

Bluff Country Co-op Board Meeting Minutes

Monday, February 2, 2015

5:30 pm – 8:00 pm

Faith Lutheran Church

Attendees: Dawn Schreiber, General Manager, Ellen Brand, Scott Miller, Melissa Gordon

Board Members Present: Lynn Carlson, Jade Fang, Ann Lichliter, Kathryn Strangstalien, Aurea Osgood, Mollie Sheehan, Charlotte Roraff, Mary Kirk

Member Absent: Margaret Kiihne

TOPIC	DESCRIPTION	ACTION/OUTCOME		
		Yay	Nay	Abstain
Preliminaries				
Safe Strategic Conversation	<p>Expansion Update:</p> <ul style="list-style-type: none"> • Current Pro forma includes an estimation of \$400,000 to be raised from members. Dawn got this number from previous loa campaign, which raised \$200,000. • Pro forma is financially sound, sustainable for co-op. • Next step is to get serious about plans. Dawn is looking at architects and contractors. Next phase will take 2-3 months to come up with a plan for the new space that will fit with Pro forma. • There is a sense of urgency around the bar space. Bar owner has closed bar and wants to sell it to us. Landlord wants to sell us the building. The city would like to see us expand. Mayor is supportive. Rain garden is back on the table. Who owns parking lot – co-op or port authority – is still under question. • We do not have the money to both buy building and expand. At some point we may need to choose between expansion and buying building. • We also may need to begin fundraising ASAP. Dawn reminds us that Menomonie co-op has raised \$1 million. (See article from Dawn for more details.) • There is some discrepancy about value of the building. • Dawn wants to figure cost of mortgage payment vs. lease. • Discussion ensued on possible ways to get money, including downtown revitalization money and buying building and leasing it until we are ready to expand 			

Task Review				
Approve Minutes of January Meeting	A grammatical error was corrected by Ann (“occured” should read occurred). Jade motioned to approve minutes. Charlotte accepted.	8	0	0
Review of GM Monthly Update Report	<ul style="list-style-type: none"> • Staff party went well. • Melissa Gordon is writing the Green Grocer for the Winona Post, and everyone loves it. • Sales so far this month are 5.9%. • Cheese club has been fun. People enjoy it. It is too late to join. (Sorry, Lynn.) • Winter weather makes floors a mess. • Mollee likes the idea for fair trade Valentine’s Day flowers. • Dawn does most of the Facebook postings, Chris does some, a couple other people do some. • Charlotte moves to approve update. Katie seconds. 	8	0	0
GM Report B1 Financial Condition	<ul style="list-style-type: none"> • First quarter numbers look good. Sales growth is up a little from 4th quarter. Net income is a nice number at 2.5%. Current ratio will become very relevant. Our financial condition is good. No concerns. We paid a lot of member loans back recently. We will pay more back in May. • Our line of credit expires this month. Dawn will talk to banker on Wednesday. • DC possibly has loans for us as well. • Katie mentioned that Winona County also has money to loan to businesses at a low interest rate. • Scott asked why gas bill was up 157%. Dawn explained we are comparing it to a 3-month quarter as opposed to a 4-month quarter. • Katie mentioned that legal expense was high. Dawn explained that much of the expense is bills from last year that are just now being received. • The cost of food is going up, but our sales are also going up. Dawn is comfortable with Profit and Loss as well as payroll. She finds nothing concerning or alarming. • Katie asked about guidelines for marketing and advertising. Dawn explained it is 1%, and Chris has many ideas for how to spend it. • Lynn noted that our Costs of Goods Sold increased substantially, which means staff is working more effectively. Dawn responded that is is very important to make money this year so that our Fiscal Year doesn’t change. Ann moves to approve. Jade seconds. 	8	0	0
Board	<ul style="list-style-type: none"> • Ann uploaded D1 results from Google Drive. 	8	0	0

Monitoring D1 Unity of Control	<ul style="list-style-type: none"> • Everyone agrees or strongly agrees with statements. • Mollee motions. Katie seconds. 			
Summary of Leadership Training	<ul style="list-style-type: none"> • It was co-facilitated by Joel and Leslie. • Jade mentioned that they emphasized team building when new board members come on. • Katie mentioned that other co-op boards do all-day retreats once a year. Lynn said that we tried that last year. Most people thought two half days was preferred because it's easier to schedule and easier for people to stay focused. • Mollee noted that many boards will let directors disclose any conflicts of interest at the beginning of each meeting. Also, some boards will agree at the beginning of each meeting that the meeting is confidential. This lead to a question about whether we are correctly using "Safe Strategic Conversations." • Jade said perhaps we need to know how best to use Safe Strategic Conversations and perhaps we need different kinds of meetings. • Katie said she met one board president who makes everyone say something for each topic. • Lynn suggested the "consent to agenda" idea, where board members approve policy stuff remotely so meetings can be spend on strategic stuff. Ann wondered whether the Board Unity of Control needed to be on the agenda. • Katie also mentioned that one president will write some notes of context on each agenda for the new board members. Jade agreed that some framing is helpful, particularly if there is a long history. Scott reminded that there are minutes that people can read to get the history. Mollee said that because those minutes are chronological, and not by heading, perhaps they should be tagged with headlines. Jade suggested it might be helpful if committees each kept a document of useful information. • Mollee suggested we can ask other co-ops who have been through expansions if they have things we can learn from them. Lynn said the Expansion Toolbox is helpful. • Co-op Café is coming up. Topic is "Competition and Co-ops: Thriving in a New Landscape." Scott recommended inviting non-board members to keep them in the loop. He also brought up the idea of board members occasionally bagging groceries as a way to talk to customers and keep them engaged, which is important for fundraising. Katie will write something to go in newsletter. Lynn said staff members should also be invited. • Katie wondered if board directors should go more than once. Jade said yes because there are different topics each year and 			

	<p>from a board development perspective she would encourage Co-op Café attendance every year and other conferences every other year. Lynn clarified that the board asks that each director attend at least one of the three each year to help with professional development.</p> <ul style="list-style-type: none"> • If someone is interested in going to Co-op Café, send them Katie’s way. • Ann suggested that if we get closer to the date of the Co-op Café and we don’t have our quota of people, we can advertise it on Facebook. 			
Firm Up Committee to be named that Kate Newsome Started	<ul style="list-style-type: none"> • Lynn asked whether anyone read the information on Kate Newsome’s idea to create a reduced-fee membership? • Aurea clarified that it would essentially be a scholarship. • Lynn suggested that we wouldn’t advertise it, but Katie and Ann thought that it should be advertised. • Mollee mentioned that member-owners at Mississippi Market do not get dividends until membership fee is paid back in full because dividends are used to pay back the membership fee. • Dawn explained that co-op is creating a co-op basics program that is “flashy” and “big” and shows the affordability of pantry basics. • Ann said she is willing to go to different services in town to them about this program as a way to advertise it. • Katie mentioned that LaCrosse co-op does something to market themselves to students. Aurea said she brought 8 students and every one of them followed up with her to find out the cost of membership. • The idea was brought up that maybe members could donate their dividends. 			
Sunday 8 Feb. 10-2:30 Winter Retreat	<ul style="list-style-type: none"> • Dawn mentioned that she was thinking of bringing a vat of soup and some Asian noodle salad to the retreat. She asked if anyone had suggestions. No one responded, so she confirmed that she and Rachel and I would decide upon the menu. 			
Review Decisions, Tasks, Assingments				

TASK	RESPONSIBLE PARTY
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Send out Expansion Toolkit for all to see	Dawn
Talk to banker about loans	Dawn
Begin tagging minutes with headlines	Melissa
Write brief invitation to Co-op Café for next newsletter.	Katie
Give contact info of persons interested in attending Co-op Café to Katie.	All