

Bluff Country Co-op Board Meeting Minutes

Monday, June 13, 2016

5:30 pm – 8:00 pm

Faith Lutheran Church

Attendees: Dawn Schreiber, General Manager, Melissa Gordon, Joyce Ford

Board Members Present: Lynn Carlson, Rachel Kimman, Diane Leutgeb Munson, Aurea Osgood, Charlotte Roraff

Board Members Absent: John Chernega, Mary Kirk, Ann Lichliter

TOPIC	DESCRIPTION	ACTION/OUTCOME		
		Yay	Nay	Abstain
Task Review	<ul style="list-style-type: none"> • Carry over: Did Mary make the changes to Policy Register item C6? • Carry over: Dawn submitted a request for directors and officers insurance. We are waiting on a response. 			
GM Monthly Update	<ul style="list-style-type: none"> • Sales continue to be good. • April there was a lot of employee turnover, but we have now filled all the positions and are no longer hiring. • Classes are going well and bringing in lots of people. • Number of times we are positively mentioned in press has gone up due to more press releases. • Sustainability Coordinator has identified quarterly themes to work on. First theme is water, and we will look at how to reduce water usage. This will tie in with rain garden. 			
GM Monitoring: B3 Asset Protection	<ul style="list-style-type: none"> • Our assets are higher since we acquired the building. • We changed insurance providers to use a more local provider. • 2-3 times per year the GM gets quotes from other insurance providers, who also tell her things she might be missing. This helps us to ensure we are comprehensively covered. • David Weisman is coming to the store in August to audit a few of our systems. • NCG approved requirement for yearly financial reviews. • The board had no questions but could not vote because there was not quorum. 			
Survey Results:	<ul style="list-style-type: none"> • There were a few concerns voiced over the “clunky-ness” of the wording in policy D4 , but no changes were made. 			

D4 Monitoring GM Performance				
Community Food Network	<ul style="list-style-type: none"> • Joyce Ford spoke about the Community Food Network, which is a local group who are looking at the Minnesota Food Charter in the context of Winona County. • Joyce served on the state-wide committee that created the charter, and she briefly described the five aspects of the charter. • Joyce talked about potential ways BCC could support the work of the Community Food Network. This part of the discussion was largely a summary of an earlier meeting on the same topic with Dawn, Melissa and Joyce. (Notes from this meeting were distributed to the board.) 			
Board Succession Planning	<ul style="list-style-type: none"> • The following questions were addressed: <ul style="list-style-type: none"> ○ Should we install officers in October before new directors start? ○ Should we have term limits (minimums and/or maximums) ○ Should VP be president-elect? ○ What do we want the Vice President to do? (This question is related to policy register item C6.) • These questions led to more questions, such as: <ul style="list-style-type: none"> ○ Is a three-year board term too long or not long enough? ○ Could officer roles be 2 years? ○ If VP becomes president-elect, and we choose two-year officer limits, then VP is required to run for a second term. What if (s)he doesn't get re-elected? ○ Could some director positions be 3-year terms and others are 4-year terms? • It was determined that each decision impacts another, so perhaps this should be a fall retreat topic. • The board should also bring these questions to Joel. <ul style="list-style-type: none"> ○ This raised a separate question: Can phone calls with Joel be scheduled a year out? Or even a quarter out? 			
Committee Updates	<ul style="list-style-type: none"> • Project Committee <ul style="list-style-type: none"> ○ There are no updates since the emergency board meeting. Emergency board minutes were discussed. There are a few changes, which Rachel will get to Mary. • Social Equity Committee <ul style="list-style-type: none"> ○ Project #1: Volunteering. Date for cooking for 			

	<p>Catholic Worker: July 8th. Meet at Ann's house at 4:30pm. Her address is on board contact list.</p> <ul style="list-style-type: none"> ○ Project #2: Developing a 501c3. ○ Project #3: Limited income membership. <ul style="list-style-type: none"> • Membership Outreach Committee <ul style="list-style-type: none"> ○ June meeting has been postponed due to summer vacation schedules. • Board Development Committee <ul style="list-style-type: none"> ○ Has not met since last meeting. ○ Scheduled fall retreat. 			
Expansion and Capital Campaign Update	<ul style="list-style-type: none"> • Business plan has undergone various changes and tweaks. Latest version of pro forma is not the one in June board packet. • Dawn and Charlotte hope to begin meeting with banks next week. • Letter to owners will be sent to the lawyer this week. • Preferred share sale will be mostly marketed in store. • Lynn is ready to call. Aurea can call beginning July 3rd. Anyone else interested in calling should contact Melissa. • Dawn went over the business plan and pro forma. 			
Closed Discussion	<ul style="list-style-type: none"> • 7:44PM-7:58PM. 			
Long-term Plan for Expansion – Discussion of Ends	<ul style="list-style-type: none"> • This was tabled due to time. 			
Meeting Adjourned	<ul style="list-style-type: none"> • Meeting adjourned at 8:02PM. 			

TASK	RESPONSIBLE PARTY
<ul style="list-style-type: none"> • Carry over: Did Mary make the changes to Policy Register item C6? 	Mary
<ul style="list-style-type: none"> • Carry over: Dawn submitted a request for directors and officers insurance. We are waiting on a response. 	Dawn
<ul style="list-style-type: none"> • Find out when next meeting with Joel is. <ul style="list-style-type: none"> ○ Can these meetings be scheduled regularly? (Possibly a year out, or at least a quarter out) • Ask Joel about resources/best practices/different ways other co-ops 	Ann

are determining director and officer terms and responsibilities.	
• Get changes to emergency minutes to Mary.	Rachel
• Send out revised version of emergency minutes.	Mary
• Contact potential board members.	All board members
• If willing to be a caller for next campaign, contact Dawn.	All board members
• Reschedule the following agenda item, as the board ran out of room for it: Long-term Plan for Expansion – Discussion of Ends	Ann
<ul style="list-style-type: none"> • Be prepared to vote on the following items at the July meeting: <ul style="list-style-type: none"> ○ May minutes ○ Emergency meeting minutes ○ June Monitoring report ○ June minutes ○ June Closed Meeting minutes 	All board members