



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

Attendance

Directors Attending

Dan Puraty
Chris Jensen
Nate Hart
Elissa Cottle
Kellie Seth
April Rust
Sara Morrison
Alison Komarek
Brock Ehnert

Directors Not Attending

Matt Ludt

Also Attending

Mead Stone
Nicole Sullivan
Trista Boe

Call to Order 6:32 pm

President Alison Komarek called the River Market Board of Directors meeting to order at 6:32 pm.

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 2/14
 - C. New & Leaving Owners List
 - D. GM Informational Report
 - E. D.4 Report – Monitoring the GM’s performance
 - F. B.5 Treatment of Consumers
- **Item F – B.5 report was pulled by Sara Morrison for clarification.**

Board Study and Engagement – Board Committee Discussion – 6:34 pm

- April Rust led the Board in a discussion regarding selecting members for the various committees and what makes up a good committee. The notes will be posted on Backpack.

Business

BOD/GM Open Discussion – 7:32 pm

- Mead Stone mentioned an error in the B.5 report concerning the number of customer comments received. The number will be updated.
- Some of the customer comments received from Currents included mention of the staff being friendly; people enjoy the eggs, beets and the location but some did not like the summer sausage and cracked wheat flour. The 10% off for seniors is well received and requested to be maintained. It was asked to include cooking information for the dried beans which they are working on. There were complimentary comments about the bulk department as it has good variety and it is great to have the ability to get the amount one would like.
- This has been a great increase in the number of customer comments received.
- Sales are low. The lousy weather last week accounts for some of the lower sales. Only two shares were sold at the CSA event last week.

- An egg coupon is going out to certain areas as well as a 10% off for explorers club.
- There will be an Easter card for \$10 off a purchase of \$100.
- Additional 10% off coupon for bikers with a limit of \$5.
- There are more people moving at this time and therefore more coupons are being used.
- The 2017 movie of the co-op is being made. It will be professionally done. The co-op has budgeted \$5000 for the film. The film's editor will be free. If it is to be posted on You Tube it will be in smaller segments but the full version could be shown at the annual meeting.
- There will be a staff meeting coming up to discuss raise amounts and pricing along with other things.
- There are two members of the staff doing Excel training.
- The Business and Marketing Plans are progressing along with the budget for next year.
- Molly will be back from maternity leave on March 20th on a part time basis.
- Carolyn Scott and Mead Stone are continuing to work together on the Communications Plan.
- The Board discussed the co-op movie further. Ann Delavergne is organizing the movie and asked if Board members could make some comments on it. They will be asked to comment on what makes a cooperative business structure the better model. She will be coming to attend a Board Meeting.
- There will be a director and owner social time prior to the next Board meeting in April at 6 pm. The social is intended to welcome anyone who may be interested in potentially becoming Board members, however, all owners are welcome and encouraged.

Board Budget Approval 7:47 pm

- Nate Hart, Board Treasurer discussed the Board Budget. He explained that he derives at the budget by looking back at the last six quarters and then multiplies that out to establish the budget.
- Last year there was an increase in the Board's travel budget by \$4,600.
- The CBLD consultant contract is \$6,850.
- Potential variations for next year that may affect the budget were discussed.
- Purchases made with the Boards' discount increased.
- Board travel and meals are unknown at this time.
- The question was asked as to whether categories in the budget could be crossed over, e.g. if not all is used for Board travel is it possible to use it for another line item? Yes, that is possible with some adjustments.
- Some training allocations were cut for the coming year to allow for other possible expenses.
- Mead Stone will investigate some figures from other co-op boards to get some comparison ideas for expenses.
- This budget will not be approved until next month.

Tax Return Signature Discussion 8:13 pm

- The question was raised as to whether in the future the task of signing the tax returns should be given to the GM rather than the Board President or Treasurer as it has been. The GM could sign it with the permission of the Board. River Market's accountant, Sara Bodensky will be consulted for advice.
- It was decided to not make any changes at this point as more input on evaluating tax items would be valuable.

Policy and Rules Committee 8:19 pm

- C-Report surveys were handed out and completed by all attending directors.
- An update will be given next month when the committee chair, Matt Ludt, will be available to clarify some wording and items.

Board Development Committee

- The committee has met and minutes will be forth coming.
- They have an advertisement and testimonial going in to the next issue of Currents for Board recruitment.
- There will be an open discussion time prior to the Board meeting next month to answer any questions for potential candidates.
- The committee will be planning an event for next month possibly on a Tuesday. Advertising for this will begin April 1st.
- Part of the Currents' article will include explaining the eligibility requirements of Board members.

Growth and Engagement Committee 8:44 pm

- The Board discussed the relevance of the Growth and Engagement Committee. This committee was brought back and reactivated to fill the needs of exploring growth potentials. The Engagement portion of the committee was then added on as another element. Now that growth is not a current concern the main focus of the committee has become owner engagement. The question was raised as to whether there was a need for this committee to remain solely for the engagement portion or whether that issue could be addressed as a regular item for discussion from the whole Board. The Board could come up with ideas and then assign specific tasks for people to accomplish. The Board could strategize

and then take those ideas that require further investigation into the Study and Engagement portion of the meeting when required. This could give the possibility of expediting the process.

- Discussion ensued. There was some concern for making sure that actionable items were implemented.
- The possibility of surveying ideas to gauge on interest level was discussed as well as a potential meet and greet with Board members in the store. Andre will be consulted with regards to possible surveys.
- The Board is serious about this issue and has a priority to engage with the owners and moving forward with actionable items.
- There was a request to update the Board's notice board. Dan Puraty will be taking updated photos at the next retreat.

- **Alison Komarek moved to suspend the Growth and Engagement Committee due to the lack of the growth component at this time and a need for whole Board discussion on engagement. The topic of Owner Engagement will be added as a standard item on the Board meeting agenda each month.**

- **Dan Puraty seconded. Motion carries.**

Events/training 9:33 pm

- CCMA is June 8th to 10th, 2017 in the Twin Cities. Registration is open. Board members are encouraged to get registered and book rooms if desired.

Media: Currents; Website, etc.

- Elissa Cottle will look at possible wording for a survey on owner engagement events.
- April 20th is Currents deadline.
- Board Growth Committee has a submission in for the next Currents.

Spring Retreat Planning 9:37 pm

- The Board discussed options for the topics to be covered at the Board spring retreat.
- Consultant Todd Wallace has been monitoring changes on the board over the last year and has some suggestions for topics.
- A request was made that the topics be tangible and with the ability to implement on Board work rather than being too theoretical.

- Looking at how we work together not only when things are going well but also when there are challenges is important. The relationship with the Board members and the GM grows and changes over time. Therefore, planning and preparing for periods of transition may be abstract at present but relevant and useful in the future.
- The spring retreat is set for April 29th, 2017.

Reports

- **Item F – B.5 Report, Treatment of Consumers was pulled by Sara Morrison.**
- The B.5 report was pulled to clarify a clerical error that had some words missing on a sentence. Mead Stone will make the amendments to the report.

Sara Morrison moved to accept the B.5 report with the amendments. April Rust seconded. The motion carries.

Director Questions & Assignments

April Assignments:

Board Monitoring Report

- 6 Month Review of C Policies (No actual reports; just discussion), C.1-Governing Style, C.3-Annual Agenda Planning, C.6-Officer's Role

Board Tasks and Work

- Board Budget Approval if not done yet 4/30 Deadline

GM Activities

- GM monthly report
- Organize & Plan for RMCC Annual Meeting: Establish a date & time for the meeting, entertainment, guest speaker, vendors, meeting location and refreshments
- B.6 Staff Treatment
- B.9 GM Succession Plan

Board Development Committee

- Submit Board Candidate Recruitment Plan

Other

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

Open Session Adjournment 9:05 pm

Respectfully Submitted

Nicole Sullivan

Board Administrative Assistant