



Minutes of River Market
Board of Directors Meeting
Tuesday July 12th, 2016
6:30 p.m. in the River Market Loft

Attendance

Directors Attending

Dan Puraty
Matt Ludt
Alison Komarek
April Rust
Carolyn Scott
Elissa Cottle
Kellie Seth
Nate Hart
Sara Morrison

Directors Not Attending

Mandi Leonard
Brock Ehnert

Also Attending

Mead Stone
Lisa Kalmon-Diedrich
Nicole Sullivan

Call to Order 6:37 pm

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

Mead Stone asked for assistance in rearranging the furniture after the meeting in preparation for a class.

Points of order 6:45 pm

April Rust added an item to the consent agenda. Item E – CBLD Quarter 2 report was added to the consent agenda. This item was in the Board meeting packet.

Approval of Procedural Documents

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

- A. Meeting Agenda
 - B. Open Meeting Minutes 6/14
 - C. New & Leaving Owners List
 - D. GM Informational Report
 - E. CBLD Q2 Report
- Sara Morrison pulled item E – CBLD Q2 Report
 - **All other items were approved**

Board Study and Engagement – Twin Cities Co-op Consolidation Discussion

- April Rust further updated the Board on her research into assessment tools like Myers and Briggs, Keirsey Temperament, etc. for the Board to use. All the online versions have been found to not be as helpful as having a facilitator work with the Board to explain and understand the findings. The question was also raised in regards to the timing of doing this assessment so that the new Board members could participate. It was decided to therefore remove this item from the Study and Engagement schedule for the next few months.
- Mead Stone led the group in a discussion regarding the newly announced consolidation of three Minneapolis Co-ops – The Wedge, Linden Hills and Eastside Food. The notes will be placed on Backpack.

Business

BOD/GM Open Discussion – 7:33 pm

- Mead Stone mentioned that he had talked to the winery next door and they will be hiring a manager.
- There is a co-op in our area that is looking to possibly join with the Hudson co-op group.
- River Market's secret shopper for July received a 99% satisfaction. All of the staff are to be commended for excellent customer service.
- Retro pay rises for employees will be coming out tomorrow.
- Paid time off is given out and is preferred over holiday pay since the employee can choose when they would like to take time off.
- River Market received a patronage refund from NCG.
- Hallie, the Health and Body Care manager will be voluntarily stepping down and Kali will be the new manager.
- First week in July was the best sales week ever.
- River market hired an on call handyman that will be there on an as needed basis. They will attach a handyman workers comp to him. Our previous handyman is no longer available.
- The co-op had a Department of Agriculture inspection which showed we are in good shape. There were a few minor suggestions which River Market will be adopting. As a result there will be no more bulk peanut butter. This will be discussed further in Currents.
- There were 329 new owners for the year which is two less than the previous year. This is a great number of new owners.
- There is a development proposal for land near Menards which includes two restaurants and a possible competitor. The problem with the development is that it is difficult to get to even though Menards brings many people.
- River Market will be cutting our membership to the Chamber of Commerce. Other businesses benefit from the Chamber but for us it is not worth the \$600 annual membership fee. Mead has met with members of the Chamber.
- Mead is confident that we will have a profitable quarter. The final numbers are yet to come in but it looks like the co-op will have a profit of \$89,000 this quarter. The next best quarter had a profit of \$56,000. This is mainly due to the increase in sales and profitability in the Deli department. Labor is also very low with an average of \$105 per labor hour which is probably one of the best in the Cities. However, this is also a sign that the coop has been in need of hiring more people. This is a good ratio as long as the employees are getting the help they need. The 99% satisfaction received from the secret shopper is even more positive when one considers this great ratio.
- Engaging customers enthusiastically is River market's marketing strategy. Greeting customers as they enter also reduces theft.
- River Market finished the year with \$234,000 cash in hand.

GM Annual Evaluation Preparation 7:50 pm

- The Board Secretary, Sara Morrison has presented a memo and summary chart report on the GM reports completed throughout the year.
- It is the Board's responsibility to look at the report and memo. This needs to be done by each director for next month's meeting.
- The GM's evaluation is based on the acceptance of all the reports.
- The GM compensation was evaluated last year with a three year plan and therefore does not need to be discussed this year.

Annual Work Plan 2016 – 2017 – 7:54 pm

- The annual work plan is a guideline and changes may come about as the year progresses.
- Mead Stone has made an appointment with Sara Budenske for August 9th, 2016 and she will make a presentation to the Board regarding the financial condition.
- C-reports were changed greatly this year and are still in progress. These changes will be reflected later in the work plan.
- The annual work plan needs to be approved by the Board.
- **April Rust motioned to approve the Annual Work Plan with the knowledge that the C-reports will need to be changed. Dan Puraty seconded. The motion carries.**

Attendance Policy 7:57 pm

- The Board discussed the director attendance policy.
- The policy for the removal of a director due to attendance is stated in the Bylaws. The Bylaws state that there is just cause for removal if a director has been absent from three consecutive or four non-consecutive meetings within in the previous 12 months. This states that there is grounds for removal but that absences may be explained and justified.
- The Board clarified that the procedure will be that removal of a director will be placed on the agenda for the following Board meeting after a director has met the absentee limit. The Board will hear the director's explanation and hold a vote on removal.

- Mandi Leonard has met the limit for Board meeting absence. She provided the Board with an explanation for not being able to attend. The Board discussed the matter.
- **April Rust moved to remove Mandi Leonard as director based on her attendance. Alison Komarek seconded. The motion did not carry by a unanimous vote.**
- Another issue regarding attendance was discussed. Brock Ehnert asked if there was any possibility of being able to remotely attend. There are Bylaws in place covering remote attendance which will be reviewed and discussed next month.

Annual Meeting Update 8:47 pm

- The Annual Meeting will be held at the Lift Bridge Brewery again this year. There will be a microphone.
- The date for the Annual meeting is October 1st, 2016.

Fall Retreat Dates and Preliminary Planning

- It was agreed to proceed with the Fall Retreat as it is helpful for new Board members.
- A doodle poll of possible dates will be created once the schedule has been discussed with Todd from CBLD.
- Possible topics include consolidation and how to prepare for it.

Board Development Committee

- The Board Development Committee has not met since the last Board meeting.
- They are in the process of setting meeting dates and reviewing the Charter.

Board Policy and Rules Committee

- There was no C-share exercise this month. Matt Ludt will collaborate with the Board admin to record the C-report evaluations.
- There are no proposed revisions to the Bylaws for this year.

Growth and Engagement Committee

- The Board Bulletin Board looks great.
- The committee has not met this month.

All committees are to review their Charters.

Events/training

- The International Summit of Cooperatives in Quebec is from October 11th to 13th 2016.
- CBLD 101 is in September and the leadership training is on January 9th, 2017.
- There are also the CBLD cafes coming up for those who are interested.

Media: Currents; Website, etc.

- Currents Deadline is August 20th.

Reports

- Sara Morrison pulled Item E – CBLD Quarter 2 report for questioning. Attendance at trainings listed on the report is incorrect. There were three attendees from the Board in January and zero this quarter. The report states zero in the first quarter and two in this quarter. April will communicate this with Todd and have it corrected.
- **As the report was just pulled for questioning there is no requirement for a vote.**

Director Questions & Assignments

August 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
- Quarterly Treasurer's Report
- Board Chair solicits mentor assignments for board candidates

Board Closed Session Topics

- Complete GM Evaluation (and Compensation Review if due this year)
- 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
- A: Global Ends
- GM Monthly Report

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

Other

- CBLD Consultant Call
- August 20th Deadline for Currents

Open Session Adjournment 9:03 pm

Respectfully Submitted

Nicole Sullivan

Board Administrative Assistant