

# 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: Coleen Bremer, 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"> <li>• 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.</li> <li>• 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).</li> <li>• 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.</li> <li>• Ann motioned to sign the letter supporting the ban against frac sand mining. Aurea seconded.</li> <li>• Dawn stated that she would let the staff know so they could be prepared for any feedback from customers and owners.</li> </ul>	7	0	0
Task Review from Sept. Minutes	<ul style="list-style-type: none"> <li>• All tasks were completed.</li> </ul>			
Review September Minutes	<ul style="list-style-type: none"> <li>• 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</li> </ul>	7	0	0
SWOT (review results from	<ul style="list-style-type: none"> <li>• 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.</li> <li>• It was clarified that the results are organized first by</li> </ul>			

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"> <li>• The board identified the following strengths: <ul style="list-style-type: none"> <li>○ Board cohesion</li> <li>○ Communication</li> <li>○ Board leadership</li> <li>○ GM-Board relationship</li> <li>○ Active members on board</li> <li>○ Board recognizes its weaknesses</li> <li>○ Relationship with CDS and Consultant Joel Kopischke</li> <li>○ Organization/Administrative Support</li> <li>○ Active committees</li> </ul> </li> <li>• The board identified the following weaknesses <ul style="list-style-type: none"> <li>○ Lack of diversity</li> <li>○ Orientation and recruitment</li> <li>○ Special projects/expansion can be distracting and result in poor strategic planning <ul style="list-style-type: none"> <li>▪ Need a multi-year plan</li> </ul> </li> <li>○ Need to do a better job at engaging members</li> <li>○ Board turnover</li> <li>○ Self-reflection</li> </ul> </li> <li>• The board identified the following opportunities: <ul style="list-style-type: none"> <li>○ Supportive community</li> <li>○ Expansion</li> <li>○ External resources available</li> <li>○ Better connections with other co-op boards</li> <li>○ Friends of the Co-op</li> </ul> </li> <li>• The board identified the following threats: <ul style="list-style-type: none"> <li>○ Debt</li> <li>○ Risk</li> <li>○ Failing to represent the ownership</li> <li>○ Competition with other community organizations for board members</li> </ul> </li> </ul>			
GM Monthly Update	<ul style="list-style-type: none"> <li>• The GM attended a conference.</li> <li>• 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.</li> </ul>			
B9 - GM Emergency	<ul style="list-style-type: none"> <li>• 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</li> </ul>	7	0	0

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

	<p>The Gen Contractor, the Development Cooperative representative, and Dawn will meet soon to develop a timeline.</p> <ul style="list-style-type: none"> <li>• Campaign update: We need \$34K.</li> </ul>			
Patronage	<ul style="list-style-type: none"> <li>• The board has two dividend decisions to vote on: <ul style="list-style-type: none"> <li>○ Dividends for preferred shares campaign</li> <li>○ Patronage dividends</li> </ul> </li> <li>• Mary motioned to pay 4% interest on preferred shares from the initial campaign. Rachel seconded.</li> <li>• Using the discussion strategy where all board members voice their opinion, the board discussed three patronage options. <ul style="list-style-type: none"> <li>○ Options 1 and 3 do not differ greatly in terms of their impact on the prospectus.</li> <li>○ John and Aurea both favored option 3.</li> <li>○ 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.</li> </ul> </li> <li>• Aurea motioned to pay patronage dividends using option 3. Rachel seconded.</li> </ul>	7 7	0 0	0 0
Meeting Adjourned	<ul style="list-style-type: none"> <li>• Meeting adjourned at 8:11pm.</li> </ul>			
October 17, 2016 decision	<ul style="list-style-type: none"> <li>• On October 17, 2016, Ann motioned to approve Charlotte Roraff's two-month leave of absence. Aurea seconded.</li> </ul>	6	0	0

TASKS	RESPONSIBLE PARTY
<ul style="list-style-type: none"> <li>• Inform staff of the board's decision to sign the LSP letter in support of ban against frac sand mining.</li> </ul>	Dawn
<ul style="list-style-type: none"> <li>• Add to September minutes: Results of electronic vote to appoint Coleen Bremer to the board of directors for September through December.</li> </ul>	Melissa
<ul style="list-style-type: none"> <li>• Send board info regarding Take Back the Co-op.</li> </ul>	Dawn
<ul style="list-style-type: none"> <li>• 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.</li> </ul>	Dawn
<ul style="list-style-type: none"> <li>• Complete self-evaluation before November board meeting.</li> </ul>	All board members

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