

# Bluff Country Co-op Board Meeting Minutes

Monday, November 13, 2017

6:00 pm – 8:30 pm

Bluff Country Co-op Community Room

Attendees: Dawn Schreiber, General Manager, Melissa Gordon, Administrative Assistant

Board Members Present: Ann Lichliter, Board President, Jenn Baechle, John Chernega, Rachel Kimman, Mary Kirk, Aurea Osgood, Deb Pelowski  
Johanna Rupprecht

Board Members Absent: Coleen Bremer

TOPIC	DESCRIPTION	ACTION/OUTCOME		
		Yay	Nay	Abstain
Task Review from October meeting	<ul style="list-style-type: none"> <li>Two few tasks were carried over. See task list below.</li> </ul>			
Review October Minutes	<ul style="list-style-type: none"> <li>Ann created a document to help committee members understand the connection between committee work and board work. The document will be added to the orientation paperwork.</li> <li>Mary motioned to approve the October minutes. Ann seconded.</li> </ul>	7	0	1
C3 Policy Revision	<ul style="list-style-type: none"> <li>Rachel motioned to approve the C3 Agenda Planning policy revision. Jenn seconded.</li> </ul>	8	0	0
C4 Policy Revision	<ul style="list-style-type: none"> <li>Aurea motioned to approve the C4 Board Meetings policy revision. Mary seconded.</li> </ul>	8	0	0
Policy B1 Monitoring Report	<ul style="list-style-type: none"> <li>The store saw 6.5% sales growth, which is great, especially because we were budgeting for -.5% growth.</li> <li>NCG made an error on our pro forma, budgeting \$3k per quarter for their services, instead of \$9K per quarter. Additionally, we had a financial review, which wasn't budgeted for.</li> <li>Our EBITDA (Earnings Before Interest, Taxes, Depreciation, and Amortization) number is negative because we haven't spent as much as we were planning and we didn't take out as large a loan as possible. Our margin was good. Our wages</li> </ul>	8	0	0

	<p>were a healthy percentage. Our current ratio did go down, and this trend will continue for a few more quarters. Same with debt to equity. Good owner equity growth.</p> <ul style="list-style-type: none"> <li>John motioned to approve the B1 Monitoring Report. Aurea seconded.</li> </ul>			
GM Update; Expansion	<ul style="list-style-type: none"> <li>We've been really busy. We moved the bulk department. We will be getting tables for the bulk department for customers to package their goods.</li> <li>We're wrapping up the project. Contractors ran out of shou sugi ban siding, and they're making new siding. Awnings should arrive soon. The living wall came up today. Lights were installed in the basement. A stove will be coming soon for the community room.</li> <li>We're fully staffed.</li> <li>Many new owners have joined. One person cancelled, but donated equity to the Co-op.</li> <li>Johanna motioned to approve the GM update with the owner equity refund request. John seconded.</li> </ul>	8	0	0
Committee Updates/Progress Toward 5-Year Goals/Review of AMM	<ul style="list-style-type: none"> <li>Project Committee <ul style="list-style-type: none"> <li>The Committee will meet one more time at the end of December to discuss finances.</li> </ul> </li> <li>Board Development Committee <ul style="list-style-type: none"> <li>The Committee met tonight to discuss board succession. They created a graphic depiction of board terms to clearly show when each director's term ends. They also are rethinking board roles given that directors are not serving their full terms. Previously, the model was: Year 1 = Directors learn the ropes. Year 2 = Directors serve as committee chairs. Year 3 = Directors serve as officers. This system is flawed because we essentially have a goal of losing our president each year. Additionally, there are four officer positions.</li> <li>All four new directors will be on the board for three years.</li> <li>The Committee created an orientation checklist for new members.</li> <li>The Committee is planning a December board meeting. It will be a potluck at Ann's house.</li> </ul> </li> <li>Social Equity <ul style="list-style-type: none"> <li>The Committee spent a few meetings looking at the Food Equity Assessment.</li> <li>Catholic Worker meals are continuing.</li> <li>Dawn and Johanna will meet to talk about goals for the committee.</li> </ul> </li> </ul>			

	<ul style="list-style-type: none"> <li>○ There is a Winona Well-Being Collaborative as well as Food Charter group. Perhaps the Social Equity Committee will get involved in one of these.</li> <li>• Membership Outreach Committee <ul style="list-style-type: none"> <li>○ AMM is the highlight of this month. <ul style="list-style-type: none"> <li>▪ Email Rachel with AMM feedback.</li> </ul> </li> <li>○ Membership Appreciation Week was Nov. 5-11.</li> <li>○ The Committee is meeting tomorrow night to wrap up.</li> </ul> </li> </ul>			
Co-op Café	<ul style="list-style-type: none"> <li>• Rachel attended her first Co-op Café at the end of October. It was the smallest Co-op Café they've had, with four co-ops represented and 21 people in attendance.</li> <li>• Discussion questions included: <ul style="list-style-type: none"> <li>○ How do co-ops positively impact their community and make a difference?</li> <li>○ What people in what roles do that?</li> <li>○ What's in place to support those people?</li> <li>○ What's a board director's role?</li> </ul> </li> <li>• Board members were present, but the majority of attendees were staff members, so it was interesting to hear a different perspective.</li> <li>• Highlights of the day: <ul style="list-style-type: none"> <li>○ Think of yourself not only as a board member and owner, but as a co-op ambassador.</li> <li>○ The board should have a marketing plan in place, which includes strategic goals for board-owner communication.</li> </ul> </li> <li>• Rachel shared slides from the conference in Drive.</li> </ul>			
Vice President Discussion	<ul style="list-style-type: none"> <li>• VP duties include: <ul style="list-style-type: none"> <li>○ Perform the duties of the President in the President's absence.</li> <li>○ Manage all external communications from the board.</li> </ul> </li> <li>• Melissa created a draft for owner communications for the VP role.</li> <li>• Rachel's slides offer ideas.</li> <li>• If you are interested in this role, email Ann.</li> </ul>			
Task Review	Next meeting is at Ann's house: 659 Main			

TASK	RESPONSIBLE PARTY
<ul style="list-style-type: none"> <li>• Carried over: <ul style="list-style-type: none"> <li>○ Make change to Policy C7. Melissa</li> <li>○ Check with lawyer to find out about the legal requirements for</li> </ul> </li> </ul>	Melissa and Dawn

the stock certificate. Dawn	
<ul style="list-style-type: none"> <li>• Add to the document created by Ann to help committee members understand the connection between committee work and board work to Drive folder “2017 New Board Member Packet.”</li> </ul>	Ann
<ul style="list-style-type: none"> <li>• Send Grand Opening sign up sheet to board.</li> </ul>	Melissa
<ul style="list-style-type: none"> <li>• Email Rachel with AMM feedback.</li> </ul>	All board directors
<ul style="list-style-type: none"> <li>• Aurea will send out the board survey. All board directors should take it.</li> </ul>	All board directors
<ul style="list-style-type: none"> <li>• Add to December agenda: Go over board survey and review ends.</li> </ul>	Ann
<ul style="list-style-type: none"> <li>• Send directors the draft of the board communication schedule.</li> </ul>	Melissa
<ul style="list-style-type: none"> <li>• Email Ann if you are interested in the VP role.</li> </ul>	All board directors
<ul style="list-style-type: none"> <li>• Bring a dish to share at the December board meeting, which will be a potluck at Ann’s house. Her address can be found on the Board Contact List on Drive.</li> </ul>	All board directors