

Bluff Country Co-op Board Meeting Minutes

Monday, February 13, 2017

6:00 pm – 8:30 pm

Winona State University, Minné Hall Room 239

Attendees: Dawn Schreiber, General Manager, Melissa Gordon

Board Members Present: Coleen Bremer, Rachel Kimman, Diane Leutgeb Munson, Mary Kirk, Ann Lichliter, Aurea Osgood, Charlotte Roraff, Johanna Rupprecht

Board Members Absent: John Chernega

TOPIC	DESCRIPTION	ACTION/OUTCOME		
		Yay	Nay	Abstain
Task Review	<ul style="list-style-type: none"> All tasks were completed. 			
Review January Minutes	<ul style="list-style-type: none"> Rachel motioned to approve the January minutes with the addition of Johanna's conflict of interest disclosure. Johanna seconded. 	7	0	0
Discussion of Employees on Board	<ul style="list-style-type: none"> Ann relayed that Joel restated his original position: It's not desirable to have staff on the board, but changing the by-laws to exclude staff may create even more problems. Board members discussed the CBLD Field Guide "Staff on the Board," shared by Joel. Board members basically agreed with Joel's position, noting that a by-law change (especially if it's the only one) creates an issue from a non-issue and can be perceived as taking something away; however, if we overhaul the by-laws in 3-5 years, it would be an appropriate change at that time. The idea of creating a vetting process with board-nominated candidates was raised again. 			
D1 Unity of Control	<ul style="list-style-type: none"> Board members liked the survey's new format, but would like to see the by-law language included in the surveys. One board member asked for an example of number 1, but no one could think of likely one. Melissa will make minor grammar change to number 1. 			
GM Monthly Update/Expansion	<ul style="list-style-type: none"> Three member cancellations were all due to members moving out of town. We are finalizing the last 100K for the project. New Leaf (New England firm) is investigating our project. They have 			

and Capital Campaign	financed other co-op expansions. <ul style="list-style-type: none"> • New Market Tax Credit dollars didn't work out. • Winona County Economic Development Authority gave us a loan. • MN Department of Agriculture is reviewing our kitchen plan. They gave us a list of questions and we are working on obtaining the answers. 			
B1 Financial Condition	<ul style="list-style-type: none"> • The version that was originally put in the packets has since been updated. • Sales growth is low, and we are out of compliance in this area for the 2nd quarter in a row, but we are still 2 points above the central corridor average. • There was a question about what the benchmark should be for #5: "The GM will not allow growth in ownership and owner paid-in equity to be insufficient." Ann will ask Joel. • Johanna motioned to approve the B1 Monitoring Report. Rachel seconded. 	7	0	0
Committee Chair Updates & Spring Retreat Discussion	<ul style="list-style-type: none"> • Project Committee <ul style="list-style-type: none"> ○ No updates. • Social Equity <ul style="list-style-type: none"> ○ First committee meeting of the year focused on incorporating new people and new ideas. ○ There is a Catholic Worker meal this Friday. Mary will send an updated list of what is still needed this week. • Board Development <ul style="list-style-type: none"> ○ The Committee is planning the spring retreat, which will be a potluck (no strawberries, please!) at Aurea's house on Sunday, March 26, from 1-5pm. The focus will be strategic planning, and we will look at both short-term and long-term planning, logic models, and creating a multi-year plan for use at board meetings. In preparation, board members should review their answers (or, if you haven't yet taken it, do so) from the self-evaluation Aurea had emailed. ○ Other goals of the committee include onboarding, evaluating board mentorship, and utilizing self-evaluations for board improvement. • Membership Outreach <ul style="list-style-type: none"> ○ First meeting of the year was held at end of January. ○ The Committee completed annual review of charter. ○ The Committee discussed hosting one event in addition to AMM this year. For example, a booth at one of the Concert on the Green days or at Trinona. 			

	<p>This event will be determined at next meeting.</p> <ul style="list-style-type: none"> ○ The Committee is also assisting Melissa with redesigning the owner services page for the new website. 			
Strategic Planning	<ul style="list-style-type: none"> • The board reviewed the SWOT analysis and identified their top priorities to help Joel prepare for the spring retreat. • Mary: Engaging members and multi-year plan • Rachel: Engaging members, multi-year plan, board turnover • Aurea: Orientation and recruitment and lack of diversity • Diane: Recruitment, nominations, engaging members • Charlotte: Multi-year plan and recruitment • Johanna: Staying up to date with regional trends • Coleen: Staying up to date with other co-ops and industry trends • Ann: Multi-year plan, member engagement, recruitment 			
Meeting Adjourned	<ul style="list-style-type: none"> • Meeting adjourned at 8:06PM 			

TASK	RESPONSIBLE PARTY
<ul style="list-style-type: none"> • Add Johanna's conflict of interest to January minutes. 	Melissa
<ul style="list-style-type: none"> • Include policy text in future surveys. 	Coleen
<ul style="list-style-type: none"> • Make grammar correction to D1, number 1. 	Melissa
<ul style="list-style-type: none"> • Regarding B1 Monitoring Report, ask Joel what the benchmark is for #5: "The GM will not allow growth in ownership owner paid-in equity to be insufficient." 	Ann
<ul style="list-style-type: none"> • Send board's top priorities from SWOT analysis to Joel. 	Ann
<ul style="list-style-type: none"> • Review your answers from the self-evaluation Aurea had sent. If you haven't yet taken it, do so. 	All board members