

# Bluff Country Co-op Board Meeting Minutes

Monday, January 8, 2018

6:00 pm – 8:30 pm

Bluff Country Co-op Community Room

Attendees: Melissa Gordon, Administrative Assistant, Deb Pelowski, Alternate Directors

Board Members Present: Jenn Baechle, Coleen Bremer, Eileen Hanson, Donna Kamman, Rachel Kimman, Ann Lichliter, Chris Livingston, Aurea Osgood, Johanna Rupprecht

Absent: Dawn Schreiber, General Manager

TOPIC	DESCRIPTION	ACTION/OUTCOME		
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		Yay	Nay	Abstain
Task Review from December Meeting	<ul style="list-style-type: none"> <li>One task was carried over (see task list below).</li> </ul>			
Review December Minutes	<ul style="list-style-type: none"> <li>Change location of meeting.</li> <li>Ann motioned to approve the December minutes with the location change. Rachel seconded.</li> </ul>	9	0	0
C5 Directors' Code of Conduct	<ul style="list-style-type: none"> <li>In response to Q11, one director asked why staff members cannot be on the board, especially since the board has little to do with day-to-day operations. An explanation given previously by our CDS consultant was repeated: Having a staff member on the board can get messy, particularly with regard to GM management and compensation, because when functioning as a board member, the person would be supervising the GM, but when functioning as a staff member, the person would be reporting to the GM. New co-ops starting up are advised to include a by-law stating that staff cannot serve on the board, but for existing co-ops, CDS recommends not changing the by-law (unless it becomes an issue), so as not to have staff feel like a right is being taken away.</li> <li>Regarding the Confidentiality Agreement referred to in Q20, each director signs it annually. Directors will sign it at the February meeting. A copy can be found on the board's webpage at bluff.coop.</li> </ul>			

	<ul style="list-style-type: none"> <li>In response to Q22, it was noted that a definition of “all trainings” may be important to clarify the trainings. Eileen motioned to amend Policy C5.5 so “will” becomes “expected to” and “required” modifies “trainings.” Ann seconded.</li> </ul>	9	0	0
Board Confidentiality and Conflict of Interest	<ul style="list-style-type: none"> <li>The board decided to table this until next month because of Dawn’s absence.</li> </ul>			
B5 Treatment of Consumers	<ul style="list-style-type: none"> <li>The board decided to table this until next month because of Dawn’s absence.</li> </ul>			
GM Update	<ul style="list-style-type: none"> <li>The board decided to table this until next month because of Dawn’s absence.</li> <li>Some points that did come up: <ul style="list-style-type: none"> <li>New automatic doors waste energy and make store cold.</li> <li>The shopper survey conducted by Aurea’s class contained questions from the board, the store’s management team, and the class.</li> <li>The board has a monthly phone call, which lasts 30 minutes to an hour, with our CDS consultant. This year we have a new consultant, Leslie Watson. She specializes in facilitating retreats and in assisting start-ups. Ann will send her full bio. If you’re interested in joining the phone call, let Ann know.</li> </ul> </li> </ul>			
Ends Report	<ul style="list-style-type: none"> <li>The board decided to table this until next month because of Dawn’s absence.</li> <li>One error was pointed out: <ul style="list-style-type: none"> <li>On P3, under A2, the penultimate line, which reads “This represents 3<sup>rd</sup> and 6<sup>th</sup>” should actually read “This represents 3<sup>rd</sup> and 7<sup>th</sup>.”</li> </ul> </li> </ul>			
Committee Updates/ Progress Toward Goals/Review of AMM/Description of	<ul style="list-style-type: none"> <li>Member Outreach Committee <ul style="list-style-type: none"> <li>Revisiting the goals of the 5-year planning</li> <li>Will reserve a date for the 2018 AMM before passing this on to the newly creating AMM committee.</li> <li>Will evaluate the board’s webpage on bluff.coop</li> </ul> </li> <li>Social Equity Committee <ul style="list-style-type: none"> <li>Scheduling the next few months of Catholic Worker dinners. Jenn is hosting January 19. We still need a host for February 16.</li> </ul> </li> </ul>			

Committees	<ul style="list-style-type: none"> <li>○ Considering changing the name of the committee and revising the charter. Perhaps Food Access Committee.</li> <li>○ The Committee has been charged with figuring out why the store’s percentage of SNAP sales has been declining.</li> <li>○ Julie is working on getting the Community Cooperative Fund set up so we can donate abandoned equity.</li> <li>● Board Development Committee <ul style="list-style-type: none"> <li>○ Focusing on recruitment and orientation of new board members. Formalize onboarding training processes.</li> <li>○ Choosing monthly educational topics.</li> <li>○ Planning the spring board retreat.</li> </ul> </li> <li>● AMM <ul style="list-style-type: none"> <li>○ Committee members will be selected at this meeting.</li> </ul> </li> <li>● Committee should come to the next board meeting with a revamped charter.</li> </ul>			
Selection of Committee Chairs/Establishment of Meeting Time/Date	<ul style="list-style-type: none"> <li>● Member Outreach Committee <ul style="list-style-type: none"> <li>○ Coleen Bremer (chair)</li> <li>○ Rachel Kimman</li> <li>○ Chris Livingston</li> </ul> </li> <li>● Social Equity Committee <ul style="list-style-type: none"> <li>○ Johanna Rupprecht (chair)</li> <li>○ Jenn Baechle</li> <li>○ Deb Pelowski</li> </ul> </li> <li>● Board Development Committee <ul style="list-style-type: none"> <li>○ Eileen Hanson (chair)</li> <li>○ Aurea Osgood</li> <li>○ Ann Lichliter</li> <li>○ Donna Kamann</li> </ul> </li> <li>● AMM Committee <ul style="list-style-type: none"> <li>○ Rachel Kimman (chair)</li> <li>○ Jenn Baechle</li> </ul> </li> </ul>			
CBLD	<ul style="list-style-type: none"> <li>● Donna, Jenn, and Eileen attended.</li> <li>● The workshop was well facilitated.</li> <li>● Helped illustrate the principles</li> <li>● There was an interesting, lego-based exercise on how to read balance sheets</li> <li>● Shed insight on competition in the organic world: 70% are “midlevel shoppers,” who spend fewer than 25% of their groceries at the Co-op.</li> <li>● We should have a Crisis Management Plan.</li> <li>● We should advertise our declining balance benefit.</li> <li>● Board-GM relationships was the focus of the meeting.</li> </ul>			

TASK	RESPONSIBLE PARTY
Task carried over from December: <ul style="list-style-type: none"> <li>• Add to the New Board Member Packet: Document created by Ann to help committee members understand the connection between committee work and board work.</li> </ul>	Melissa
Add to February agenda & resubmit to February board packet: <ul style="list-style-type: none"> <li>• Dawn will share lawyer's feedback regarding legal requirements for stock certificate</li> <li>• Board confidentiality and conflict of interest</li> <li>• B5 Treatment of Consumers</li> <li>• 2018 January GM Report</li> <li>• End Report</li> </ul>	Ann and Dawn
Change policy C5.5	Melissa
If you're interested in joining the phone calls with the CDS consultant, notify Ann.	All board members
Make correction to Ends Report: <ul style="list-style-type: none"> <li>• On P3 under A2, the penultimate line, which reads "This represents the 3<sup>rd</sup> and 6<sup>th</sup>" should actually read "This represents the 3<sup>rd</sup> and 7<sup>th</sup>." (Change 6<sup>th</sup> to 7<sup>th</sup>)</li> </ul>	Dawn
Send new CDS Consultant Leslie Watson's bio to board members.	Ann
Committee should come to the next board meeting with a revamped charter.	Committee chairs