Seifert – Treasurer, Chase Nelson, Mary Christensen- General Manager, Art Gelvin –Secretary, Madeline Patterson-O'Dell, Hilary Shook
- c. Absences: None
- d. Visitors: Jeff Yarmen and Beth Cender
- e. Read Mission Statement: Brian Kassof

2. Review and Adopt Agenda: No additions or changes

3. Owner Time: Owners Jeff Yarmen and Beth Cender joined the meeting to expressed appreciation for the work that was put into the annual meeting, very supportive of the efforts to reduce plastic and trash associated in our food systems. Would like to voice concern about the presentation of Scott Mudge about local farms, because it is local raised, is it ethically raised? Would like to see certain level of standards of labels on the food items produced by local farmers.

Discussion:

Signage and labeling: As with large producers, labeling on local product would help inform the consumer, key words, natural fertilizer vs. chemical fertilizer, would like to see where the food comes from and how it is produced.

Farmer Information: Suggest a questionnaire for farmers who supply the local produce, have short bios about their farms and their growing practices, something that could be highlighted in the newsletter, placed on the website where more information can be found. A notebook could be place at the customer server counter that could hold the bios.

4. October Minutes: Fit formatting, letters should remain in the board file, and not a good policy not to put them on the website. Minutes are approved.

Annual Meeting Minutes: Tabled until December, edits need to be made.

5. Review October Action Items:

Board Decisions
<ul style="list-style-type: none">• Tabled B7: Communication to the Board to November• Approved B9: GM Succession• Approved B5: Treatment of Customers• Approved renewal of Columinate (formerly 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	Done
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.	Done

6. Announcements: Hilary will be out for December 16th.

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

- a. The GM has not updated item #3, the cash projection tool hasn't been updated since the LEAF loan disbursement.
- b. Concerned about item #10, Plastic Reduction Task Force.
Discussion: We have had several people (4) object to the switch from plastic to reusable utensils, who have walked out of the store without taking the food with them. Can't completely remove plastic utensils, should plan on offering both options and make it up to the consumer to choose. Compostable utensils could be recycled if there was a commercial composter here in Fairbanks.
- c. Chase asked about how the one year anniversary of Costco opening has an effect on the Co-op? It's one year now and there is negative sales growth each month.

Discussion:

From the time that Sam's Club closed and to when Costco opened, 2018 we had seen such huge sales growth, which comparing 2019 sales the store is seeing negative sales growth. Rich suggests that the negative numbers may not be as bad as it seems, since we are only comparing to our numbers to last year, what is real here? Chase suggests that the numbers for December 2018 and

December 2019 might be a better comparison due to Costco opening up in November. Art suggests that the NCG Monitoring spreadsheet with the charts will give us a long term view of how the store is performing long term.

8. GM Monitor Reporting: Policy B1 - Financial Conditions and Activities - Q3_ 2019

- a. The debt/equity ratio is in compliance for the first time.
- b. Brian asked the GM to discuss the EBITDAP a little further
Discussion: GM: The EDITDAP reflects the amount of cash on hand at the store. The large increase seen for Q2 is a result of the truck load sale, where we brought in a lot of cash. Working with the new 'buyers' at the store to learn not to buy too much product that takes time to sell. Working on teaching the buyers to understand that it takes time for items to be shipped that sometimes the perishables may have to be moved faster than planned due to expiration date.
- c. The GM reports compliance with all parts of this policy except B1.1 and B1.2.
 - i. The board voted unanimously to accept Policy B1 and agrees with the GMs plan to bring B1.1 and B1.2 into compliance.

9. GM Monitor Reporting: Policy B7 - Communication to Board: Tabled to December.

10. Committee Reports

- a. Board Development: Anduin – Summarized election results, Election Final Report: 16.5% quorum, 488 on line, 20 on paper, 508 ballots of 3070 eligible voters, Art Gelvin elected, Brian Kassof – approved, Anduin McElroy- approved. Bylaws also approved.
- b. Executive: Anduin – The Board, in concert with Kristin Summerlin, composed a letter about the health of the Co-op that was posted through social media as well as the website. Anduin composed a letter for the annual newsletter. On October 15th, the consulting contract with Columinate was renewed. October 18, Anduin presented on behalf of the board and the annual meeting, and on Oct. 27, Hilary and Anduin signed and submitted the LEAF loan documents.
- c. Financial/Audit: Rich – No Report.
- d. Board Governance: Art – the committee hasn't met formerly, Jodi and Art worked on transitioning the Secretary duties, as Jodi has stepped down from the board.
- e. Outreach and Planning: Hilary – Have not met due to the snow storm, proposed to start meeting regularly after January 8th, 2020. Planning on holding an after action report for the annual meeting, there is an opportunity to apply for grants, Anduin is planning on a blog post to announce new officers and say good-bye to Jodi. Jamie Hampton will talk to the board about Solarize Fairbanks as the December meeting.

11. Board Decisions:

- a. Officer Elections:
The Board approved the following officer appointments:
Chair: Hilary Shook
Vice Chair: Anduin McElroy

Secretary: Art Gelvin

Treasurer: Rich Seifert

b. Committee Appointments:

The Board approved the following committee assignments:

Board Development: Madeline Patterson-O'Dell - Chair, Anduin McElroy

Finance/Audit: Rich Seifert - Chair, Brian Kassof, Chase Nelson

Board Governance: Art Gelvin - Chair, Anduin McElroy

Outreach and Planning: Hilary Shook - Chair, Brian Kassof, Chase Nelson

Ad-hoc Committee for Solar Initiative: Hilary Shook, Brian Kassof, Rich Seifert

c. Meeting Date and Location Changes:

The Board approved the following changes:

The location of the monthly meeting will now take place at the **Fairbanks Food Bank, located at 725 26th Ave #101, Fairbanks, AK 99701.**

The date of the monthly meeting will occur on the third Monday of the month, beginning with the December 16th meeting.

12. Closing:

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

Board Decisions		
<ul style="list-style-type: none">• Tabled B7: Communication to the Board to December• Approved Policy B1 - Financial Conditions and Activities - Q3_ 2019• Approved Officer Elections and Committee assignments• Approved changes to meeting location, Fairbanks Food Bank• Approved changes to monthly meetings to be held on the third Wednesday of the month, starting with December 16th meeting.		
Date	Assignment Action Items with Timeline	Status
11/11/2019	Jodi to add Board Exit Surveys returned to November action item	Reach out to Jodi for exit Surveys - Art
11/11/2019	Board Development to get a thank you card for Jodi	
GM Action & Non-Compliance Monitoring Report Items		
11/11/2019	GM and Kristin to work on getting information together about Mugrage Farms	

- b. Review next meetings topics: B7: Communication to the Board; B4: Membership rights and responsibilities
- c. The next meeting will be held Monday, December 16 at 6:00pm, Fairbanks Food Bank. Potluck reception will be held at 5:30pm.
- d. The meeting was adjourned at approximately 7:45pm.

Respectfully submitted,

Arthur (Art) Gelvin
Fairbanks Community Cooperative Market
Board Secretary