

Bluff Country Co-op Board Meeting Minutes

Monday, May 9, 2016

5:30 pm – 8:00 pm

Faith Lutheran Church

Attendees: Dawn Schreiber, General Manager, Melissa Gordon

Board Members Present: John Chernega, Rachel Kimman, Diane Leutgeb Munson, Mary Kirk, Ann Lichliter, Aurea Osgood

Board Members Absent: Lynn Carlson, Charlotte Roraff

TOPIC	DESCRIPTION	ACTION/OUTCOME		
		Yay	Nay	Abstain
Task Review	<ul style="list-style-type: none"> All tasks were completed. 			
Review April Minutes	<ul style="list-style-type: none"> No changes were made. Rachel motioned to approve the April board meeting minutes. Diane seconded. 	6	0	0
GM Monthly Update	<ul style="list-style-type: none"> Earth Day was the biggest event of April. We didn't sell soup this year, but handed out free bananas and bags. Perhaps because we weren't selling anything, only giving stuff away for free, we had more traffic through our booth. Dawn is at a conference next week. Summer is a busy season for staff vacations. 			
GM B1 Monitoring Report	<ul style="list-style-type: none"> During the last report, we were out of compliance on net income, but we are in compliance now. We are out of compliance in sales growth (at 2.55%). Operating costs are high, but that is mostly due to the consulting fees. Overall, numbers look good. Our net worth has more than doubled in the last year. This is largely due to the purchase of the building. Mary motioned to approve the GM B1 Monitoring Report. Rachel seconded. 	6	0	0
Review Survey Results: C6 Officers'	<ul style="list-style-type: none"> There was a question about policy C6.2: When would we delegate authority but still be accountable for its use? Example given: Secretary is responsible for recording accurate meeting minutes, but this responsibility is delegated to the administrative assistant. 			

Roles	<ul style="list-style-type: none"> • It was determined that 3B and 3E should be combined into one. • After reviewing policy C6.4, the question remained: What do want the vice president to do? • After reviewing policy C6.6, it was determined that the wording should be changed from “the secretary shall” to “the secretary shall ensure that” on all those items where the secretary’s responsibility has been delegated to the administrative assistant. • After reviewing policies C.5 and C.6, it was determined that the subpoints under each of these policies should be reordered to group those items that should be completed by the officer and those items may be delegated to another. 			
Policy D2 Rewrite	<ul style="list-style-type: none"> • The board discussed the changes Lynn proposed for policy D2. • John motioned to accept the revision of policy D2. Mary seconded. 	6	0	0
Policy: Meeting Guidelines	<ul style="list-style-type: none"> • Rachel pointed out one minor grammatical change to the visitor guideline. • Aurea motioned to approve the visitor guideline with one correction. Diane seconded. 	6	0	0
Board Budget	<ul style="list-style-type: none"> • Aurea presented the FY2017 board budget. Noteworthy changes include: <ul style="list-style-type: none"> ○ Meals increased from \$45/month to \$55/month. ○ There was an increase in board compensation, which was approved during the April meeting. ○ The Member Outreach Committee budget increased substantially because this committee will now be covering the entire cost of the AMM (in the past the board split the cost with the store). ○ The Member Outreach Committee budget also increased by an additional \$500 for member activities, although this number was erroneously recorded in the Board Development Committee’s budget. ○ The Board Development Committee budgeted for a projector, which could be used by the store. ○ The Professional Development category was reduced from \$3K to \$1,500 because the board had not been using this money. (\$3K was originally budgeted for board members to attend national conferences; however, those conferences are tailored to managers and staff, not board members. \$1,500 should cover the cost of local conferences and trainings geared toward board members.) 			

	<ul style="list-style-type: none"> • Rachel motioned to accept the FY2017 board budget with the revision of moving \$500 from the board development committee to the member outreach committee. Mary seconded. 			
Directors and Officers Liability	<ul style="list-style-type: none"> • Dawn will try to get a quote. 			
Committee Updates	<ul style="list-style-type: none"> • Board Development <ul style="list-style-type: none"> ○ Aurea sent a Doodle poll for the fall retreat. Directors and GM should respond as soon as possible. ○ Discussed officer terms and timing of officer elections <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) for officers or directors? Should VP be president-elect? ○ Updated the “potential board member” reading. • Social Equity <ul style="list-style-type: none"> ○ Waiting on responses from outside parties to help determine whether or not to create a nonprofit. ○ Discussed another aspect of social equity: volunteering. Beginning in July, the social equity committee will cook one meal a month for the Winona Catholic Worker house. The first few months will serve as an experiment to see how it might work long-term. Possibilities include: social equity committee continues to do the cooking once a month; each board member chooses a month to cook on behalf of the co-op; the cooking is opened to co-op owners, who sign up to cook on behalf of the co-op; owners sign up to help members of the social equity committee cook. ○ Possible dates include the 1st or 4th Mondays of the month or any Friday. Diane will look into this. • Membership Outreach Committee <ul style="list-style-type: none"> ○ The committee reviewed the Owner Toolbox (document provided by NCG) and will use it to: <ul style="list-style-type: none"> ▪ Assess the charter ▪ Audit the current membership system to determine areas of improvement ▪ Plan AMM ▪ Plan Outreach events 			

	<ul style="list-style-type: none"> ○ The committee discussed a better way to record number of attendees at AMM • Project committee did not meet 			
Expansion Update	<ul style="list-style-type: none"> • New numbers from an updated have been sent to the Development Cooperative. They will update the proforma. • Construction is tentatively scheduled to begin in August. • Dawn is meeting with the lawyer this week to discuss the legal implications of introducing member loans versus extending share sales. • The project committee met with a small group of owners to discuss the possibility of offering member loans. The owners' feedback was that they felt like the board was trying to do the right thing and trying to protect the owners and their investments. 			
Line of Credit	<ul style="list-style-type: none"> • Our line of credit is about to expire. We can either renew it now, or let it expire and get it again later. • Aurea motioned to let the line of credit lapse. Ann seconded. 	6	0	0
Ends	<ul style="list-style-type: none"> • The board brainstormed ways to improve the wording of the following end: We may promote and engage in fair and equitable economic relationships with our suppliers, employees, member-owners, and shoppers. • Key words and phrases mentioned were: <ul style="list-style-type: none"> ○ Aurea: Partnership. We play nice; we cooperate. ○ Mary: Co-op=relationships. Fair and just. ○ John: We value fair wages and fair prices. Our shoppers pay a fair price. Our region thrives because we pay meaningful prices for food. ○ Diane: We all do better when we all do better. Valuing our farmers. Valuing the most vulnerable among us (sometimes that is the farmers). ○ Rachel: Team. Playing field. Everyone may play a different role, but all are equal. Continuity. Our space fosters equality. When we walk out, the equality doesn't end. ○ Ann: Sense of ownership in our community and our store. 			
Meeting Adjourned	<ul style="list-style-type: none"> • Meeting adjourned at 8:02PM. 			

TASK	RESPONSIBLE PARTY
• Add to board calendar: Revisit board compensation in March	Melissa
• Make the following changes to Policy Register C6, as well as make	Mary

<p>comments in red on the annotated policy register:</p> <ul style="list-style-type: none"> ○ 3B and 3E should be combined into one. ○ #6: Change wording from “the secretary shall” to “the secretary shall ensure that” on all those items where the secretary’s responsibility has been delegated to the administrative assistant. ○ On #5 and #6, reorder the subpoints so that those items that should be completed by the officer are grouped together, and those items that may be delegated to another are grouped together. <ul style="list-style-type: none"> • Let Melissa know once this is done so she can put updated version online. 	
<ul style="list-style-type: none"> • Prepare to discuss the following question at the next board meeting: What do we want the vice president to do? 	Board members
<ul style="list-style-type: none"> • Make changes recommended by Lynn to policy register D2 and describe changes in red on annotated version. Let Melissa know when this is done so the updated version can be put on the website. 	Ann
<ul style="list-style-type: none"> • Make change to visitor policy and get to Melissa to put online. 	Ann
<ul style="list-style-type: none"> • Put the following items on our website: <ul style="list-style-type: none"> ○ Updated policy register (revisions from Mary and Ann) ○ Visitor policy ○ Potential board member packet 	Melissa
<ul style="list-style-type: none"> • Make the following change to FY2017 board budget: <ul style="list-style-type: none"> ○ Move \$500 from board development committee to member outreach committee 	Aurea
<ul style="list-style-type: none"> ○ Try to get a quote for directors and officers insurance. 	Dawn
<ul style="list-style-type: none"> • Add to June agenda: <ul style="list-style-type: none"> ○ Discuss the question related to policy register item C6: What do we want the vice president to do?” ○ Discuss questions from Board Development committee 	Ann/Charlotte
<ul style="list-style-type: none"> • Respond to Doodle poll for fall retreat. 	Board members, plus Dawn and Melissa
<ul style="list-style-type: none"> • Schedule date for cooking at the Catholic Worker. 	Diane
<ul style="list-style-type: none"> • Prepare to discuss the following questions at the June board meeting: <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) for officers or directors? ○ Should VP be president-elect? 	Board members