

Fairbanks Community Cooperative Market dba “Co-op Market Grocery & Deli”  
 Board of Directors Meeting Minutes  
 Date: January 17, 2022

1. Call to Order/Roll Call
  - a. Board directors: Hilary Shook called the Fairbanks Community Cooperative Market Board of Directors (Board) meeting to order at approximately 6:07p.m. remotely via Zoom Meeting
  - b. Attendees: Hilary Shook – Chair, Anduin McElroy – Vice Chair, Richard Seifert – Treasurer, Art Gelvin – Secretary, Brian Kassof, Dennis Hanley – IGM, Amber Quesenberry – GM, Patrice Lee
  - c. Absences: None
  - d. Visitors: None
  - e. Read Mission Statement: Anduin read the Mission Statement
2. Review and Adopt Agenda: Agenda approved and adopted.
3. Owner Time: None
4. December Minutes: Adopted and approved
5. Review December Action Items:

Board Decisions		
<ul style="list-style-type: none"> <li>• Approved November minutes</li> <li>• Approved initiating a contract with Incorp as the Corporate Agent</li> </ul>		
Date	Assignment Action Items with Timeline	Lead
11/15/2021	Make change for the Corporate Agent	Rich
12/20/21	Examine the contract for the NCG Monitor and Mentor Agreement	Finance Committee
GM Action & Non-Compliance Monitoring Report Items		
11/15/2021	Reach out to Mark to ask for guidance on what to do about the Corporate Agent	Dennis
Task color codes: Ongoing, Completed, Delayed		

6. IGM Dennis Hanley Reporting:
  - a. Team and Team Development
    - i. On January 17, new GM is in place, Amber Quesenberry.

- ii. The staff were excited to meet a new GM and Amber's first day was well received.
    - iii. IGM Dennis has been working with the Team and developing their skill sets. Number one priority of the Co-op.
  - b. Sales, Margin and Expense Overview:
    - i. Budget for January is a little behind due to weather issues.
    - ii. Sales \$76,625 week 2.
    - iii. SPLH \$87.2 last week, average 3 weeks \$92.67.
    - iv. Margin work is still ongoing, target is 36%+.
    - v. Expense controls will be put in place, estimate about 25 – 30% cuts
  - c. Additional Organizational Changes
    - i. Reorganized the positions to set specific
    - ii. Additional of New Position – Marketing and Graphics Assistant
  - d. Salary Understanding
    - i. Examined all positions to make sure that wages are appropriate.
  - e. POS (Point of Sale) recommendation and organization:
    - i. LOC Software - <https://www.locsoftware.com/estore/index.html>
  - f. Amber Quesenberry onboarding
    - i. Four day full on agenda to introduce the store for Amber
    - ii. Introduction to the managers and department leads
    - iii. New hire check list will guide the onboarding process
    - iv. Transfer of Authority have begun with the passing the keys to Amber Q.
  - g. 2022 Budget Monthly, Sales, and Purchases
    - i. Workshops have begun to execute the 2022 budget
  - h. Closing Comments as IGM
- 7. Committee Reports:
  - a. Board Development: Anduin –
    - i. Call for candidates will happen in February
    - ii. The board term expirations were not appropriately staggered due to the removal of two seats (A and C) in 2019. In addition, because of vacancies, appointments, and because the election was moved to April all seat terms needed review. Four seats have terms that expire in 2022-seats B, D, E, and F. Seat G, filled by Patrice, is not included but does need to be confirmed by the Owners.

Proposal:

All seats retain their original expiration year, which effectively shortens term length to 2.5 years for those elected 2019-2021.

Two seats are elected for a two-year term 2022-2024 and two seats are elected for a three-year term 2022-2025.

Seats B, D, E, and F can be interchangeable as long as two are elected for a two year term and two are elected for a three year term.

Therefore:

Seat terms will not exceed the three-year maximum term length designated by Alaska state statute.

The seat term expirations will be appropriately staggered so that seats G, H, and I expire in 2023, two expire in 2024, and two expire in 2025.

These changes are within the purview of board business and do not require approval by the Owners.

iii. Approved and adopted

- b. Executive: Hilary – No Report
  - c. Financial/Audit: Rich –
    - i. Completed the Corporate Agent with Incorp.
    - ii. Need a second person to have signature authority
  - d. Board Governance: Art –
    - i. Calendar has been updated, will be a living document and will be updated as we move forward.
  - e. Outreach and Planning: Hilary –
    - i. Topic focused on the Annual Meeting that happens in April.
    - ii. Meet and Greet will happen in February.
    - iii. Brian is looking into grants and funding opportunities to continue to fund the grant program.
    - iv. IGM suggests that we hold off until March to roll out the grant program until after the first quarter. Recommend look for a \$50k grant to offer 50% discount for those who are on public assistance.
8. Board Discussions:
- a. CBLD Workshops – Discussions have taken place to make changes to help efficiencies in our meetings and how to improve the meetings.
  - b. Three goals:
    - i. Shoring up our foundation of the board for transitions.
    - ii. We should be having fun and should look forward to being in the meetings.
    - iii. Focus on strategic thinking.
  - c. NCG Contract – Table for discussion in February.

9. Closing:

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

<b>Board Decisions</b>		
<ul style="list-style-type: none"> <li>• Approved December minutes</li> <li>• Approved the board election schedule</li> </ul>		
<b>Date</b>	<b>Assignment Action Items with Timeline</b>	<b>Lead</b>
1/17/2022	Art needs to write up a resolution to nominate Brian and Amber Q. as the signatory authority for the bank February 7 <sup>th</sup> .	Art
<b>GM Action &amp; Non-Compliance Monitoring Report Items</b>		
1/17/2022	Get the details of the support agreement with the NCG membership.	Amber Q.

- b. Review next meetings topics:  
 c. Anticipated Absences: None  
 d. The next meeting will be held Monday February 21, 2022 at 6:00 pm, location via Zoom.  
 e. The meeting was adjourned at approximately 7:47 pm.

Respectfully submitted,

Arthur (Art) Gelvin  
 Board Secretary  
 Fairbanks Community Cooperative Market