

Bluff Country Co-op Board Meeting Minutes

Monday, January 9, 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, John Chernega, Rachel Kimman, Diane Leutgeb Munson, Mary Kirk, Ann Lichliter, Aurea Osgood, Charlotte Roraff, Johanna Rupprecht

| TOPIC | DESCRIPTION | ACTION/OUTCOME | | |
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| | | Yay | Nay | Abstain |
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| Review December Minutes | <ul style="list-style-type: none"> • No changes were made. • Diane motioned to approve the December minutes. Mary seconded. | 6 | 0 | 3 |
| Confidentiality-board member review | <ul style="list-style-type: none"> • Board members each signed the statement of agreement regarding code of ethics, code of conduct and conflict of interest. • Johanna Rupprecht disclosed a conflict of interest in that she is affiliated with Earth-Be-Glad farms, whose products we sell in the store. | | | |
| C5 Directors' Code of Conduct | <ul style="list-style-type: none"> • Regarding 2B, Ann will ask Joel about whether verbal announcements of conflict of interest should be recorded in minutes. • Regarding 2E, Ann will discuss the idea of a staff member becoming a board member with Joel and report back to the board. The board will then discuss whether by-laws should be changed. | | | |
| GM Monthly Update/E xpansion and Capital Campaign | <ul style="list-style-type: none"> • Dawn has signed a letter of commitment with Home Federal. We have until Feb. 22 to decide whether or not to use Home Federal. • Dawn has also signed a letter of commitment with Ryan Financial Group. This organization will research New Markets Tax Credit (NMTC) opportunities that BCC might be eligible for. • The NMTC program was clarified. According to nmtccoalition.org, the tax credits are “designed to increase the flow of capital to businesses and low income communities by providing a modest tax incentive to private | | | |

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| | <p>investors.”</p> <ul style="list-style-type: none"> • If we don't have an alternate funding opportunity by Feb. 22, we will go forward with Home Federal. Hopefully this means we will start construction this spring. • We should find out about Winona County money by the end of January. • Using NMTC money and Home Federal are not mutually exclusive. • Our lawyer has reviewed all documents and will review any NMTC documents that may arise. | | | |
| B5 Treatmen t of Consume rs | <ul style="list-style-type: none"> • This policy has changed since last time it was monitored. • NCG recommends using the Mystery Shopper program, which is where NCG sends a mystery shopper to our store once a month. Recently, the feedback from this program hasn't been helpful because we have all received top scores. • The staff employs a “Red Card/Green Card” program, which has been more useful. Any staff member can fill out a red “opportunity knocks” card or a green “hive five” card to identify an area of improvement or highlight excellent customer service. Since many of these cards originate from a customer experience, it helps staff keep a pulse on customer service. • Every two years we conduct a customer survey, which is taken by both owners and non-owners. Questions on the survey have varied. NCG has a standard survey that we have used. Our most recent survey was handled by Aurea's class, who mined some questions from the NCG survey, some from other store surveys, some from BCC staff, and wrote some themselves. Aurea's class will likely handle the survey again in the fall. • The recall policy was clarified: <ul style="list-style-type: none"> ○ The first staff member to receive an email about a recall pulls the product from our shelves and arranges for customers who have purchased the product to be called that day. (We only know if someone purchased a specific product if that person is an owner.) • John motioned to approve B5 Treatment of Consumers. Aurea seconded. | 9 | 0 | 0 |
| Committee Chair Updates and Board Member | <ul style="list-style-type: none"> • Social Equity Committee: <ul style="list-style-type: none"> ○ Catholic Worker meals: <ul style="list-style-type: none"> ▪ Committee has been discussing ways to make Catholic Worker meal more accessible to owners (i.e. how can we “help others help us.”) Mary met with Melissa to discuss how | | | |

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| <p>Selection of Committee Assignments</p> | <p>this might be implemented in the store. Dawn will email the committee with additional ideas about how this can be handled logistically.</p> <ul style="list-style-type: none"> ▪ Catholic Worker meals have been scheduled for 3rd Friday of Jan, Feb, Mar, April, May and June. These dates are on board calendar. ▪ Board members interested in helping with a meal should email Mary. ○ Since by-law changed at last Annual Member Meeting, Social Equity Committee is also looking at next steps to create a relationship with a non-profit. • The board chose committee assignments (asterisked members are chairs): <ul style="list-style-type: none"> ○ Board Development <ul style="list-style-type: none"> ▪ Coleen Bremer ▪ Mary Kirk* ▪ Rachel Kimman ▪ Aurea Osgood ▪ Ann Lichliter ○ Social equity <ul style="list-style-type: none"> ▪ Mary Kirk ▪ Johanna Rupprecht ▪ Diane Leutgeb Munson* ▪ John Chernega ▪ Ann Lichliter ○ Membership Outreach <ul style="list-style-type: none"> ▪ Coleen Bremer ▪ Rachel Kimman* ▪ John Chernega ○ Project <ul style="list-style-type: none"> ▪ Charlotte Roraff ▪ Aurea Osgood* ▪ Johanna Rupprecht ▪ Diane Leutgeb Munson | | | |
| <p>Spring Retreat Discussion/Phone Calls with Joel</p> | <ul style="list-style-type: none"> • Spring retreat will be Sunday, March 26. Time TBD. Aurea will reserve a room. • Ann will notify Joel and set times. • Board members should email suggestions for topics to Mary. • Phone calls with Joel: <ul style="list-style-type: none"> ○ Next call is Jan. 11 at noon. ○ Ann will set up times for future calls with Joel. Perhaps Mondays at 8AM. ○ February call topic will be retreat. | | | |

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| <p>Strategic Planning – Article Discussion and Goal Setting</p> | <ul style="list-style-type: none"> • The following points were noted as being interesting: <ul style="list-style-type: none"> ○ Idea that there are different kinds of leaders. ○ Food evangelist vs. food fundamentalist. ○ That we need to take risks and learn from mistakes. • We need to assess levels of risks and take risks to differentiate ourselves and be competitive in the marketplace. • Some BCC risks: <ul style="list-style-type: none"> ○ Our expansion. ○ Giving the whole staff a 5% raise is a risk, as well as an example of courageous leadership. • Consumers drive what we carry; this is not exclusive to co-ops. • It's hard to be conservative in a market where consumers have so much access to products. • Our focus on local economy helps us to stand out. • At the center of courageous leadership is the GM, and GM retention at co-ops is very low, especially during expansion. • As a board we want to be aware of how we can support GM. GM needs to know board has her back. • It's important to discuss different ideas and be aware of what can happen. As a board, we have gone through a conflict stage, and come out of it, but we can expect it to happen again. | | | |
| <p>Meeting Adjourned</p> | <ul style="list-style-type: none"> • Meeting adjourned at 8:07 PM | | | |

| TASK | RESPONSIBLE PARTY |
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| <p>Regarding policy 2B, Ann will ask Joel about whether verbal announcements of conflict of interest should be recorded in minutes. Either minutes or policy may need to be changed.</p> | <p>Ann</p> |
| <p>Regarding policy 2E, Ann will discuss the idea of a staff member becoming a board member with Joel and report back to the board.</p> | <p>Regarding 2E, Ann will discuss the idea of a staff member becoming a board member with Joel and report back to the board.</p> |
| <p>Add Catholic Worker meals to board calendar.</p> | <p>Melissa</p> |
| <p>Email Mary if you are willing to help with a Catholic Worker meal.</p> | <p>All board members</p> |
| <p>Email social equity committee with ideas about Catholic Worker logistics.</p> | <p>Dawn</p> |

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| Update board of directors contact list with new committee roles. | Melissa |
| Reserve a room for spring retreat. | Aurea |
| Notify Joel of date for spring retreat and set time. | Ann |
| Email Mary with ideas for spring retreat topics. | All board members |
| Schedule phone calls with Joel. (Mondays at 8AM) | Ann |
| Call in to next call with Joel (1/11 at noon). | All available board members |
| Add to calendar: JUNE 2017 to schedule financial review | Ann |
| Review 2016 AMM minutes. | All board members |
| Prior to next board meeting, review the weaknesses (from SWOT analysis) and weigh in as to which one we should tackle first. | All board members |
| Check email and provide feedback on designs from Melissa | All board members |