

# Bluff Country Co-op Board Meeting Minutes

Monday, July 9, 2018

6:00 pm – 8:30 pm

Bluff Country Co-op Community Room

Attendees: Dawn Schreiber, General Manager, Melissa Gordon, Administrative Assistant, Deb Pelowski, Menomonie Market Food Co-op Board of Directors

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

Board Members Absent: Johanna Rupprecht

TOPIC	DESCRIPTION	ACTION/OUTCOME		
		Yay	Nay	Abstain
Task Review from June Meeting	<ul style="list-style-type: none"> <li>• All tasks were completed.</li> </ul>			
Review June Minutes	<ul style="list-style-type: none"> <li>• No discussion.</li> <li>• Chris motioned to approve the June minutes. Rachel seconded.</li> </ul>	6	0	2
D3 Delegation to the GM	<ul style="list-style-type: none"> <li>• No discussion.</li> </ul>			
B7 Communication to the Board	<ul style="list-style-type: none"> <li>• No discussion.</li> <li>• Aurea motioned to approve the B7 report. Eileen seconded.</li> </ul>	8	0	0
GM Update	<ul style="list-style-type: none"> <li>• New kitchen manager begins tomorrow.</li> <li>• We continue to see sales growth. GM is still hopeful that we will be able to give across-the-board raises this year.</li> <li>• Aurea motioned to approve the GM Update. Jenn seconded.</li> </ul>	8	0	0
Committee Updates/ Progress Toward 5 Year	<ul style="list-style-type: none"> <li>• Board Development Committee               <ul style="list-style-type: none"> <li>○ Upcoming events to recruit new board members                   <ul style="list-style-type: none"> <li>▪ Goodview Farmers Market, Thursday, July 19, 3-6:30pm: Coleen will be there</li> <li>▪ Winona Farmers Market, any Saturday: Let Melissa know and she will arrange it.</li> </ul> </li> </ul> </li> </ul>			

Goals/Brainstorm Owners	<ul style="list-style-type: none"> <li> <ul style="list-style-type: none"> <li> <ul style="list-style-type: none"> <li>▪ Meet and Greet, Saturday, August 11, 10-11am: Chris, Aurea, Ann and Eileen will be there. If you're interested, let Eileen know.</li> </ul> </li> <li>○ Working on onboarding training packet           <ul style="list-style-type: none"> <li>▪ Creating one-page sheets to add to packet: How to Use Google; What to Expect from a Board Meeting; Annotated Agenda</li> </ul> </li> <li>○ Brainstorming on board recruitment           <ul style="list-style-type: none"> <li>▪ Melissa will send a spreadsheet of all BCC owners and their phone numbers and/or email addresses. Please review the list and contact at least one person about becoming a board member.</li> </ul> </li> <li>○ Fall retreat           <ul style="list-style-type: none"> <li>▪ We are trying to schedule the fall retreat. Please fill out Ann's doodle poll with your availability.</li> </ul> </li> </ul> </li> <li>• Social Equity       <ul style="list-style-type: none"> <li>○ Johanna sent an email asking for volunteers to host the Catholic Worker meals. Please sign up. Melissa has a delicious soup mix from the Co-op that is free of charge and will feed everyone!</li> <li>○ Working on Community Fund article for Fall newsletter.</li> <li>○ This quarter's Beans for Bags recipients were chosen:           <ul style="list-style-type: none"> <li>▪ Winona Food Shelf</li> <li>▪ Winona-Dakota Unity Alliance</li> <li>▪ National Eagle Center</li> <li>▪ LiveWell Winona</li> </ul> </li> </ul> </li> <li>• Membership Outreach       <ul style="list-style-type: none"> <li>○ Two focuses:           <ul style="list-style-type: none"> <li>▪ Review other co-op websites and ours and provide feedback to Melissa</li> <li>▪ Member Appreciation Week in October</li> </ul> </li> </ul> </li> <li>• Annual Member Meeting       <ul style="list-style-type: none"> <li>○ We will meet in July to set timeframe for the event and discuss some preliminary details.</li> <li>○ Please continue asking owners about why they attend the AMM so we can use that feedback to plan a successful event!</li> </ul> </li> </ul>			
Board Strategic Work: a. Bylaw	<ul style="list-style-type: none"> <li>• Proposed by-law changes       <ul style="list-style-type: none"> <li>○ According to our lawyer, by-laws do not need to exactly match policies, but should obviously not be contradictory. By-laws should be more general;</li> </ul> </li> </ul>			

Change and Transferring Stock Discussion  
 b. Board discusses readings: Food, Coop and Capitalism (see link in email) & The Practitioner's Guide to Governance as Leadership

- policies should be more specific.
- Suggested Change 1: VP description
    - In order to simplify the language, we will make the following change:
      - Section 2. VICE PRESIDENT: The vice-president shall: a. In the absence or disability of the president, perform the duties of the president, and b. ~~Be assigned to work with committees set up by resolution of the board of directors.~~ **b. Coordinate all communication with external constituents.**
  - Suggested Change 2: Changing the by-laws so that the board does not need to approve member cancellations
    - Since the board is currently approving the Store Report, which includes the all member cancellations, through consent agenda, we do not need to change anything .
  - Suggested Change 3: Stock certificates.
    - Our lawyer says that according to Minnesota law we do not need to issue stock certificates, but we do need to keep a record of all stock sold. Since we already keep a record of stock sold or bought back, all we need to do is clarify this in our by-laws:
      - Section 3. STOCK CERTIFICATES: ~~A certificate of stock will be issued~~ **Certificates of stock will not be issued to each holder of fully paid stock. A record will be kept of all stock sold. The record will include:** ~~Each certificate will have~~ the class of stock, the number of shares and the names of the person to whom it is issued. ~~Each certificate will have the signature of the president and secretary. A record of each certificate issued will be kept.~~
  - Suggested Change 4: Staff members on the board
    - There are no legal implications.
    - We are proposing a change that removes the ability of employees to serve on the board because it creates a muddy situation where the employee both reports to the GM and

	<p>supervises the GM.</p> <ul style="list-style-type: none"> <li>• Section 7. Employees: <del>No more than one third of the board of directors may be paid employees of the association. The general manager may not be a director.</del> <b>No employees shall serve on the board of directors.</b></li> <li>• If this is passed by the owners, we need to delete Policy C5 2E from the Register.</li> </ul> <ul style="list-style-type: none"> <li>○ Suggested Change 5: Abandoned Equity. <ul style="list-style-type: none"> <li>▪ According to our by-laws, equity is considered abandoned if it has not been paid in full within 36 months. We are not currently abandoning equity after only 36 months, but we are on track to begin doing so within the next 3 years.</li> <li>▪ We should change it to 48 months instead of 36. <ul style="list-style-type: none"> <li>• Section 4. ABANDONED EQUITY: If a member fails to pay the share amount in full with in <del>thirty-six (36)</del> <b>forty-eight (48)</b> months of signing the member purchase agreement, this agreement shall lapse and this member's rights and privileges will be forfeited. The sum accumulated in this member's equity account shall be considered abandoned and shall not be refunded, and will be distributed to a corporation or organization that is exempt from taxation to be determined by the board of directions at the time of the abandonment. A written notice of this determination will be sent to this member's last known address as it appears on the association's records. The member shall have the opportunity to appear in his/her own defense at the next board of directors meeting, and the action of the board to cancel the membership must be supported by a majority vote of the board.</li> </ul> </li> </ul> </li> </ul> <ul style="list-style-type: none"> <li>○ Suggested Change 6: Transferring owners</li> </ul>			
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	<ul style="list-style-type: none"> <li>▪ According to Minnesota Statute, co-op stock may be transferred. Transfers can also be restricted if they are written in the by-laws or articles and written conspicuously on the application. According to our by-laws and articles, no transferring of stock is allowed. Because it is not clearly explained on the application, the Co-op has faced problems when the two people listed on the application get divorced and each person believes (s)he is the owner of the stock or an owner dies and the child or someone else tries to sell the stock back to the Co-op.</li> <li>▪ We should change our by-laws to match MN statute, then create a policy to explain how we will make decisions about transfers.</li> <li>▪ Aurea will create a group to discuss. Aurea, Chris, and Dawn will be in the group. <ul style="list-style-type: none"> <li>○ Donna motioned to recommend the above by-law changes to the owners. Eileen seconded.</li> <li>○ Aurea will write up changes to by-laws to present to the owners at the AMM.</li> </ul> </li> <li>• We will hold off on conversation about reading until next month.</li> </ul>	8	0	0
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TASK	RESPONSIBLE PARTY
<ul style="list-style-type: none"> <li>• Participate in the following board recruitment events <ul style="list-style-type: none"> <li>○ Goodview Farmers Market, Thursday, July 19, 3-6:30pm <b>Coleen</b></li> <li>○ Meet and Greet at Co-op Community Room, Saturday, August 11, 10-11am <b>Chris, Aurea, Ann, Eileen (anyone else, let Eileen know)</b></li> <li>○ Let Melissa know if you'd like to staff a booth at the Winona Farmers Market <b>All Board Members</b></li> </ul> </li> </ul>	All board members
<ul style="list-style-type: none"> <li>• Forward a copy of owners and their contact info to board members.</li> </ul>	Melissa
<ul style="list-style-type: none"> <li>• Reach out to at least one owner regarding potential board candidacy.</li> </ul>	All board members
<ul style="list-style-type: none"> <li>• Fill out doodle poll for fall retreat.</li> </ul>	All board members
<ul style="list-style-type: none"> <li>• Let Johanna know if you can host a Catholic Worker meal. If you are interested in cooking a soup mix from the Co-op, let Melissa know.</li> </ul>	All board members
<ul style="list-style-type: none"> <li>• Schedule a meeting with Chris and Dawn to discuss the by-law change about transferring ownership.</li> </ul>	Aurea
<ul style="list-style-type: none"> <li>• Write up changes to by-laws to present to the owners at the AMM.</li> </ul>	Aurea
<ul style="list-style-type: none"> <li>• Add to next month's agenda:</li> </ul>	Ann

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| <ul style="list-style-type: none"><li>○ Board Strategic Work: Board discusses readings: Food, Coop and Capitalism (see link in email) &amp; The Practitioner's Guide to Governance as Leadership</li><li>○ Discuss folks to recruit for next election.</li></ul> |  |
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