



Minutes of River Market
Board of Directors Meeting
Tuesday July 14, 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 6:37 pm

Vice President April Rust called the River Market Board of Directors meeting to order at 6:37 pm.

Introductions were made around the table.

Owner comments

There were no owner comments.

Points of order

- Elissa Cottle added that she had sent the board a letter explaining meeting absences.
- The 2015 Cooperative Hall of Fame is to be discussed in the business section.

Approval of Procedural Documents

The Consent Agenda was called. There were no pulled reports.

Meet the Department Manager – There was no manager present.

Board Engagement

- Primes – Chapters 12 & 13

The Board engaged in a discussion and evaluation of Primes, chapters 12 (Managing Intractable Dilemmas) and chapter 13 (Avoiding Tripping Hazards). The notes will be posted to backpack.

– Expansion (follow-up from retreat – Growth Committee leading) – 7:25 pm

The Growth Committee shared with the Board ideas they have been working on about possible future growth and expansion of the Co-op. The notes will be posted to backpack.

Business

BOD/GM Open Discussion – 8:07pm

- Mead Stone gave an update regarding the last month. He said that since he submitted his monthly report the check to Twin Pines Foundation had been cashed. This is a very big deal they are proud of as about 21 Co-ops had applied for this.
- Mead is excited about the sales for this month. They are fully staffed at the moment and he is happy with staff levels. There are new staff in the Deli which he is thrilled about. The extra people in the deli will help things run smoothly.
- He will be attending the National Cooperative Grocers meeting in Seattle in September. Additionally, he will go to the Finance Managers meeting in Chapel Hill, North Carolina.
- Anthony just returned from Marketing Matters in Boise. While there they visited a Winco store. Winco has 90 stores in 9 states and does 5.6 billion a year. This is an employee owned company which has cashiers who are millionaires. They take on Walmart with regards to pricing and come out on top. They have bulk foods of approximately 500 food items. Their coffee is \$6.99 / lb across the board. Winco is not a well known company because it is privately owned and the owners do not do interviews. They are probably one of the most efficiently run grocers around.

Cooperative Hall of Fame

- Elissa Cottle brought up the Call for Nominations for the 2016 Cooperative Hall of Fame. She stated that she would like the board to nominate Mead Stone. Mead said that he was honored but would like to respectfully decline. The board agreed to revisit this in a couple of years.

GM Annual Evaluation Preparation

- The annual work plan and calendar requires the Board to do an evaluation of the General Manager in August. In preparation for this the Board Secretary does a Monitoring Report Summary Chart and memo. It is the Board's job to look at the chart and memo as part of the evaluation. Mead's performance equals these reports and the Board's acceptance of them means they approve of his performance. Next month they will vote on it.
- The question came up as to whether the evaluation needs to be a closed session. It was decided that no closed session is required since as long as the Board accepts the reports the evaluation is written.

Work Plan and Policy Register follow up

- It was brought to attention that the reformatted Policy Register is not the most updated one. The Policy and Rules Committee will collaborate with the board administrator to confirm we have the most current version.

Attendance Policy – 8:22pm

- The Board Director attendance policy and procedure was discussed. The By-laws state that if a Board Director has missed three consecutive or four non-consecutive unexcused meetings they may be asked to leave the board. The discussion was on what the procedure should be if this occurs.
- The question was asked whether the Director should bring it to the attention of the Board or if the Board should notify the Director.
- A part of the procedure for when someone misses a meeting should be to make sure that they are updated on what occurred during the meeting, perhaps through a buddy system.
- The question was asked as to what the intention of the policy is? The intentions include:
 - Encouragement of attendance
 - To address delinquency and good reasons for missing meetings
 - Giving directors an opportunity to avoid getting to the point of three missed meetings
 - The Policy states unexcused absence, some absences are understandable
 - The Policy does not come up unless there have been three missed meetings. Then the question of excuses is addressed which is a judgment call.
- It was agreed upon that Matt Ludt would write a standard letter that the board administrator would send out in the mail to the absent Director after each missed meeting. This will become part of the board administrator's regular post meetings follow up. The purpose of the letter is to have a legal piece of documentation if the Board needs to make a change with a member. This procedure would make sure it was not a question of the Director not being aware.
- A follow up phone call to the absent Director from the board President would be a judgment call.

Post – CCMA discussion

- Nate Hart, Carolyn Scott and Elissa Cottle shared their experiences at CCMA in Boise.
- Nate talked about the Twin Pines session he attended. They talked about the need for a loyalty program as more and more conventional grocers are getting on board with selling and promoting local and organic products. Cooperatives really need to be aware of this as the conventional grocer is really trying to fit into the movement. Another session he attended was about social media. It was stated that “you don’t need social media but you need what social media does”. In a session with Art Sherwood they did an exercise creating a group using 18 different co-op jobs. The group got together and talked about the things one does that is just part of your job and those things that are done above and beyond.
- Carolyn attended meetings about expansion and hiring a new GM. She will write about these for next month’s meeting.
- Elissa talked about sessions she attended about how to use co-op brand and identity including our connection to others. A powerful statement used was “regional, cooperative advertising”. She also attended a session called “we have the money, we just have to ask for it”. She recommended a book by Thompson and Nadeau called “Cooperation Works”. Another session was “More Stores Equals More Impact” in which they mentioned people who represent co-ops generally have the motto of more stores.

Annual meeting update

- The Lift Bridge Brewery will be holding the annual meeting. They are excited about having it at their place as they are all about community. The Brewery will be handling all the food, setup and clean up and will cover the cost. River market will leave a gratuity for the workers.
- A local violin band called Thrift Store Sonata will be playing at the meeting.
- Tickets are being sold. Funds raised will go into the River Market Cooperative Community Fund and each person will receive a coupon to use in the co-op.
- The annual meeting is on September 19th, 2015.

Fall Retreat dates and preliminary planning

- The CBLD consultant, Todd Wallace gave four dates as options for the fall retreat. The dates are October 10th, 24th or 31st and November 7th.
- The board administrator will send out a poll with the four date options.
- Discussion on topics will go on the agenda for next month.

Growth Committee update

- The three members of the committee are; Alison Komarek (Chair), Elissa Cottle (Vice Chair) and Carolyn Scott (Secretary).
- They have met twice.
- They would like to recommend a name change for the committee. They will bring the recommended name change along with their updated Charter to the next meeting.
- Further discussion of their ideas will be placed in the engagement part of the meeting next month. This will replace the discussion on GMOs which will be delayed.

Board Development Committee update

- The question was asked as to whether the candidates had been notified that they had been approved on the slate.
- The Board Development Committee will send out notification to the candidates.

Policy & Rules Committee – update and Annual Meeting by-law provision report

- No new update. Same report as last year.

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

- CBLD 101 training for new directors in on September 19th, the same day as the annual meeting. Mandi Leonard will ask the candidates to come to both the training and the annual meeting.

Media: Currents; Website, etc.

- The book “Cooperation Works” by Nadeau and Thompson is a possible suggestion for study and engagement next year. Members of the Board are to look at the book online to see if it is one they might like to review. Any other book suggestions should also be brought to the Board.
- August 20th is the deadline for Currents

Reports – no reports

Director Questions & Assignments

Leadership tasks and work

- Review Officer & Committee Tasks
- Propose Autumn Retreat Date & notify all candidates of same
- Confirm September Meeting separate from Annual Meeting
- Conduct GM Evaluation; within two weeks of evaluation decision prepare, review with GM, and deliver the written evaluation report for personnel filing. Complete GM Evaluation (and Compensation Review if due this year
- Quarterly Treasurer's Report
- Board Chair solicits mentor assignments for board candidates
- Quarterly Analysis (If Warranted)

Board Tasks and Work

- Review Board Work Plan
- Set Autumn Retreat Date
- Digest Report on Co-op Shares & Patronage Dividend as per AOI & Bylaws

GM Activities

- Organize & Plan for RMCC Annual Meeting
- Monitoring Reports - A: Global Ends; B.1 Financial Condition (delayed until September)

Board Development Committee

- Update BOD New Director Manual
- Plan Orientation for New Directors

Policy and Rules Committee

- Plan & submit summary report on Co-op Shares & Patronage Refund as per AOI & Bylaws

Growth Committee

- Present updated Charter for committee along with name change recommendation

Other

- CBLD Consultant call
- Board Secretary to notify candidates of slate approval and to invite them to upcoming meeting and training

Open Session Adjournment 9:17 pm

Respectfully Submitted
Nicole Sullivan
Board Administrative Assistant