



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

**Attendance**

**Directors Attending**

Alison Komarek  
Nate Hart  
Kellie Seth  
Matt Ludt  
Chris Jensen  
Elissa Cottle  
April Rust  
Sara Morrison

**Directors Not Attending**

Brock Ehnert

**Also Attending**

Mead Stone  
Nicole Sullivan

**Call to Order 6:30 pm**

- President Alison Komarek called the River Market Board of Directors meeting to order at 6:30 pm.

**Owner comments**

- None.

## **Points of order**

- It was noted that the Board never received a response from the Board Candidate and therefore, the offer for the position of alternate Director has been revoked as per Board discussion at the October Board meeting.

## **Approval of Procedural Documents**

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

- A. Meeting Agenda
- B. Open Meeting Minutes 10/10
- C. New & Leaving Owners List
- D. GM Informational Report
- E. B.1 Financial Condition
- F. Treasurer's Report
- G. C.1 - Aggregate Compliance Report

- **Director Nate Hart pulled item E – B.1 Financial Condition. All other items were approved.**

## **Board Study and Engagement – Defining and Articulating River Market's Competitive Advantage – Part 1.**

- Alison Komarek led the Study and Engagement portion of the meeting. The Board engaged in a discussion on how purpose can be a driving factor in having a competitive advantage. The notes will be posted on Backpack.

## Business

### BOD/GM Open Discussion – 7:23 pm

- **President Alison Komarek moved that the Board enter into a closed session. As this is an unplanned closed session a motion is required. Chris Jensen seconded. Motion carries.**

**The Board held a closed session from 7:24 pm until 7:35 pm. The open session resumed at 7:36 pm.**

- Director Sara Morrison is resigning from the Board effective immediately.
  - Sara has served several years on the Board and she was thanked for her contributions to the Board and the Co-op.
  - The By Laws state that the Board should consist of no less than seven Directors and no more than nine.
  - The implications of having a Board with an even number of directors were discussed.
  - The task of recruiting new directors usually falls to the Board Development Committee. The Board may vote to open the director position that is available and appoint someone to the director position. This would be an interim position to fill the remainder of the available term.
  - Potential candidates were discussed.
  - The Board decided to resume this discussion after the attendance portion of the meeting.
  - Sara Morrison was the Board Secretary and therefore, this position needs to be reappointed.
  - Director Matt Ludt was nominated and elected as Board Secretary.
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- It was noted that the C.1 report was included in the Consent Agenda. All C Reports will now be placed in the Consent Agenda as needed.
  - Mead Stone stated that customers were signing up for turkeys. The organic turkey sign ups have increased.
  - Sales are down approximately 13% compared to this time last year. Order writers are looking to reduce orders for next week.
  - Mead made a request for Board Directors to participate in bagging for customers over the holidays. Tuesdays would be preferable. This is an opportunity for Directors to help and talk with shoppers. Directors were asked to coordinate when they intended to participate.
  - Letters will be going out to local vendors and businesses asking for donations for the River Market Cooperative Community Fund. There are also plans to talk to the Chamber of Commerce to discuss ways to get the word out to local businesses about the Fund.
  - The next round table discussion will be held on Wednesday, January 17<sup>th</sup>, 2018.
  - A new oven has been received and installed in the Deli.

- River Market has four new kids' carts.
- New front end register computers are being considered for next year due to age and some hard drive problems currently.
- A bell will be installed in the Deli.
- We received a visit from Shyama from St. Peter deli which was very helpful. Salad bar improvements were made and new sandwiches added to our menu.
- A question was asked about the inter-departmental transfers. Mead explained that it is used for when one department such as the Deli needs produce they will go shopping and note the retail price of the items. The system for noting these purchases has changed for the ability to easily distinguish these sales from customer counts.
- The round-up program was discussed and the staff will be reminded to ask customers if they wish to participate.

### **Fall Retreat follow-up 8:01 pm**

- Everyone liked the Stillwater library location and felt that the retreat went very well.
- A larger food table would be preferable next time.
- The content was good and April Rust's facilitating was appreciated.

### **Review of Work Plan 8:04 pm**

- The Annual Work Plan for the Board was last looked at during summer.
- If anyone has any reviews or changes to the work plan they are to submit them to Alison Komarek prior to the December Board meeting.
- The Annual Work Plan may be accessed on Backpack.

## Backpack Review 8:06 pm

- There are no significant changes to Backpack and the system is working well.
- We have ample storage space available as well as user space.
- Any director who is no longer serving on the Board will be removed from Backpack.

## GM Search Committee Update 8:10 pm

- **Director April Rust moved to accept the Committee Charter as written. Elissa Cottle seconded. Motion carries. A formal GM Search Committee is now established.**
- The members of this committee at this stage are April Rust and Nate Hart.
- The possibility of appointing a specific staff member to the committee based unique experience that no other director or staff could provide was discussed and agreed upon.
- A proposed process for recruiting staff to sit on the committee was submitted by the committee. As per a suggestion from Melanie Reid, the process will include basic eligibility criteria, having interested staff apply and all staff vote on one representative to sit on the committee.
- **April Rust moved to accept the GM Search Committee's criteria for staff member selection and application as written. Alison Komarek seconded with an amended recommendation. The amendment states that if the specific staff member discussed is willing to participate, then the board we appoint that staff position, leaving one additional staff position available by vote.**
- The Board will maintain the timeframe needed to select committee members. A request will be made for the particular staff member to decide on appointment by the end of this week.
- The Board is attempting to keep the process for selecting staff for the GM Search Committee as democratic as possible.
- The Committee is an important job but their role is not to select the new GM but rather to bring possible candidates to the Board and do the leg work. It is the role of the Board to select the new GM.
- **The Board voted to accept the criteria for selecting staff for the GM Search Committee as written with the amended change that if a specific staff member accepts the position they will be assigned one of the two staff positions. Motion carries.**

## **Policy and Rules Committee 8:27 pm**

- The Board engaged in the C-Report survey exercise for this month.
- No committee update.

## **Events/training 8:33 pm**

- The next CBLD 101 and Applied Governance training will be on January 6<sup>th</sup>.

## **Media: Currents; Website, etc.**

- Currents deadline is December 20<sup>th</sup>. The next Board article for Currents will be written by April Rust. She will have a rough outline to Andre by the 1<sup>st</sup> December.

## **Attendance 8:40 pm**

- Attendance was discussed in keeping with Board policy for absences.
- Director Elissa Cottle had met the absence quota which requires a Board decision.
- Due to family matters Elissa Cottle tendered her resignation effective immediately.
- Elissa has served several years on the Board and she was thanked for her contributions to the Board and the Co-op. Elissa offered to volunteer as an owner.
- As the Board now officially has 7 directors, the issue of recruiting was once again discussed.
- There was general consensus that the issue of whether the Board was an odd or even number for democratic purposes was less of a concern as gaining experience and input from having another director.
- The Policy and Rules Committee members included both Sara Morrison and Elissa Cottle along with Nate Hart. Matt Ludt will step in to join Nate Hart on the Policy and Rules Committee.

- The Board may choose whether to appoint one or two Directors to the Board at this time to serve out the remaining terms or they could choose to not appoint anyone at this time and wait for the usually time and process of recruiting next year. Discussion ensued and pros and cons were evaluated.
- **Director Kellie Seth moved that the Board looks for two people to approve immediately. Director Nate Hart seconded.**
- The Board discussed the possibility of spending the next month looking internally and then revisits this discussion next month. As the speed and timing of appointment is up to the Board, no amendment to the motion is required.
- **A vote was held. Motion carries unanimously.**
- Any possible suggestions for the positions were asked to be submitted as soon as possible to the Board. Chris Jensen will be coordinating and formulating the list of qualified names.
- Both positions would be interim and therefore up for election in October, 2018.
- Kellie Seth will update the application package for candidates.

## Reports 9:16

- Nate Hart pulled the B.1 – Financial Condition for not being in compliance in multiple areas.
- **Director Nate Hart moved that we accept the B.1 – Financial Condition as out of compliance. Director April Rust seconded.**
- Discussion ensued regarding the areas that are not in compliance.
- NCGDC payments will end in July.
- There will be cutting back of staff hours but not until January. There may be layoffs in January. The staff has been informed.
- **Motion Carries unanimously.**

## **Director Questions & Assignments**

### **December Meeting Assignments:**

#### **GM Activities**

- GM monthly report

#### **Other**

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

### **Open Session Adjournment 9:20 pm**

Respectfully Submitted

Nicole Sullivan

Board Administrative Assistant