



Minutes of River Market
Board of Directors Meeting
Tuesday February 14th, 2017
6:30 p.m. in the River Market Loft

Attendance

Directors Attending

Dan Puraty
Matt Ludt
Nate Hart
Elissa Cottle
Kellie Seth
April Rust
Lisa Kalmon-Diedrich
Alison Komarek
Brock Ehnert
Sara Morrison
Chris Jensen

Directors Not Attending

Also Attending

Mead Stone
Nicole Sullivan
Melanie Reid

Call to Order 6:32 pm

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

None

Points of order

None

Approval of Procedural Documents

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

- A. Meeting Agenda
 - B. Open Meeting Minutes 1/13
 - C. New & Leaving Owners List
 - D. GM Informational Report
 - E. B.4 Report – Membership Rights and Responsibilities
 - F. D.1 Report – Unity of Control
 - G. D.2 Report – Accountability to GM
 - H. D.3 Report – Delegation to the GM
 - I. Treasurer’s Report
- **Item F – D.1 report was pulled by April Rust for discussion.**
 - **The B.1 Financial condition report was on the agenda to be discussed during the reports portion of the meeting.**

Board Study and Engagement – Process of hiring a new GM discussion – 6:40 pm

- Melanie Reid from CDS Consultants presented to the Board on the process for hiring a new GM. A procedure is put into place to assist Co-op Boards through selecting and hiring a new GM. There are many tools that have been used by other boards and support is given by the consultants. The notes will be posted on Backpack.

Business

BOD/GM Open Discussion – 8:07 pm

- Mead Stone stated that the Annual Meeting has been set for Saturday, October 7th, 2017.
- This month’s Consent Agenda item of refunds requested has a unique situation with the person wishing to put the refund back into the co-op. Approving this item in the Consent Agenda will also approve this request.
- Sales went up during the two weeks of the festival.

- During the upcoming car show the police will be controlling the parking lot which will include maintaining River Market's parking spots.
- The Ice Castle has been receiving approximately 200 people per half hour.
- The Currents survey received a great response. This is a very good way to keep the lines of communication open. River Market staff are also questioning people in the store, e.g. what do you have to go elsewhere to purchase? Where do you see River Market in five years?
- It seems there may be a shift away from peoples' desire to stay downtown Stillwater.
- There will be a CSA event in March.
- River Market blood drive is on 21st March.
- Ideas are being generated on how to get kids more involved – trying to get young starter families engaged at the co-op. A potential discount was one idea.
- New staff members are being trained in the Deli.
- There will be a sit down and talk to Owners time on 3rd and 4th April from 3 to 4 pm. Board Directors are welcome to be included.
- There was a request for the Board's bulletin board to be updated to show the current Board Directors.
- Old Board documents will be organized by the Board Admin but will not be converted into electronic form.
- Trista and Lark are working on the business plan which includes looking at the following items:
 - Going through the items on the shelves and reducing the variety but still maintaining the diversity.
 - Defining standard procedures
 - Beginning to cross train staff
 - Attempt to not schedule staff too tightly so as not to miss opportunities
 - Keep the focus internal while being aware of competitors
- No one from the store is going to CCMA but there may be a bus of attendees coming to our store.
- The reordering program was discussed especially for HBC. Having fewer choices but focusing on quality has been important to the produce department. Preserving the sense of quirky is a consideration, e.g. what is tempeh? It is part of what makes a co-op unique.
- Target is starting a program of working with start-up companies. This has been what co-ops traditionally do.
- Mead has been meeting with Carolyn Scott on marketing strategies.

Board Budget Priorities Discussion and CCMA Participation 8:27 pm

- Nate Hart, Board Treasurer is looking at planning the Board budget for next year. He will be investigating potential costs of events occurring next year. He will be consulting with Andre Bessette on some of the marketing components. Averages of Board member travel will be looked at including sending people to CCMA. There will be a rough draft of the budget at the March Board meeting and in April the budget will be reviewed for approval.

Policy and Rules Committee 8:33 pm

- C-Report surveys were handed out and completed by all attending directors.
- The committee has not yet met this year.

Board Development Committee

- The committee is looking at having some events such as a “Come on Board” event as well as a meet and greet at a brewery.
- They will also have an hour in the store by the Deli to answer questions.
- There will be an ad in the newsletter.
- Some other ideas include a tear off card to put in a box and having more in-store marketing presence.
- There will be a notice on the information board regarding Board recruitment. Some other areas in the store are being considered as well.
- Electronic receipts have a large space near the top of the email and it was asked if this space could be used for co-op advertising. Mead Stone will investigate.

Growth and Engagement Committee 8:44 pm

- Director Elissa Cottle summarized the committee’s last meeting. Meeting minutes will be posted on backpack.
- The committee is discussing engagement and meaningful communication with the owners. Ways in which this can be achieved was discussed along with areas of communication and access.

- Some ideas being considered include: an annual potluck in summer directed by the Board; use of established forms of communication; expressing the role of liaisons; voluntary director contact information; owners being invited to contribute to the cause of promoting the spread of co-ops; and looking at areas of potential growth.
- Further discussion will be continued at a later meeting or retreat.

Attendance 9:05 pm

- **President Alison Komarek motioned to remove director Brock Ehnert from the Board in accordance to regular Board practice due to six absences over the past twelve months.**
- Brock Ehnert submitted a letter of explanation.
- Possibilities of remote attendance and the parameters of the By Laws were discussed as well as the setting of precedence. The By Laws state that remote access needs to be made available to all owners. This may cause technical challenges. The By Laws would not be able to be amended until the next annual meeting.
- Discussion ensued on the circumstances.
- **The Board voted and the motion failed.**
- Revision of the By Laws will be discussed at a future time.

Events/training 9:33 pm

- CCMA is June 8th to 10th, 2017 in the Twin Cities.

Media: Currents; Website, etc.

- The Board discussed future articles for Currents.
- Andre will be receiving an article from April Rust.
- Mandi Leonard did interviews with Kellie Seth and Brock Ehnert for Currents.
- The possibilities of having a member log in portion on the website were discussed. Mead Stone will investigate.

Spring Retreat Planning 9:37 pm

- It was decided that there will be a spring retreat this year.
- April 29th is the only available date.

Reports

- **Item F – D.1 Report, Unity of Control was pulled by April Rust.**
- The D.1 report was pulled to discuss a place holder statement in it saying “the revisions need to be clarified”. The task will go to the Policy and Rules Committee to review.

April Rust moved to accept the D.1 report as written. Sara Morrison seconded. The motion carries.

- **The B-1 Report: Financial Condition was pulled as an agenda item due to non-compliance and for discussion.**
- The Board engaged in discussion regarding the non-compliant portion as well as to have a good understanding of the financial condition.
- There are two parts that are not in compliance. Firstly, sales growth which is a co-op wide issue due to competitive pressure forcing us to look internally and become better operators. River Market is above the median for co-ops. Secondly, the net income portion – the pieces are in place for improvements in gross profit. This is primarily regarding the deli, bakery and meat departments.
- Fundamentally we have strength that we have been building on for some time.
- Our competitive edge is predominantly our great staff.

Elissa Cottle moved to accept the B-1 Report including the non-compliant portions. Nate Hart seconded. The motion carries.

Director Questions & Assignments

March Assignments:

Leadership Tasks and Work

- Plan Execute Spring Retreat
- Present draft of Board Budget at March meeting to ensure approval by April 30th Deadline

Board Monitoring Report

- C.2-Board's Job
- C.4-Board Meetings
- C-5 Director Code of Conduct
- D.4 Monitoring the GM's performance

Board Tasks and Work

- Report on Ownership Qualifications as it relates to Board Candidate Recruitment
- Board Budget Approval

Study and Engagement

- Board Budget and Financials

GM Activities

- GM monthly report
- B.5 Treatment of Consumers

Policy and Rules Committee

- Plan & Submit report on Ownership Qualifications as per AOI & Bylaws

Other

- CBLD Consultant Call
- April 20th is Current's Deadline

Open Session Adjournment 9:59 pm

Respectfully Submitted

Nicole Sullivan

Board Administrative Assistant