

## **Fare Share Board Meeting**

**2/18/2016**

Present: Mary Ann Haxton, Ted Cain, Patricia Suzanne, Adam Baril, Zizi Vlaun, Albert Judd, Wendy Fillmore, Rick Jackson, Rick Meagher, Emmy Andersson

Introductions: 4 possible board members present

Corrections to minutes were noted and changed.

### *Monitoring the Board:*

BP-1 Report by Zizi (attached)

B-GM-3 Report by Albert. Delegation to the GM. Albert is a new board member, so was unable to determine if this policy was in compliance.

If something is not in compliance it needs to be put on the agenda for the following month. Emmy is including non-compliance on her reports now (very helpful)

### *Financial Committee Report :*

How is this best shown at the annual meeting. Traditionally it has been a pie chart. Everyone thought that was still ok. Emmy thought it would be helpful to show the first six months in 2015 and the second 6 months in comparison.

ENDS will be part of the general report/newletter prior to the meeting to get member/owners to start thinking about them.

Cooperative values need to be stressed. ICA stands by value to the cooperative model for local businesses as the best model. Emmy pointed out that of all the natural foods stores in the area, the only one left is Fare Share. An estimate that half of our ownership does not understand what a cooperative is. Mary Ann wants to show a short video during owner meeting from the web that encapsulates this. Zizi suggested a video on history of cooperative that was shown at another time to a small group of people.

We have ~450 owners—need quorum to pass any issues that need votes. Rich suggested that we wait until the Fall to have any voting issues.

IRSSC next steps: not much time left, but want to make member engagement to be focus. Emmy and Mary Ann are going to get together with Mark to do some on-sight training.

### *Owner meeting for March 12<sup>th</sup>:*

Mail Chimp with agenda for owner meeting on March 12<sup>th</sup> will go out to membership by Saturday, the 20<sup>th</sup>. Zizi will be taking care of this as well as a poster in the store.

Rick would like to see a member/volunteer to coordinate a nice newsletter that would go out bi-weekly. Emmy pointed out that board members should be putting in 3-hr/wk and this would be a great job for a BM.

Goals, ideas for events/fundraisers: Emmy thinks we should not add anything new, just improve the events that we have to increase the amount of money that is brought in. We need a new point person for the Holiday Dinner for 2016.

Emmy is looking into how our business structure can be changed on the Federal level (currently as C-Corp). In ME, we are grandfathered in as a Non-profit Corporation. How can we use our

cooperative status so that we can offer patronage dividends (instead of at the register discounts) in the future?

*Monitoring the GM* (all reports are attached, however, below are some highlights);

MP-1 Non-compliance on 1.3 and 1.4 Operations manuals and volunteer manual needs to be written. Patricia (who was attending meeting as a potential board member) questioned if she could help Emmy do this. It was decided that the board could designate an "Operations Manual Committee" and Patricia could be on that committee.

Emmy questioned if she should be author of the volunteer manual. The general thought was that this volunteer piece should be "anchored" in the board so that that person can check in with volunteer coordinator (since we have had a couple of volunteer coordinators in the last several months)

Also non-compliant on 1.7, but Emmy is working on that.

A discussion about having more than the Store Manager and the Board President be familiar with GM responsibilities and Processes was had. Zizi suggested that having all responsibility fall on board President is too much ask, so perhaps the PG should require two more people. Mary Ann pointed out there is a policy emergencies.

MP-4: Sales increased by 7%. Did not meet the budget. Balance sheet increased by 15%.

HAVE to increase sales by 25%!!

It will be about a month until the new POS system gets installed which should free up Emmy and Jessica's time to make more improvements in pricing, etc.

We asked for feedback from the visitors at the board meeting about the Board Member Application.

Rick Jackson suggested that we put somewhere that an electronic signature is acceptable since we request that the application be sent electronically. He also thought that some of the questions might be "leading", which may decrease the individuality expressed in their answers.

Mary Ann stressed to this group that the Board is in jeopardy for "institutional memory" to disappear as the few members that are currently on the board have served for many years, but will be leaving the board within a year or so.

### **Executive Board Session:**

After Executive Session, Zizi Vlaun moved to appoint Rick Jackson to the FSC Board. Rick Meagher seconded.

Mary Ann Haxton will send Lisa Moore the Board Packet for her to ensure that the language for PG is consistent with the language in the PG Register.

Zizi will check versions of the PG Register to ensure that the Board has the right copy.