



Minutes of River Market  
Board of Directors Meeting  
Tuesday October 11th, 2016  
6:30 p.m. in the River Market Loft

**Attendance**

**Directors Attending**

Dan Puraty  
Elissa Cottle  
Nate Hart  
Sara Morrison  
Kellie Seth  
April Rust  
Chris Jensen  
Lisa Kalmon-Diedrich  
Brock Ehnert

**Directors Not Attending**

Alison Komarek  
Matt Ludt

**Also Attending**

Mead Stone  
Trista Reuter  
Nicole Sullivan

**Call to Order 6:43 pm**

President April Rust called the River Market Board of Directors meeting to order at 6:43 pm. Introductions were made around the table. April stated that as the first meeting of the Board year procedures would be explained more for new directors.

**Owner comments**

None

## Points of order 6:45 pm

- Mead Stone stated that the B.1 – Financial Condition Report has been adjusted and a revised version has been submitted.
- The Board will be using the relaxed Roberts Rules.
- All directors were asked to sign the confidentiality, code of conduct and Coco Metrics forms. Those absent will sign later.

## Approval of Procedural Documents

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

- A. Meeting Agenda
- B. Open Meeting Minutes 9/13
- C. New & Leaving Owners List
- D. GM Informational Report
- E. B.1 Report- Financial Condition
- F. C-Global Governance Commitment Policy

- **Item E – B.1 Report – Financial Condition was pulled to review the revised version. All other items were approved.**

## Board Study and Engagement – Context for fall retreat – 6:57 pm

- A telephone conference was held with Joel Kopischke from CDS Consulting Co-op to discuss the content of the upcoming fall retreat. The main focus of the retreat will be on evaluating the Myers Briggs outcomes. The notes will be placed on backpack.

# Business

## Fall Retreat Logistics

- Joel Kopischke, CDS Consulting Co-op, will drive to the fall retreat and then Todd will fly in to do the spring retreat. This means the retreat costs will end up about the same as most years with having one local person doing one retreat and another flying in for the other.
- Bayport Library meeting space has been reserved but verification will be made regarding accesible hours. It was thought that 6 or 7 hours plus set up and clean up time would be appropriate. April Rust will confirm start and end time and library costs.
- It was confirmed that all Board members were satisfied with the content and costs of the upcoming fall retreat.
- In February Melanie Reed will be talking to the Board about starting to prepare for GM succession which will give a better understanding for what is needed for the spring retreat.
- The Myers Briggs assesment will be the only topic for the fall retreat. All Board members, the GM and the Board admin will take the assesment prior to the retreat.
- Mead Stone will investigate possibilities for lunch.
- April Rust will receive further information from Joel on the various report options and cost for Myers Briggs and will then make the decision as to which reports will be covered within budget.
- A link will be sent out shortly for everyone to complete the assessment survey.

## BOD/GM Open Discussion – 8:15 pm

- Mead Stone talked about the success of the Annual Meeting. There were 37 member owners attending.
- There were 136 ballots cast compared to last year's 129.
- The top local non-profit organizations voted for will be printed in the next edition of Currents.
- Everyone seemed to enjoy the food at the Annual meeting which was catered by Holy Land.
- The deli has a large staff shortage – only one person showed up to work one shift which meant people who were off came in to help out. There have not been applications received.
- Credit card fraud was discovered on one of the River Market cards with someone spending \$1500. The police have been notified and reports made as well as working with the Bank to rectify this.
- A calculation error was found in last month's finances. The difference will be approximately \$20,000 less. This is being investigated further.
- Adopt a Highway will be Saturday, October 15<sup>th</sup> at 1 pm.
- A change was made to the GM interim managers. Trista and Larke are now the interim GM managers.

## **Annual Meeting Follow Up 8:22 pm**

- Mead Stone set a goal of attempting to get 200 people to the next Annual Meeting. More notification and promotion for the event was discussed.
- It was encouraging to note that The Wedge announced that they had 500 new owners last year and we have had over 300 new owners for the last four years which the GM is very proud of for our size.
- It was suggested that perhaps next year's annual meeting venue could be closer to the store to make attending easier for staff who are working that day.
- The possibility of having a speaker next year was discussed.
- Possible venue options may include one of the cruise boats, the historic courthouse, Stillwater library, the depot building, event center, Orchard event center or the Loft.

## **CBLD Annual Consultant Contract**

- Discussion ensued as to the value of the contract with CBLD (Cooperative Board Leadership Development) consultants. They are a facilitator group that talks with Board members monthly, facilitates retreats twice a year and is available for questions anytime. The contract also includes the CBLD 101 training for new directors and the leadership training which are in September and January.
- **April Rust moved to accept the CBLD annual consultant contract for the next year. Sara Morrison seconded the motion. The motion carries.**

## **Officer Elections and Committee Selections 8:33 pm**

- There are nine Board director seats and from these seats there are four officer positions – President, Vice-President, Treasurer and Secretary.
- There were two absentee votes this year from Matt Ludt and Alison Komarek.
- The results of the officer elections are as follows:
  - President – Alison Komarek**
  - Vice-President – April Rust**
  - Secretary – Sara Morrison**
  - Treasurer – Nate Hart**
- These four officer positions establishes the Executive Committee

- **Committee elections** – The Chairs of each committee were asked to give a summary of what the committee is focused on. All Board members are expected to be on one committee but may be on more than one. Encouragement was given for smaller committees. Alternate Directors can be on the committees.

### **Board Development Committee Summary**

- Main function is to acquire new Board director interest which starts in early spring.
- Another focus of this committee is to look at more Board development including attending more trainings, seminars and conventions.
- Each Study and Engagement portion of the Board meetings is intended to be more a part of this committee.

### **Board Policy and Rules Committee Summary**

- This committee is for reviewing Board policy and checking for required updates.
- The committee meets once a month or as required.

### **Growth and Engagement Committee Summary**

- This committee has two main focuses.
- Firstly, discussion is held on possible growth depending on any opportunities that arise for growth as well as preparation for growth.
- Secondly, the committee focuses on engagement with owner members and the community. This is largely pursued in conjunction with operations.

## Committee Selections

- The chairs of the committees will not be set during this meeting, however, a point person will be selected to set up the first meeting. It was requested that the first meetings for each committee be set before the end of the calendar year. Once the Chairs are selected they will be responsible for setting the committee meeting schedule and attendance.
- The Committees are as follows:
  - **Policy and Rules Committee** – Matt Ludt, Sara Morrison, Chris Jensen and Dan Puraty. Nate Hart is the point person.
  - **Board Development Committee** – Brock Ehnert, Kellie Seth, Matt Ludt and April Rust. Brock Ehnert is the point person.
  - **Growth and Engagement Committee** – Elissa Cottle, Matt Ludt, Lisa Kalmon-Diedrich, Brock Ehnert and Chris Jensen. Elissa Cottle is the point person.

## D Policy Reports Assignments

- The D Policies are about our relationship with the GM. They are regarding how we monitor the Board and our policies. Traditionally the new directors complete these reports.
- The D reports are due in February.
- These are not assigned at this meeting but a veteran director is assigned to assist the new directors. Nate Hart will assist this year.
- The new directors doing D reports this year are Lisa Kalmon-Diedrich and Chris Jensen. Re-elected directors who will also be assigned D reports are Sara Morrison, April Rust and Brock Ehnert.

## Board Policy and Rules Committee – C-Reports 9:10 pm

- C-Report surveys were handed out and completed by all attending directors.
- C-Global Governance Commitment Policy is reviewed but not reported on due to redundancy in other reports.

## Events/training

- Alison Komarek and Matt Ludt are attending the International Summit of Co-ops in Quebec.
- The National Coop Business Association Professionals Conference is in May 2017.
- The Consumer Coop Management Association (CCMA) Conference is in June 2017 in Minneapolis.
- CBLD 101 is training for new directors.

## Media: Currents; Website, etc.

- The Currents deadline is 20<sup>th</sup> October. Articles from Board members need to be approved and a distinction made between representing the Board versus speaking as an owner.

## Reports

- **The B.1 Report – Financial Condition was pulled by Mead Stone.**
- Subsequent to the report being submitted some additional figures were obtained altering a couple of the items in the report. Mead Stone pointed out the changes and a revised report was submitted.

**Sara Morrison moved to accept the B.1 Report – Financial Condition as written in the revised report as out of compliance. Elissa Cottle seconded. Motion carries.**

## Director Questions & Assignments

### November Assignments:

#### Leadership Tasks and Work

- Execute Autumn Retreat
- Treasurer's Report
- Review the Board's committee structure and discuss existing assignments with Directors to see if rotating to another committee is desired and assign each new director to a committee

**Board Closed Session**

- Quarterly Analysis (If Warranted)

**Board Tasks and Work**

- Revise Annual Work Plan as needed
- Review Comm. Assignments
- CBLD Participation (training)

**GM Activities**

- Submit Planning Report to the Board
- GM Monthly Report

**Board Development Committee**

- Orientation continues as planned

**Other**

- CBLD Consultant Call
- October 20<sup>th</sup> and December 20th Deadline for Currents
- C.2 last in order of C Reports monitored per motion on 5/14/13

**Open Session Adjournment 9:29 pm**

Respectfully Submitted

Nicole Sullivan

Board Administrative Assistant