

Fairbanks Community Cooperative Market dba “Co-op Market Grocery & Deli”
 Board of Directors Meeting Minutes
 Date: January 20, 2020

1. Call to Order/Roll Call

- a. Board directors: Anduin McElroy called the Fairbanks Community Cooperative Market Board of Directors (Board) meeting to order at approximately 6:01 p.m. at the Food Bank, located at 725 26th Ave #101, Fairbanks, AK 99701
 - b. Attendees: Anduin McElroy – Vice Chair, Richard Seifert – Treasurer, Art Gelvin – Secretary, Mary Christensen- General Manager, Hilary Shook – Chair, Madeline Patterson-O'Dell, Brian Kassof
 - c. Absences:, Chase Nelson
 - d. Visitors: Jeff Yarman
 - e. Read Mission Statement: Anduin McElroy
2. Review and Adopt Agenda: Approved and adopted
3. Owner Time: Cashiers mentioned that they have been receiving a lot of comment sheets.
4. December Minutes: Minutes are approved with a small housekeeping, correcting Hilary’s name.
Annual Meeting Minutes: Minutes are approved with adding last name for Ricky Current.
Review December Action Items:

Board Decisions		
<ul style="list-style-type: none"> • Tabled B7: Communication to the Board to January • Policy B4: Membership Rights and Responsibilities - Approved • 2020 Calendar – Approved • Tabled Annual Meeting Minutes for January 		
Date	Assignment Action Items with Timeline	Status
10/14/19	Jodi to add Board Exit Surveys returned to November action item Reach out to Jodi for exit Surveys	Art – Complete
11/11/2019	Annual meeting minutes	Art – Complete
11/11/2019	Board Development to get a thank you card for Jodi	Madeline – In Progress
12/16/19	Blog post to introduce new board members	Anduin – In progress

12/16/19	Confirm details of annual retreat	Board Development – In Progress
12/16/19	How to get more people engaged, developing an elevator pitch, talk to Todd how we can develop	Hilary and Art – Complete
12/16/2019	Each committee has to come up with goals for 2020, what is their focus?	All Board Members - Complete
12/16/2019	Develop a plan/method for Board Accountability how do we convey that to the owners at election time.	Board Development – In Progress
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. - Complete
10/14/19	B7 Tabled	In Progress, Tabled to January - Complete
11/11/2019	GM and Kristin to work on getting information together about Mugrage Farms	Complete

5. Discussion - Follow up from Dec meeting – what are our goals? How can we do better for each other and our members as a Board?
 - a. Number one challenge is that of communication and is wondering what are challenges that other people have with our board?
 - i. Preparedness – report are being submitted late, committees having a standing meeting time.
 - ii. Scheduling - Difficulty with scheduling for duties such as board and committee meetings.
 - b. Email timeliness, response time for responding to emails, four day response time is pretty reasonable, trend that is ongoing with the board. Set a goal as a board to respond within four days.
 - c. Personal Goals for the year –
 - i. Art – Making better use of my time on board duties to do a better job being prepared and having the minutes in better shape.
 - ii. Brian – being prepared, make an effort to go through the historical financial data
 - iii. Rich – Expand our reach a little more, raise visibility for the Co-op

- iv. Madeleine – Clearing certain days on the calendar, getting familiar with the board development documentation
 - v. Anduin – To do board member recruitment and to nurture the board development and governance committees,
 - vi. Hilary – Try to understand the board as individuals to make us more cohesive as a unit, improve board participation, and understand our membership to help the membership to grow.
 - vii. Mary – Getting the reports done on time, solidify a strategic plan by the end of the year.
6. FYI Report: GM reviewed past monthly store happenings.
- a. **December Sales**: \$381,235
Sales Growth: 11%
December Owner Equity: \$5,907 (94% more than Dec., 2018)
Average # of transactions: Last year: 288 This Year: 303
Average basket size: Last year: \$44 This Year: \$46
Owner sales - 73% **Non-member sales** – 27%
Owner count on January 13, 2020 – 4,289 – 69 new owners
Lend a Hand Donations - \$3,119 to Interior Alaska Center for Nonviolent Living
 - b. **Question**: The FYI report has a highlight with ‘More Coming’ for the Cash Forecast, will this be updated with numbers for December?
Discussion –There is an error in the cash forecast that the GM is resolving, it is still too early to determine if the Leaf Loan will have an effect on the cash position.
 - c. Sales growth of 11% indicates that there is an increase in new owners, possible increase in shoppers from FTWW, commissary is unable to keep up with demand, possible benefit to co-op. News-Miner has fewer subscriptions and they are sending extra co-op flyers to FTWW on Fridays.
7. GM Monitor Reporting: Policy B7 - Communication to Board
- a. **Question**: Several comments are present within the report that were made by Jodi Tansky, are these two comments still relevant?
Discussion: The comment should be should be directed to the Governance Committee for review.
 - b. **Discussion**: This is an important report for the Board because this is reflects the timeliness of the Policy reports, which a majority of the reports have been late through the year, and what is the plan by the GM to get the reports submitted on time?
 - c. **GM Response**:
 - i. 3 out of 4 reports were submitted on Wednesday for this month.
 - ii. The budget is a lot of work and haven’t been unable to finish due to underestimating the amount of time needed.
 - iii. Unexpected demands at home and at work have taken a lot of time that has diverted time away from getting duties complete.

- iv. It's not a question of being able to delegate the tasks, having the people capable to do the work in place, in order to delegate the appropriate tasks. Example, having a new grocery manager, who is working now towards learning her new tasks, having a full staff in the department, to take on further tasks. Having the time to work on the development of the skills of the staff in order to free up time for the GM to work on the reports on a timely manner.
 - d. Approved with the non-compliance with Policy B7-1.
- 8. GM Monitor Reporting: Policy B - Global executive constraint
 - a. For the 7th Principle: Concern for Community, the final numbers for the Lend a Hand program for 2019 haven't been compiled for December. This will need to be updated.
 - b. Approved as compliant.
- 9. GM Monitor Reporting: Policy B2 - Planning and Budgeting
 - a. Tabled to February
 - b. GM reviewed the budget inclusions for 2020
 - c. GM needs to review the Occupancy Expense, the dollar amount is \$224K versus \$260k
- 10. Committee Reports
 - a. Board Development: Madeline –
 - i. Reviewing the standing committee charter
 - ii. Education/perpetuation or board members
 - iii. Discussed options for the board retreat
 - iv. Proposing a targeted campaign on the top 50 shoppers and any other candidates for possible new board members. Include a small hand written statement in the packet sent out.
 - v. Board Retreat set to Feb 7, 8, 9 - 2020
 - b. Executive: Hilary – No Report
 - c. Financial/Audit: Rich –
 - i. Established a standing meeting time.
 - ii. The committee had requested to meet with the GM to discuss the current budget and financial situation. The GM was unable to attend the meeting and wasn't able to provide the committee with the current financial data.
 - d. Board Governance: Art – The committee met to discuss the upcoming mid-year evaluation with the GM, a meeting has been set to meet with the GM on January 24, 2020 at 1:00 pm. Action Items were identified that need to be addressed, along with what needs to happen in the future.
 - i. Amend the Bylaws that incorporates the changes to the amendments as voted upon during the annual elections.
 - ii. Find bylaw document, approved by board on Sept, 2019 and by membership 2019.

- iii. Update Policy Manual, dated 23 April 2012, Jodi thought that the final version may have been erased.
- iv. Research GM salary's, how does the Co-op stack up to others?
- e. Outreach and Planning: Hilary – No Report

11. Board Decisions:

- a. 2020 Budget Tabled
- b. 2020 Board Budget Tabled

12. Closing:

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

Board Decisions		
<ul style="list-style-type: none"> • Approved Policy B7 - Communication to Board • Approved Policy B - Global executive constraint • Policy B2 - Planning and Budgeting – Tabled to February • Approved December and Annual Meeting Minutes 		
Date	Assignment Action Items with Timeline	Status
01/20/2020	Finance Committee to review budget before the February meeting.	Finance Committee
01/20/2020	Firm up details for the Board Retreat and letter campaign	Board Development Committee
01/20/2020	Solar Ad-hoc Committee report for February	
GM Action & Non-Compliance Monitoring Report Items		
01/20/2020	Update the final numbers for the Lend a Hand program through December 2019. Policy B will need to be updated.	

- a. Review next meetings topics: B1: Financial Condition 4Q; Policy B2 - Planning and Budgeting.
- b. The next meeting will be held Monday, February 17, 2020 at 6:00pm, Fairbanks Food Bank. Potluck reception will be held at 5:30pm.
- c. The meeting was adjourned at approximately 8:10 pm.

Respectfully submitted,

Arthur (Art) Gelvin
Fairbanks Community Cooperative Market
Board Secretary