

Bluff Country Co-op Board Meeting Minutes

Monday, September 10, 2018

6:00 pm – 8:30 pm

Bluff Country Co-op Community Room

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

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

Board Members Absent: Coleen Bremer, Johanna Rupprecht

TOPIC	DESCRIPTION	ACTION/OUTCOME		
		Yay	Nay	Abstain
Review Tasks from August Meeting	<ul style="list-style-type: none"> • Several items were carried over. See task list below. 			
Review August Minutes	<ul style="list-style-type: none"> • No discussion. • Jenn motioned to approve the August minutes. Aurea seconded. 	5	0	2
Board Strategic Work	<ul style="list-style-type: none"> • Board retreat discussion and next steps <ul style="list-style-type: none"> ○ We should not wait much longer to figure out the membership question. The by-law group needs to be regularly working on this. <ul style="list-style-type: none"> ▪ How are we answering this question? What do we need to consider? What is impacting the decision? Can we even answer the question about what is impacting it? Should we look into how other co-ops have dealt with this? Organizations are members too how do they play into our membership conversation? ▪ The subcommittee will use the generative questions generated during the retreat as a launching point. They will then come up with more generative questions and email the rest of the board for feedback. ▪ We will also consult with Leslie on this. Next call is Friday, 21st, at noon. 			

	<ul style="list-style-type: none">▪ Cindy Telstad has weighed in on abandoned equity aspect, but not necessarily on what entails membership.▪ Melissa will make a copy of the by-law document and move it to the 2018 folder.▪ Donna will email a link on Minnesota statute regarding co-op ownership. Melissa will put it in the by-law folder.○ The retreat was time well spent. Wish there was more than one hour to discuss what was discussed during the last hour. First three hours were great, but content of last hour needs more time.○ Liked the question, “What keeps the GM up at night?”<ul style="list-style-type: none">▪ Dawn says it’s mostly operational, so it’s hard for board to help. The big issue right now is getting and keeping qualified staff.▪ The board might use this topic to practice generating generative questions.○ How else can the generative process be practiced by the board?<ul style="list-style-type: none">▪ Perhaps generative questioning can be scheduled into the meetings, e.g., in the action/outcome column of the monitoring report.▪ Another idea is to have a retreat that is self-facilitated, and we will choose one topic to practice this process with.▪ Committee can also practice it in their meetings.○ How might we save time at board meetings?<ul style="list-style-type: none">▪ We could return to a 5:30pm start time for meetings, doing the check-ins from 5:30-6pm and starting the meeting right at 6pm.▪ We could do check-ins every other month, rather than every month, or build check-ins into the strategic part of the agenda.▪ We might save time by emailing comments about minutes in advance, so during the meeting all we do is vote. We will try this with the October meeting.○ How could the retreat have been improved?<ul style="list-style-type: none">▪ More time for generative questioning activity.▪ We prepared by reading articles, but we didn’t use the articles much. Maybe we should have			
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	<p>prepared differently, perhaps by thinking about the topics of staff on board and memberships.</p> <ul style="list-style-type: none"> ▪ A board retreat is a good time to review the strategic plan. <ul style="list-style-type: none"> • It might be valuable to review the strategic plan during onboarding. • In committee check-ins, committees should be mentioning where they're at with their strategic goals. • Add to next month's agenda: check in on full board strategic tasks will replace "ends" at board development topic. Melissa to get the projector. ○ We should continue to review the previous month's task list at each meeting to keep us accountable. • Board Education: Servant Leadership <ul style="list-style-type: none"> ○ Why are you here? What brought you to the board? What expectations did you have and are they being met? <ul style="list-style-type: none"> ▪ Ann: I really loved the store. I loved the community and wanted to become more a part of it. Also, I came from a social worker field, and I wanted to learn something new, and I am absolutely learning something new. ▪ Jenn: I worked here, and then I moved away, and when I came back, I wanted to be a part of it again. I cannot think of Winona and not think of the co-op. I did expect that there would be more action. ▪ Aurea: I serve on another board, but only 3-4 of us show up. It's all oversight, no foresight or insight, because so much operational work needs to get done. I appreciate that this board functions at a higher level. This board has also changed a lot over the eight years I've served. ▪ Donna: I was inspired and influenced by some of the co-op founders and the work they did to start this store. When I look to the future, I know people have to start eating better, and I want to help make that happen. I believe the co-op could play a bigger role in the way people eat in this town. 			
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	<ul style="list-style-type: none"> <ul style="list-style-type: none"> ▪ Chris: I like applying what I know to help other organizations. I view serving on the board as a privilege because the co-op is my community, and I want to do everything I can to further it. • In October we will hold elections for next year’s officers. If anyone is interested in an officer position, email Ann. • September 13th Meet and Greet <ul style="list-style-type: none"> ○ It’s an informal conversation about the work of the board. ○ Jenn, Aurea, Ann, and possibly Donna will be here. ○ We should reach out to people at any time throughout the year, not just right before the elections. 			
<p>Committee Updates/ Progress Toward 5 Year Goals</p>	<ul style="list-style-type: none"> • Membership Outreach <ul style="list-style-type: none"> ○ Met last month and talked about member appreciation week. Each board member please plan to come into the store once or twice that week to hand out goodies to owners. ○ We also reviewed our strategic goals. • Social Equity <ul style="list-style-type: none"> ○ We have not met. ○ We will create a list of folks who might serve on the Community Fund committee. ○ We want Annette Shepardson to come to our next meeting so we can talk to her about SNAP. ○ Dawn and Melissa will draft a letter to send to people to look for another \$500 match. We will send the letter to Jenn to send to Fastenal. • Board Development <ul style="list-style-type: none"> ○ During this meeting we got feedback on the retreat. ○ We will schedule the winter retreat soon. It will likely be in February. ○ We are wrapping up the new board orientation packet. • AMM <ul style="list-style-type: none"> ○ We met last month and worked on the AMM task list. ○ The venue changed to the Polish Museum Morrison Annex. ○ Rachel will reach out to Adam to find out when we can get in to do our rehearsal. ○ Please fill out the board board with your answer to the question: Why do you attend the annual member meeting? ○ Ann will facilitate again. GM, treasurer, and committee chairs should plan to speak. 			

	<ul style="list-style-type: none"> ○ Rachel will send a sign-up sheet for volunteer duties. 			
B1 financial condition	<ul style="list-style-type: none"> ● Numbers don't look pretty because we had a big project this year and our financial firm lumped a few big items in this quarter, which impacted our numbers. For example, one whole year's worth of depreciation is in this quarter. Additionally, store supplies are higher than usual. <ul style="list-style-type: none"> ○ Depreciation is a way of spreading expenses out over years. We can disburse it in a way that makes sense based on expected life of equipment. Then, as it goes down each month, it's not so shocking when we need to replace it. ○ Store supplies represent our small equipment. The Co-op depreciates items that cost over \$2,500, but items that are less than that are expensed. The store supplies number is higher than usual because we bought extra items for the store as a result of expansion, but it should go down. ● We reduced our loan payments, so numbers should start looking better. ● Our margin has improved from the past two quarters. The previous numbers were possibly a result of bad inventory counts. Plus, our kitchen is a higher portion of our sales, and they have a higher margin. ● The financial review has not yet been completed. Once we receive it, the accountants will give us their recommendation on whether we should pay out the Preferred Share dividends. Once Dawn has the accountant's recommendation, she will email the board, and the board will go online to vote on paying out Preferred Share dividends. <ul style="list-style-type: none"> ○ If the board votes to pay out the Preferred Share dividends, we will amend the letter to offer instructions on how owners can donate that money to the Community Fund. ● Chris motioned to approve the B1 Monitoring Report. Eileen seconded. 	7	0	0
GM Update	<ul style="list-style-type: none"> ● No discussion ● Donna motioned to approve the GM update. Rachel seconded. 	7	0	0
c8 Governance Investment	<ul style="list-style-type: none"> ● Board development committee will take note of the following comments about board training: <ul style="list-style-type: none"> ○ "It would be good to have a yearly schedule, specific outcomes we expect, and measures of the success of training activities." 			

	<ul style="list-style-type: none"> ○ “Without measures of the effects of training, it is difficult to rate the board’s compliance.” ● It was noted that the term “outreach mechanisms” is vague and could mean anything. 			
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TASK	RESPONSIBLE PARTY
Carried over from August: <ul style="list-style-type: none"> ● By-law task force to schedule ongoing meetings to prepare by-law changes for AMM 2019. Monday, 5:15. ● Reach out to Menomonie to get their feedback on our board meeting. ● Notify owners interested in being on the board about next meet and greet. <ul style="list-style-type: none"> ○ Donna will call Margaret Trott. ○ Ann will call Kris Troska. ○ Rachel will call Teri Hanson ○ Yogesh 	Ann, Aurea, Dawn, Chris Ann Various Board Members
<ul style="list-style-type: none"> ● Draft a letter about the \$500 match and send to area businesses and vendors. Send the letter to Jenn to send to Fastenal. 	Dawn and Melissa
<ul style="list-style-type: none"> ● Add to board calendar: <ul style="list-style-type: none"> ○ Call with Leslie: Friday, 9/21, 12pm ○ Board Training Blitz: Wed, 11/7, 5-6pm 	Melissa
<ul style="list-style-type: none"> ● Consult with Leslie about membership questions. ● Use the generative questions generated during the retreat as a launching point to frame the membership question. Then generate more generative questions and email the rest of the board for feedback. ● Make a copy of the by-law document and move it to the 2018 folder. ● Donna will email a link on Minnesota statute regarding co-op ownership. Melissa will put it in the by-law folder. 	Board By-law subcommittee Melissa Melissa and Donna
<ul style="list-style-type: none"> ● Practice generating generative questions. 	Board Committees
<ul style="list-style-type: none"> ● E-mail comments/questions/changes regarding the minutes in advance of the meeting so we are prepared to vote without discussion at meeting. 	All Board Members
<ul style="list-style-type: none"> ● Add to next month’s agenda: check in on full board strategic tasks will replace “ends” as board development topic. Melissa to get the projector. 	Ann and Melissa
<ul style="list-style-type: none"> ● If anyone is interested in an officer position, email Ann. 	All Board Members
<ul style="list-style-type: none"> ● Each board member please plan to come into the store once or twice during Owner Appreciation Week (Oct. 14-Oct. 20) to hand out goodies to owners. 	All Board Members
<ul style="list-style-type: none"> ● Fill out the board board with your answer to the question: Why do you attend the annual member meeting? 	All Board Members
<ul style="list-style-type: none"> ● Monitor your email to vote for whether or not we will pay preferred share dividends. 	All Board Members

<ul style="list-style-type: none">• Discuss comments from this month's board survey:<ul style="list-style-type: none">○ "It would be good to have a yearly schedule, specific outcomes we expect, and measures of the success of training activities."○ "Without measures of the effects of training, it is difficult to rate the board's compliance."	Board Development Committee
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