

Fare Share Co-op Board Meeting
MINUTES, July 26, 2016 2:00 - 4:00 pm, The Commons

Introductions, none **Reviewed Agenda**, Agreed, GM report will appear earlier on agenda permanently and a timekeeper will be appointed at each meeting to help adjourn on time.

6-28-16 Minutes accepted Review Board list for class and PG assignments

Absent: Rick Meagher, Vice President

Present: Mary Ann Haxton, President, Al Judd, Treasurer, Zizi Vlaun, Lisa Moore, Rick Jackson, Nancy Watson, Secretary, Emmy Andersson, General Manager; Timekeeper today: Zizi

Monitoring the Board

President's Role Board seat (F) vacant, so no one is in charge of this item; Lisa complimented Mary Ann on excellent job performance and moved that we are in compliance

BP8 - Board Committee Principles - Lisa reported process is in compliance; we are moving forward as a board; in compliance

BP 9: Board Nominations Process - Nancy, no report; out of compliance; committee is not active; Lisa made a list of prospective Nominating Committee members; Mary Ann and Nancy will lead the Nominating Committee; currently there are 2 seats open and 2 seats will become open. Next steps: Mary Ann and Nancy to get committee underway.

B-GM 4 - Monitoring GM Performance - Zizi, frequency: quarterly

Time line needed for creating an operations manual; Lisa volunteered to assist GM in creating an operations manual in the fall and also a personnel manual; next steps:

-Get a model co-op store operations manual

-Assemble bits and pieces of FSC operations procedures that exist now

CFNE grant application sent- Completed and emailed to board; thanks Emmy and Mary Ann and others. We should hear by August 29 whether grant is funded.

Discussion of and updates from committees:

-Add Membership Development, a new committee that needs a description

-Additions to Marketing membership, Rick J., Zizi, Emmy

-Finance - Al, Emmy, Mary Ann, Rick J.: Personnel is an added responsibility for the 5 member committee; quarterly report due in October and includes proposed budget for 2017; new budget is taken to membership meeting in November;

-Hearth Tenders (orientation) Rick M. not here, no report

-Indiegogo Update and next steps before launch -Lisa: Still on target for August 13 launch
Indiegogo Field guide given to each board member.

Fall Member/ owner meeting - November 12th, will include:

-2017 budget

-Four or more people on BOD ballot

-Cooperative Development Institute material to be presented

-Reports on Indiegogo fundraising and grant to go solar

-Advance publicity by bag enclosures for shoppers

Board Fundraising - Norway Arts Festival, August 13th Food Festival

-Offer to Screen "Food for Change" co-sponsor with CEBE, Wednesday, October 7th. Will sell to FSC for \$100, Usually \$250; October is cooperatives month; Approach Rainbow Federal Credit Union about sponsorship. No one assigned to contact Rainbow.

-Find Holiday Dinner coordinator-No one came forward; helpers are: Rosemary Bunn, Rick M.

-CDI services: Begin October 1st-; we have used CDI to verify that we are, indeed, a co-operative entity and can shift to a patronage dividend, if and when we choose; 5 minute consult call from CDI at one of our upcoming BOD; Beginning 2017, are we ready to engage a patronage dividend instead of member discounts? We would only give the dividend at the end of the year after making enough sales to support a dividend. Currently some discounts are unsustainable per GM report. Consensus is to move slowly with this change.

-Survey, board training, retreat - November 29 is better for CDI presenter; 10 hours of free service; BOD consensus: Schedule retreat in January with new board members.

Monitoring the General Manager (Item will be earlier in future meeting agendas.)

-MP 4: Quarterly Financial Planning and Budget- Next meeting Lisa will make recommendation on revision; in compliance

-MP 5: Monthly Financial Condition and Activities-good sales support budget numbers; 22% does not include payroll benefits that need to be computed and factored in; GM priority for December: GM will report on account receivables

-MP 8: Compensation and Benefits-Clarify in all documents: hourly wage and matching contributions; MP 5.5 changed, "payroll" means wages, AND taxes and benefits; in compliance

-MP 9: Communication and Support to the Board - Norway Savings Bank account: people have moved on; existing signatures need to be removed and updated with current people.

Motion by Mary Ann Haxton and seconded by Zizi Vlaun: *All signers will be removed from Fare Share Co-operative's account at Norway Savings Bank as of July 26, 2016, and will be replaced by the following current personnel:*

Emmy Andersson, General Manager

Jessica McMahon, Store Manager

Albert Judd, Board Treasurer

Motion passed unanimously.

Review of meeting done by Lisa; check in from all board members - omitted because of time
Adjourned at 4 pm, on time. Thank you Zizi for serving as timekeeper.

Next regular Board meeting - August 23rd, 2:00 - 4:00 pm, The Commons, without Emmy who will be on vacation 8/21-9/9/16.

Next meeting topics to include:

-By-law conversation

-Setting of next Charrette date and invite list, facilitator

Minutes submitted by Nancy Watson, Secretary