



Minutes of River Market
Board of Directors Meeting
Tuesday January 10th, 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

Directors Not Attending

Brock Ehnert
Sara Morrison
Chris Jensen

Also Attending

Mead Stone
Nicole Sullivan
Trista Boe

Call to Order 6:33 pm

President Alison Komarek called the River Market Board of Directors meeting to order at 6:33 pm.

Owner comments

None

Points of order

- Nate Hart requested to include a discussion regarding the distribution timeframe of the Board Meeting packet and any required preparatory work prior to the Board meetings. This discussion will be added to the agenda after the attendance portion.
- April Rust added some time to ask some follow up questions regarding the Myers Briggs reports from the fall retreat.

Approval of Procedural Documents

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

- A. Meeting Agenda
- B. Open Meeting Minutes 12/13
- C. New & Leaving Owners List
- D. GM Informational Report
- E. B-7 Report: Communication with the Board
- F. B-8 Report: Board Logistical Report

- **Item B – Open Meeting Minutes 12/13 were pulled by Alison Komarek on behalf of Sara Morrison who was not in attendance.**
- **Item E – B-7 Report: Communication with the Board was pulled by April Rust and Alison Komarek (on behalf of Sara Morrison who was not in attendance).**
- **Item F – B-8 Report: Board Logistical Report was pulled by April Rust and Alison Komarek (on behalf of Sara Morrison who was not in attendance).**
- **All other items were approved.**

Board Study and Engagement – Excellent Owner Engagement – 6:36 pm

- The Board engaged in a discussion to define what excellent owner engagement is and how can it be applied. All directors were asked to prepare for the discussion with some reading material and videos as well as writing a definition. The notes will be posted on Backpack.

Business

BOD/GM Open Discussion – 8:03 pm

- Mead Stone mentioned that co-ops in Iowa were interested in obtaining nut grinders after hearing that some may be available due to requirements from Minnesota food and safety inspections.

- Mead talked about another co-op which has been struggling and is starting a new concept of reducing the variety of brand and products to have more emphasis on brands such as Field Day in an effort to reduce price of items.
- At River Market there are two areas that they are looking at for ways to improve. These are bulk food and the bakery. In the bulk foods department the issue is with the PLU numbers being consistently changed and coinciding with produce numbers which are universal. In the bakery they are looking at reducing the prices of Great Harvest and some other brands with the costs being absorbed elsewhere in the department.
- Molly is on maternity leave.
- For the first time in a long time the staffing levels in the store are good. When staffing levels are up it means that profits are down this quarter so staff are being encouraged to take time off now.
- The Stillwater Ice Castle prompted the co-op to order a sign saying “hot soup” which should be very visible. There is also hot chocolate in the store that people can make themselves and hot cider has also being considered.
- The hot bar improvements and changes means that one can get snack sizes on some items.
- Mead’s plan for the New Year is to focus on four major items:
 - 1) Reduce the variety of items
 - 2) Defining operating procedures
 - 3) Cross training of staff
 - 4) Trying not to schedule staff too tightly in order to reduce restocking delays. Not to reduce hours too much so that they have the help they need.
- The question was asked as to why sales were down in December? There were a lot of unsold and unclaimed turkeys this year which accounted for part of it. People did not come and pick them up for various reasons. Asking for a deposit on the turkeys creates extra accounting. This does not happen every year. The number of Senior Tuesdays in a month also affects the sales.
- The weather makes it difficult for everyone. The staff is helping out with shoveling snow as the contractor only comes when there has been two inches of snow.

Spring Retreat 8:19 pm

- Do the Board directors want a Spring Retreat? Historically there has not always been a spring retreat.
- Next month Melanie Reid is coming to begin the discussion on what is required to start planning for GM succession.
- Todd needs to know as soon as possible if the Board would like his involvement in a spring retreat.
- There were mixed opinions on the fall retreat topic.

- Proposals for topics for a spring retreat: explore owner engagement – coming up with concrete plan or GM succession topic.
- After discussion it was decided that a preliminary poll would be sent out by April to secure dates for a spring retreat. Once the Board has listened to Melanie Ried’s discussion next month and heard from the Growth and Engagement Committee on owner engagement then the decision would be made about whether to have a spring retreat or not and if so what topic.

Attendance 8:30 pm

- The purpose of this discussion on Board member attendance is to create transparency and to give members who meet the absentee criteria an opportunity to give an explanation. It is therefore a standard point on the agenda.
- If a person who meets the absentee criteria is not in attendance at the following meeting then the matter will be carried over to the next meeting.
- The question was also addressed as to whether an alternate director has the same attendance requirements as an elected Board member. Additionally, in situations when that alternate director becomes an elected Board member does that mean that absences are wiped clean at the time of election or does the previous time as an alternate count?
- This is not covered in the Bylaws. A motion would be appropriate but it is not required to amend the Bylaws.

Director Matt Ludt moved to monitor attendance as previously discussed and if a director meets the criteria outlined in the Bylaws there will be a discussion about attendance. There will be no distinction between an alternate director and / or an elected director and a rolling twelve months will continue to apply. Dan Puraty seconded. Motion carries unanimously.

- The attendance discussion of director Ehnert will be deferred until next month.

Timeframe of Board Packet delivery

- Director Nate Hart asked if consideration could be made for bringing the delivery of the Board meeting packets to the directors forward thus allowing more time for directors to prepare for the meeting.

- Discussion ensued and potential conflicts with meetings and retrieval of figures that affects items going into the packet contemplated.
- It was decided that all effort would be given to get any requests for preparatory work for directors to be done for the meeting as early as possible. However, the main packet delivery would remain on the same timeline at present.

Board Policy and Rules Committee – C-Reports

- C-Report surveys were handed out and completed by all attending directors.
- No other updates for the committee.

Board Development Committee

- The committee has not yet met. Director Brock Ehnert had been tasked with convening the committee but asked via message if another member of the committee would consider being interim chair and setting up the meeting. Director April Rust will schedule the first meeting. If more help is needed for the committee they will reach out.

Growth and Engagement Committee

- Director Elissa Cottle will be interim chair and schedule the first meeting.
- Director Dan Puraty has joined this committee.

All committees must meet before the February Board meeting.

Events/training

- Lisa Kalmon-Diedrich attended the CBLD 101 training and found it to be very informative with a great speaker. She particularly enjoyed an assignment of using pipe cleaners to describe the structure of a cooperative. Lisa noted that cooperative governance is incredible.
- CCMA is June 8th to 10th, 2017 in the Twin Cities. This is the National Cooperatives conference. Registration is still not yet open. The Board discussed the benefits of staying in a hotel near the location even though it is in the Twin Cities giving the option of returning home each night. There is value in staying there at night as it means more social interaction and engagement in the evenings with peers. This will be further discussed at another time.

Media: Currents; Website, etc.

- The Currents deadline is 20th February.
- Mandi Leonard will be contacting Lisa and Chris for interviews for Currents.
- The Board Development Committee needs to place items for Board recruiting into Currents in the next issue. They will be asking for people who may be interested in serving on the Board and also inviting people to the next Board meeting.

Myers Briggs Report Update

- Director April Rust informed everyone that extended reports on the Myers Briggs information was available. Directors may individually purchase this additional information if desired.
- Mead Stone and Alison Komarek would like the additional reports.
- April Rust will pass on this information and also ask those who were not in attendance if they would like copies.

Scanning Old Board Documents 9:14 pm

- The Board discussed the merit of spending the time and expense of having old Board documents scanned into electronic files and organized.
- The value would be in having the historical reference.

- It was decided that Mead Stone will first go through the documents and assess what is there.

Remote Board Meeting Attendance Options

- Recommendations were made from Dan Puraty and Brock Ehnert regarding the possibility of having video and voice available for people to attend the Board meeting remotely.
- Several conferencing options were given and the internet requirements discussed.
- Challenges and potential issues were also considered such as technical difficulties counting as absences, valid reasons for attending remotely and lack of personal interactions.
- The Bylaws regarding attendance including remote access were read which states that notice must be given to all directors and owners. Therefore, consideration needs to be given if multiple owners wished to attend and if we would have the capabilities to provide that service.
- This issue falls under the umbrella of the Policy and Rules Committee. They will discuss the issue and report back to the Board.

Reports

- **Item B – Open Meeting Minutes 12/13 was pulled by Alison Komarek on behalf of Sara Morrison.**
- The open meeting minutes from the December 13th Board meeting were pulled due to Director Kellie Seth being listed on both the In Attendance list and the Absent list. Director Kellie Seth was absent for that meeting. The correction will be made.

Alison Komarek moved to accept the open meeting minutes from December 13th with Director Seth noted as Absent. April Rust seconded. The motion carries.

- **Item E – B-7 Report: Communication with the Board was pulled by April Rust and Alison Komarek on behalf of Sara Morrison.**
- This report was pulled not for content but for discussion of the fact that only 67% of Board Members responded to Mead Stone's questions required for the report. It was felt that increased participation should be expected from directors even though it was in compliance for the number of responses.

April Rust moved to accept the B-7 Report as in compliance and considerations of comments made. Dan Puraty seconded. The motion carries.

- **Item F – B-8 Report: Board Logistical Report was pulled by April Rust and Alison Komarek on behalf of Sara Morrison.**
- This report was pulled to clarify a comment being in compliance. It was discussed and all agreed to accept it as in compliance.

Lisa Kalmon-Diedrich moved to accept the B-8 Report as in-compliance. Kellie Seth seconded. The motion carries unanimously.

Director Questions & Assignments

February Assignments:

Leadership Tasks and Work

- Plan Spring Retreat
- Plan Board Budget Priorities Discussion
- Quarterly Treasure's Report

Board Closed Session Topics

- Quarterly Analysis (If Warranted)

Board Monitoring Report

- D.1-Urity of Control
- D.2-Accountability to GM
- D.3-Delegation to the GM
- D.4 Monitoring the GM's performance

Board Tasks and Work

- Ensure Treasurer has data necessary to propose board budget
- Board Budget Priorities Discussion
- CCMA participation

GM Activities

- GM monthly report
- B.1 Financial condition
- B.4 Membership Rights & Responsibilities

Other

- CBLD Consultant Call
- D-Global Board-Management Connection Report reviewed but not monitored
- Board & Staff Social

Open Session Adjournment 9:39 pm

Respectfully Submitted

Nicole Sullivan

Board Administrative Assistant