

Bluff Country Co-op Board Meeting Minutes

Monday, October 10, 2016

6 pm – 8:30 pm

Winona State University, Minné Hall Room 243

Attendees: Dawn Schreiber, General Manager, Melissa Gordon, Cherie Hales

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

Board Members Absent: Charlotte Roraff

TOPIC	DESCRIPTION	ACTION/OUTCOME
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		Yay	Nay	Abstain
Owner Member Forum/Frac Sand Letter	<ul style="list-style-type: none"> • Prior to the board meeting, the directors read a letter written by The Land Stewardship Project in support of the ban against frac sand mining. • Bluff Country Co-op owner Cherie Hales presented the letter, explaining how the ban aligns with Bluff Country Co-op's stated values (e.g. frac sand mining affects agriculture, alters the value and pricing of farmland, jeopardizes water). • 40 area businesses/organizations have already signed the letter, which will be sent to the media and read at the next frac sand hearing on Thursday, Oct. 13. • Ann motioned to sign the letter supporting the ban against frac sand mining. Aurea seconded. • Dawn stated that she would let the staff know so they could be prepared for any feedback from customers and owners. 	7	0	0
Task Review from Sept. Minutes	<ul style="list-style-type: none"> • All tasks were completed. 			
Review September Minutes	<ul style="list-style-type: none"> • Rachel motioned to approve the minutes with the addition of the results of the electronic vote to appoint Coleen Bremer to the board. Diane seconded 	7	0	0
SWOT (review results from	<ul style="list-style-type: none"> • The results of the board self-assessment tool, which was filled out prior to the spring retreat, were reviewed in the context of a SWOT analysis. • It was clarified that the results are organized first by 			

board survey)	<p>average, then standard deviation. It was also explained that when conducting a SWOT analysis, strengths and weaknesses are internal, whereas opportunities and threats are external.</p> <ul style="list-style-type: none"> • The board identified the following strengths: <ul style="list-style-type: none"> ○ Board cohesion ○ Communication ○ Board leadership ○ GM-Board relationship ○ Active members on board ○ Board recognizes its weaknesses ○ Relationship with CDS and Consultant Joel Kopischke ○ Organization/Administrative Support ○ Active committees • The board identified the following weaknesses <ul style="list-style-type: none"> ○ Lack of diversity ○ Orientation and recruitment ○ Special projects/expansion can be distracting and result in poor strategic planning <ul style="list-style-type: none"> ▪ Need a multi-year plan ○ Need to do a better job at engaging members ○ Board turnover ○ Self-reflection • The board identified the following opportunities: <ul style="list-style-type: none"> ○ Supportive community ○ Expansion ○ External resources available ○ Better connections with other co-op boards ○ Friends of the Co-op • The board identified the following threats: <ul style="list-style-type: none"> ○ Debt ○ Risk ○ Failing to represent the ownership ○ Competition with other community organizations for board members 			
GM Monthly Update	<ul style="list-style-type: none"> • The GM attended a conference. • A group of dissenters from La Montañita Co-op in Albuquerque, NM have written a petition to “take back the co-op” from NCG, UNFI, and CDS. NCG has released a statement in response. Dawn will forward links from both sides to the board. 			
B9 - GM Emergency	<ul style="list-style-type: none"> • Regarding statement 4, there was a question over whether the board or the executive committee of the board would make the decision to appoint an interim GM. The question 	7	0	0

Succession Plan	<p>was not resolved.</p> <ul style="list-style-type: none"> Near the end of the section “Basic Information for the Person In Charge, ”The Tina” should be changed to “The PIC.” Mary motioned to approve B9 – GM Emergency Succession Plan. John seconded. 			
Review Survey Results: C3 Agenda Planning & C4 Board Meetings	<ul style="list-style-type: none"> In response to Q1, a director pointed out that the board does not have a multi-year plan. Regarding Q4, committee updates at board meetings should be for announcing decisions and events, not for reading the minutes. These are posted online. The idea of a time limit per committee came up. 			
Renewal of CBLD 2017	<ul style="list-style-type: none"> CDS did not raise its fee; therefore, an adjustment to the board budget will need to be made to correct for the higher fee that the board anticipated. 			
Committee Updates	<ul style="list-style-type: none"> Social Equity <ul style="list-style-type: none"> Each committee member will take the lead on a different committee project. <ul style="list-style-type: none"> Mary: Catholic Worker Schedule Diane: Register Roundup John: Low Income Membership Member Outreach <ul style="list-style-type: none"> Hashing out details of AMM Project Committee <ul style="list-style-type: none"> To be discussed during next section Board Development <ul style="list-style-type: none"> Presented 2016 Proposed Self-Evaluation Form. Purpose is to start self-awareness reflection. Everyone should complete this by November meeting. John motioned to approve the self-evaluation form. Diane seconded. Rachel abstained because she hasn’t had enough time to look it over. 	6	0	1
Expansion & Capital Campaign Updates	<ul style="list-style-type: none"> Next step is to obtain a future appraisal to determine the value of the building after the construction. Dawn is still pursuing other GAP funding. <ul style="list-style-type: none"> In two weeks she has a meeting with the Southern MN initiative Foundation representative to discuss our application. Still waiting to hear back from Twin Pines Foundation. We are waiting to hear back from the General Contractor. 			

	<p>The Gen Contractor, the Development Cooperative representative, and Dawn will meet soon to develop a timeline.</p> <ul style="list-style-type: none"> • Campaign update: We need \$34K. 			
Patronage	<ul style="list-style-type: none"> • The board has two dividend decisions to vote on: <ul style="list-style-type: none"> ○ Dividends for preferred shares campaign ○ Patronage dividends • Mary motioned to pay 4% interest on preferred shares from the initial campaign. Rachel seconded. • Using the discussion strategy where all board members voice their opinion, the board discussed three patronage options. <ul style="list-style-type: none"> ○ Options 1 and 3 do not differ greatly in terms of their impact on the prospectus. ○ John and Aurea both favored option 3. ○ The board questioned whether owners would appreciate the patronage dividend, given that after the expansion the Co-op likely won't be able to return dividends for a few years, or whether the owners would wonder why we are giving away money when we're still actively asking for money for our expansion project. • Aurea motioned to pay patronage dividends using option 3. Rachel seconded. 	7 7	0 0	0 0
Meeting Adjourned	<ul style="list-style-type: none"> • Meeting adjourned at 8:11pm. 			
October 17, 2016 decision	<ul style="list-style-type: none"> • On October 17, 2016, Ann motioned to approve Charlotte Roraff's two-month leave of absence. Aurea seconded. 	6	0	0

TASKS	RESPONSIBLE PARTY
<ul style="list-style-type: none"> • Inform staff of the board's decision to sign the LSP letter in support of ban against frac sand mining. 	Dawn
<ul style="list-style-type: none"> • Add to September minutes: Results of electronic vote to appoint Coleen Bremer to the board of directors for September through December. 	Melissa
<ul style="list-style-type: none"> • Send board info regarding Take Back the Co-op. 	Dawn
<ul style="list-style-type: none"> • Change "The Tina" to "The PIC" near the end of the section "Basic Information for the Person In Charge" in the GM Emergency Succession Plan. 	Dawn
<ul style="list-style-type: none"> • Complete self-evaluation before November board meeting. 	All board members

<ul style="list-style-type: none">• Monitor email day of AMM as we will communicate need for help that day.	All board members
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