



Minutes of River Market
Board of Directors Meeting
Tuesday August 9th, 2016
6:30 p.m. in the River Market Loft

Attendance

Directors Attending

Dan Puraty
Matt Ludt
Alison Komarek
Elissa Cottle
Brock Ehnert
Nate Hart
Sara Morrison

Directors Not Attending

Mandi Leonard
Kellie Seth
April Rust
Carolyn Scott

Also Attending

Mead Stone
Lisa Kalmon-Diedrich
Nicole Sullivan
Allan LaValier
Angela Anderson
Lynn Raarup

Call to Order 6:32 pm

Vice President Alison Komarek called the River Market Board of Directors meeting to order at 6:32 pm. Introductions were made around the table.

Owner comments

Allan LaValier, Angela Anderson and Lynn Raarup presented some recommendations to the Board with regards to GMO's. As owners they have been meeting to discuss the topic of GMO's in relation to the co-op. The Board thanked them for their effort and time and will review their recommendations regarding GMO's in conjunction with operations.

Points of order 6:45 pm

Vice President Alison Komarek stated that a closed session will be added at the end of the open session and that the GM evaluation would be moved to the closed session of the meeting.

Approval of Procedural Documents

The Consent Agenda was called. Items on the Consent Agenda were:

- A. Meeting Agenda
 - B. Open Meeting Minutes 7/12
 - C. New & Leaving Owners List
 - D. GM Informational Report
 - E. GM Monitoring Report Summary
 - F. Global Ends Report
 - G. Quarterly Treasurer's Report
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- Matt Ludt pulled item F – Global Ends Report
 - Alison Komarek pulled item B – Open Meeting Minutes 7/12 and item G – Quarterly Treasurer's Report

 - **All other items were approved**

Board Study and Engagement – Stillwater Downtown Planning Update and Brainstorming Exercise – 6:38 pm

- Alison Komarek attended a meeting of the Downtown Stillwater Advisory Board which has been established to investigate ideas and provide input to the City Council for the development of the downtown Stillwater area. The city has been working with consultants for proposals but is also looking for input from the community. Alison led the Board on a walking tour of the area around the Co-op to discuss, reflect and provide suggestions for improvements to the area. The city is asking for input as soon as possible. The notes will be placed on Backpack.

Business

BOD/GM Open Discussion – 7:49 pm

- Mead Stone stated that Sara Bodenske was at the store today to do the financial audit and will present to the Board next month.
- The River Market Co-op had a blood drive in the store. The morning was quiet but then it picked up in the afternoon.
- Mead talked about the Ends Report and stated that the emphasis was on people. Employee time off and the treatment of staff is discussed in the Ends Report.
- The Co-op will be upgrading our P.O.S. (point of sales) system on August 24th. It will take two days to complete the upgrade.
- The HVAC system is being cleaned from the 16th to 19th August.
- Trista Reuter will be the new interim Perishable Manager which includes the deli, meat and refrigerator. She will continue to be the Produce Manager.
- River Market is getting new vending machines for Reverse Osmosis water. The last ones we had incurred more cost in repairs than money made selling water from them. The new ones have a maintenance plan included.
- NCG will be in St. Paul for the fall meeting.
- There is no case discount for Board members.
- Lumber Jack Days didn't appear to be advertised a great deal this year and it was two weeks earlier than usual. It therefore seemed slow this year. Lumber Jack days is always a hindrance for sales but we did contribute to the event. This type of event will be important to get people downtown once the bridge opens.
- The question of what the city is going to do to bring people downtown was discussed. The city has done a good job of protecting our parking but we do still have to spend money on a parking attendant.
- Events downtown like Lumber Jack Days help some of the businesses but not as much for the Co-op.
- It was agreed that some kind of small park for the kids when they come shopping would be a great asset.
- The biking traffic has generated sales especially from the deli.
- The store traffic is pretty good in the evenings. Summer Tuesdays however tend to attract some young people with skateboards.
- Bulk peanut butter was taken out to comply with health and safety requests. Having bulk nut butter would require the Co-op to have a sneeze guard and no grinder. Each city has a different health department. We could bring it back but it would involve costs and the bulk nut butter sales have been going down. We will be carrying the same brands as we had but it will be in jars and at a good price.

- Fresh Thyme opened up in Vadnais Heights.
- River Market stopped participating in the farmers markets when the Deli became busy and they needed all their staff to be in the store.

Annual Meeting Update 8:08 pm

- The Annual Meeting will be held at the Lift Bridge Brewery.
- They are looking into getting the same violin band.
- We introduced our curried chicken salad last time and will look at possibly introducing other new items at this meeting.
- There will be a PA system.
- The date is October 1st and tickets are being sold now.
- Ballets are out now.

Fall Retreat Planning

- A doodle poll has been sent out for possible dates for the upcoming fall Board retreat.
- Location suggestions are Warner Nature Center or Lake Elmo Park Reserve.
- A suggestion for the content to be covered is Co-op consolidation. The idea of having two groups debate on the issue for and against consolidation was discussed.

Attendance Policy

- No Board members met the criteria for absentee review this month.

Board Leadership Succession

- Matt Ludt discussed the requirements for selecting the new leadership of the Board for the following year. The October meeting will have the new directors and will be the time to nominate and vote for the Board Leadership.
- A paper ballot is needed which we need to have plans for.
- There also needs to be arrangements in place for directors who are not able to attend the meeting that month to be able to submit their votes.

- A good voting procedure would be to vote on each rank individually rather than voting for them all together.
- The Board has voted to have two alternate directors who will not have any leadership roles.

Board Development Committee

- The New Director Manuals have been completed by Dan Puraty.
- Mentor assignments were discussed. Dan Puraty will be a mentor to Lisa Kalmon-Diedrich and Elissa Cottle will mentor Chris Jensen should either be elected.
- Sylvia Conger will possibly provide formal mentoring again this year. April Rust will be reviewing this.
- Brock Ehnert asked about remote attendance of directors to the Board meetings. The policy in the Bylaws was discussed. This will be placed on the next agenda to be discussed in further detail.

Board Policy and Rules Committee

- C-Report surveys were handed out and completed by all attending directors.
- Co-op shares and patronage refund was discussed. The matter was reviewed with the Co-op Accountant, Sara Bodenske and decided that there will be no patronage refund this year.

Growth and Engagement Committee

- Nothing to report

Events/training

- Matt Ludt and Alison Komarek will be attending the International Summit of Cooperatives in Quebec from October 11th to 13th 2016.
- Co-op Cafes are not local.
- No directors are interested in attending the CBLD 101 in September. However, the new directors may be interested but since it will be held prior to the Board elections they would be going as owners rather than Board members.

Media: Currents; Website, etc.

- Currents Deadline is August 20th.

Reports

- Director Matt Ludt pulled **Item F – Global Ends Report**. In discussion, he stated that each year the board reviews the cooperative's progress towards achieving the goals set forth in the A policy, the Ends policy. This was the annual meeting where issues of the cooperative's operations, business choices, direct effects, and collateral effects for the year prior is addressed by the Board of Directors. He noted the absence of any owners in attendance to speak on any issues they had with the report. The 2nd bullet of the policy specifies that the Co-op should see positive environmental impacts as a result of all it does. It was questioned whether the cooperative's existence other than the measurements by the Co+Efficient program were recognized in the Ends Policy. For instance Director Ludt questioned how labeling of organic, "natural", gmo, and conventional products can and should be reflected in the Ends report. Director Puraty disagreed in not seeing how labeling would affect the environment. Alternate Director Ehnert articulated his disagreement. Discussion was had about the GM updating operational definitions for use in next summer's Ends report. The adoption of the report was moved, seconded, and adopted by the Board after a vote.
- **Director Nate Hart motioned to accept The Ends Report as submitted. Director Dan Puraty seconded. Motion carries.**
- Director Alison Komarek pulled **Item B – Open Meeting Minutes 7/12/2016**. There was a conceptual error on the attendance report. The attendance policy should not state two consecutive and three non-consecutive meetings but rather be consistent with the Bylaws and state three consecutive and four non-consecutive meetings.
- **Director Alison Komarek motioned to accept the open meeting minutes with the correction to update the attendance policy to three consecutive and four non-consecutive meetings in the previous 12 months. Director Sara Morrison seconded. Motion carries.**

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- Director Alison Komarek pulled **Item G – Quarterly Treasurer’s Report**. Questions were raised regarding being over budget on item 6401a – CDS Consulting. This was further discussed and an explanation given regarding categories used. Mead Stone will send more detailed information to the Board. It was noted that overall the Board is under budget by \$13,063.
- **Director Alison Komarek motioned to accept the Quarterly Treasurer’s Report. Director Elissa Cottle seconded. Motion carries.**

Director Questions & Assignments

September and Annual Meeting Assignments:

Leadership Tasks and Work

- Prepare for Annual Meeting Presentation
- Board Annual Meeting Report

Board Tasks and Work

- Review Annual Meeting Board Role

GM Activities

- GM Annual Meeting Report
- Auditor's Report
- Audited Financials

Board Development Committee

- Communicate Orientation Plan to New Directors

Policy and Rules Committee

- Be mindful of Annual Meeting & Election rules & policies

Other

- CBLD Consultant Call
- August 20th Deadline for Currents
- Quorum

Open Session Adjournment 9:14 pm

The Board held a closed session.

Respectfully Submitted

Nicole Sullivan

Board Administrative Assistant