

Fairbanks Community Cooperative Market dba “Co-op Market Grocery & Deli”
Board of Directors Meeting Minutes
Date: December 16, 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, Brian Kassof, Richard Seifert – Treasurer, Art Gelvin – Secretary, Mary Christensen- General Manager
- c. Absences: Hilary Shook – Chair, Madeline Patterson-O'Dell, Chase Nelson,
- d. Visitors: Jamie Hanson – Solarize Fairbanks
- e. Read Mission Statement: Rich Seifert

2. Review and Adopt Agenda: Agenda should read that the date is 12/16/2019 and location change to Food Bank, Jodi under committee should read Madeline

3. Owner Time: Jaime Hanson of Solarize Fairbanks, which is a non-profit that is working to bring solar to Fairbanks, (<https://akcenter.org/climate-clean-energy/solarize-fairbanks/>). Solarize Fairbanks works to bring interested groups of people who are interested with purchasing solar equipment. A Request-For-Quote is issued to obtain a contractor that will offer group pricing, the larger the group or power needs, the lower the overall costs of installing equipment.

Discussion: The Co-op is currently leasing space within a building that is shared with different organizations, it might be possible to talk with the owner of the building to discuss ways to introduce solar power for the tenets of the building. This is definitely of interest, since the Co-op doesn't own the building, it may not be the time to invest in solar power.

Art – Owner suggested for the Board elections that the photos be removed, she felt like she was voting based on the photo and not the qualifications, she also suggested that there should be a score card or a way to show the participation rate of the board members.

Anduin – Action item for the Board Development Committee - Develop a plan/method for Board Accountability how do we convey that to the owners at election time.

4. November Minutes: Approved with some changes.

Annual Meeting Minutes: Tabled to January, Jodi should be mentioned on list of board members, more work needed to QA/QC the wording of the paragraphs/grammatically correct.

5. Review November Action Items:

Board Decisions
<ul style="list-style-type: none">• Tabled B7: Communication to the Board to November• Approved Policy B1 - Financial Conditions and Activities - Q3_ 2019• Approved Officer Elections and Committee assignments

<ul style="list-style-type: none"> • 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
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. – In Progress, Move to GM Tasks
8/12/19	Board Governance needs input on 2020 calendar from committee chairs. Draft in Action Item folder.	Art updated and need input. - Done
10/14/19	Jodi to add Board Exit Surveys returned to November action item Reach out to Jodi for exit Surveys	Art – In Progress
11/11/2019	Annual meeting minutes	Art – In Progress,
11/11/2019	Board Development to get a thank you card for Jodi	Madeline – In Progress
11/11/2019	Ad-hoc committee to explore solar for the store: Hilary, Brian, and Rich	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. - Done
10/14/19	B7 Tabled	In Progress, Tabled to January
11/11/2019	GM and Kristin to work on getting information together about Mugrage Farms	

6. Discussion - Annual Meeting debrief

Location was good; Saturday is a good day for a lot of competing activities, competed with International Friendship Day; Big turn-out of people suggest keeping a tally of people that attended; Speaker was is a draw and brings people in; suggest different table such as Solarize Fairbanks, Green Star, a local grower to talk about their product.

GM – suggest that better planning with staff should be better next year;

Anduin – suggest that this might be an opportunity to ask for owner volunteers;

7. FYI Report: GM reviewed past monthly store happenings.
 - a. Sunday 12/15/2019 was the 3rd best Sunday, surpassed only by Truckload Sale days and is the best Owner Days Sunday ever. Sales growth for December to date is 9%.
 - b. Owner sales - 72% Non-member sales – 28%
 - c. Cash on hand is low, less than three days, \$100,000 in sales will help us improve our cash basis.

8. GM Monitor Reporting: Policy B7 - Communication to Board: Tabled to January

9. GM Monitor Reporting: Policy B4 - Membership Rights and Responsibilities, Approved and accepted as compliant.

Art pointed out that the reports are late and hadn't had time to review the Policy B4 with an appropriate amount of time.

10. Committee Reports

- a. Board Development: Anduin – We are going to meet on Thursday to decide date for annual board retreat.
- b. Executive: Art – No report, did report that Hilary and Art are going to meet with Todd, a monthly meeting will be established where other board members are welcome to join in the discussions.
- c. Financial/Audit: Rich – No Report
- d. Board Governance: Art – No report. Add Owner appreciation dates to the 2020 Calendar, calendar has been approved.
- e. Outreach and Planning: Hilary – Committee submitted a report and included an after action report for the annual meeting.

11. Board Decisions: Propose starting Board strategic goals discussion

- a. Rich - Suggests that we plan on working on a Board strategic goal during the annual retreat. Monthly meetings don't allow enough time for this type of discussion.
Art – Suggests that we try to have a mini-retreat where we can meet for a two hour period to discuss this topic
Anduin – Suggests that we can also set aside a block of time at a monthly meeting to focus on board strategic goals.
- b. Anduin proposes that one goal for the board to work on for 2020, is to be better prepared and work ahead of time, in order to be able to have a higher level of discussion at our regular meetings.
- c. Board Development Committee and the Executive Committee are tasked to look at ways to change the meeting structure and to introduce more learning opportunities during the meetings.
- d. Talk to Todd Wallace at Columinate with help on how to get more people engaged, to developing an elevator pitch, and other ideas for the retreat.
- e. Brian had asked the question on how do we have a much more expanded involvement without crossing over into Operations?

12. Closing:

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

Board Decisions		
<ul style="list-style-type: none"> • B7: Communication to the Board - Approved • Policy B4: Membership Rights and Responsibilities - Approved • 2020 Calendar – Approved • Tabled Annual Meeting Minutes for January 		
Date	Assignment Action Items with Timeline	Status
12/16/19	Blog post to introduce new board members	Anduin
12/16/19	Confirm details of annual retreat	Board Development
12/16/19	How to get more people engaged, developing an elevator pitch, talk to Todd how we can develop	Hilary and Art
12/16/2019	Each committee has to come up with goals for 2020, what is their focus?	All Board Members
12/16/2019	Develop a plan/method for Board Accountability how do we convey that to the owners at election time.	Board Development
GM Action & Non-Compliance Monitoring Report Items		
12/16/2019	Mary to inquire at Hale & Associates about D&O Insurance – Does our policy cover us for unpaid taxes?	Mary to follow-up on taxes questions. Keep on.

- b. Review next meetings topics: B: Global executive constraint; B2: Planning and Budgeting, B7: Communication to the Board
- c. The next meeting will be held Monday, January 20, 2020 at 6:00pm, Fairbanks Food Bank. Potluck reception will be held at 5:30pm.
- d. The meeting was adjourned at approximately 8:30pm.

Respectfully submitted,

Arthur (Art) Gelvin
Fairbanks Community Cooperative Market
Board Secretary