



Minutes of River Market
Board of Directors Meeting
Tuesday August 11, 2015
6:30 p.m. in the River Market Loft

Attendance

Directors Attending

David Browne
Alison Komarek
Dan Puraty
Matt Ludt
Carolyn Scott
Mandi Leonard
Sara Morrison
April Rust
Nate Hart
Elissa Cottle

Directors Not Attending

Also Attending

Mead Stone
Nicole Sullivan

Call to Order 6:34 pm

President David Browne called the River Market Board of Directors meeting to order at 6:34 pm.

Owner comments

Elissa Cottle had a question regarding River Market Employees being owners of the Co-op. The issue will be discussed during the business portion of the agenda.

Points of order

There were no points of order.

Approval of Procedural Documents

The Consent Agenda was called. The Quarterly Board Treasurer's report and the A report – Global Ends were pulled for discussion. All other items were approved.

Board Engagement

- Primes – Chapters 14 (Refusing to Hide Out) & 15 (Avoiding Bright and Shiny Objects and Squirrels)

The Board engaged in a discussion of these two chapters of Primes. The notes will be posted to backpack.

– Expansion – 7:15 pm

The Board spent time reflecting on topics which have been discussed and studied during the Board engagement time of the meetings and during the retreats. Input was given as to the direction the Board members would like to see the study and engagement sessions taking. The notes will be posted to backpack.

Business

BOD/GM Open Discussion – 7:56 pm

- Mead told the Board that last week the quarterly co-operatives co-operate and gap report went in. They also had a managers meeting where he gave an overhead presentation to all the departments.
- The new owner surveys have been received and will be emailed to the Board.
- River Market had their audit review on Tuesday, August 11th.
- Annual meeting update – they have the location and the River Market Deli is going to prepare the food for it.
- Again this year Mead will be attending the General Assembly.
- Regarding farm cooperatives, Micah from Hungry Turtle Farms will be in the store on Saturday, August 15th.
- They are still looking for staff in the deli and health and body care (HBC) departments. They have lost a couple of employees in the Deli. The deli grew by 100% in August.
- The Board was pleased with Mead's Global Ends report and found it very interesting.
- It was stated that even though there is a tremendous amount of sales growth at the Co-op, they are still losing money which goes to show how incredibly hard a job it is to run the business and proves what a great job Mead is doing. It is a balancing act and Mead is very comfortable with where we are heading.
- The Board talked about how much they enjoyed meeting the department managers this year.
- Clarification was given on the purpose of the Mission Statement and how it relates to the Ends Statement. The Mission Statement is a structure for the GM to manage his staff. It is a strategy to achieve the Ends Statement which is the Board's values. Therefore, the Ends Statement is to do with the Board and the Mission Statement is to do with the store.

GM Annual Evaluation 8:07pm

- Evaluating the GM is the result of the nine GM B reports and the A report submitted over the last year.
- The Board worked on the new Ends Statement for two months until September of this year. Therefore, this year's GM evaluation shall be based on the previous Ends Statement.
- The Board accepted all the reports. There were five reports that were not in compliance. Four of these non-compliant reports were due to the remodel. The fifth report was due to elements from PCI (Purchasing Card Industry) which we do not have any control over. Therefore, the Board is fine with all these reports and accepted them.
- It was commented that the D.1 Unity of Control, along with the D.2, D.3 and D.4 should not be on the Monitoring Reports Chart.
- Matt Ludt consulted the Policy Register on the GM evaluation process and it was agreed that the A Report – Global Ends needs to be discussed prior to completing the evaluation. This will be done later in the meeting.

Fall Retreat additional dates and planning

- None of the previously suggested dates for the Fall Retreat worked for everyone. Therefore, some Sunday options will be added and a new poll sent out.
- The possibility of having the Fall Retreat in January was considered. This would also not work for all. It was decided to first see if any of the Sunday dates would work and then look at January if need be.
- Dave Browne suggested that it may be beneficial to spend time at the next retreat working on Committee structures. It would be helpful for everyone to learn more about them and what they do as Directors spend a lot of time on them but they don't talk about them a great deal during the Board meetings. Perhaps there could be a committee tutorial for the next retreat.

Annual meeting update

- This was discussed during the BOD / GM open discussion.

Board Leadership Succession 8:27 pm

- In the interest of transparency, Dave Browne who has fulfilled his term as President of the Board, stated that he is happy to talk to anyone who may be interested in filling the position of Board President. He also encouraged people to consider it.

- There was also an invitation for any Director who is interested in the President Position to join the next CBLD consultant call on September 20th at 4:30. The call is an hour and Todd, the consultant will spend some time discussing the leadership and what it involves.
- There is always an open invitation for any director to join any of these consultant calls.

Growth Committee Update

- Carolyn, Elissa and Alison, the Committee members, met on July 17th. They have the previous Charter for the Committee and did not find any changes that need to be made to it as it is adequate for the committee.
- It was confirmed that previous changes that had been made to the Charter in July 2013 had been discussed and adopted by the Board despite the fact that the vote results of the adoption are not in the meeting minutes from July 2013.
- The Committee members reported on their meeting with Mead. During their meeting they discussed Carolyn's draft of a communication plan. In general Mead likes the plan however he felt it needed to be condensed. One thing they took action on was the Board of Directors bulletin board in the store. Elissa has written text to go on the board which she will email to the other Directors for input. Additionally, photos were sent to Andre to be placed on the bulletin board and the website.
- There was a discussion as to whether the Board of Directors page on the website should be more dominant. Consensus was not reached and the discussion will continue within the committee.
- The Charter will be part of the Board meeting package for next month so that the Board can review it along with the proposed name change. The Board will then officially bring the Committee out of retirement.

Board Development Committee- New Director Manual and Orientation Plan

- Board Buddies to the new directors after the elections – Elissa Cottle will mentor Kellie Seth and Dan Puraty will mentor Brock Ehnert.
- Dan Puraty would like to take a look at the New Director Manuals.
- The Board Development Committee will meet to discuss the binders and then tell the Board admin what needs to be done in time for the elections.

Policy & Rules Committee- Summary Report on Co-op Shares and Patronage Refund (5 min)

- There is not a consideration for Patronage Refund, therefore there is no report.

Responsibility for official documents

- The Board has been looking to the Policy and Rules Committee to ensure that the Policy Register is updated correctly, however, the CBLD consultant said that in most Boards the responsibility of the integrity of documents falls to the Board Secretary. Therefore, reviewing official documents is part of Mandi Leonard's responsibilities while she is the Board Secretary.
- Mandi will look at the Policy Register and work with the Board admin to ensure we have the most updated version.
- The backpack filing system was discussed. The Board admin will review what it may take to reorganize the files and then discuss it with the Board.

Events/training (CBLD 101 for New Directors and others)

- The CBLD 101 training day conflicts with the Annual Meeting. Brock Ehnert is available to go to the CBLD training.

Media: Currents; Website, etc.

- The Currents deadline is August 20th.
- Elissa Cottle will not be writing an article about the workshop her and Nate attended for this issue but will do so for the next Currents deadline.

Discussion from Owners Comments

- The Board addressed Elissa Cottle's question regarding Co-op ownership by employees. Mead stated that approximately 30% of the employees are not owners.

Reports

- The Treasurer's Report was discussed. The budget for the Board administrative assistant was exceeded by more than \$2000. The consulting fee was not being placed in the correct category which is why it appears to be over budget. This has now been rectified. This was the first year from memory that the budget amount was exceeded for the Board's discounts on purchases. This is a good thing as it means Board members are shopping there more. Looking ahead as far as the budget for this year, the amount that has been exceeded in this past year is what has already been budgeted for in the current year.
- The International Summit of Cooperatives in Quebec, Canada will be on October 11th to 13th 2016. The Board will look at the possibility of sending a Director to it when discussing next year's budget.

- A-Report – Global Ends was discussed. Mead said he enjoyed writing this report in reference to the Board’s Ends Statement. He mentioned that it is a work in progress but he liked the structure and enjoyed how the Ends is tied up with actions of the Co-op. The discussion of this report is part of Mead’s evaluation.
- Co-ops are sending information (fact gathering) on things like electricity use, cardboard use, etc. to be centrally collated to see how we are doing. This information will be available in the future. River Market has made changes to improve their energy use.
- Mead said the report showed some disappointments such as the schools and cities are not having health fairs as often. Also Snap purchases are going down perhaps because the economy is improving?

- **April Rust motioned to accept the Global Ends report as in compliance. Mandi Leonard seconded. The motion carried.**

- The board adjourned the open session and went into an executive session in order to have a confidential conversation with the General Manager about his job performance. The board then reconvened the open session and took the following action:

- **Matt Ludt made a move to recognize the GM’s accomplishments over the last 12 months and accept his performance. Sara Morrison seconded the motion. The motion carried.**

Director Questions & Assignments

September Assignments:

Leadership tasks and work

- Prepare for Annual Meeting Presentation

Board tasks and work

- Review Annual Meeting Board Role

GM Activities

- B.1 Financial Condition. Auditor's Report; Audited Financials.

Other

- CBLD Consultant call: Oct. 20th is Current's Deadline

Annual Meeting Assignments:

Leadership tasks and work

- Board Annual Meeting Report

Board administrative assistant

- Help as needed at Annual Meeting; Distribute Director Manuals

GM Activities

- GM Annual Meeting Report

Board Development Committee

- Communicate Orientation Plan to New Directors

Policy and Rules Committee

- Be mindful of Annual Meeting & Election rules & policies

Other

- Quorum?
- Bring topic suggestions for study and engagement.
- Growth Committee to bring charter and name change proposal

Open Session Adjournment 9:17 pm

Respectfully Submitted

Nicole Sullivan

Board Administrative Assistant