



Minutes of River Market
Board of Directors Meeting
Tuesday September 8, 2015
6:30 p.m. in the River Market Loft

Attendance

Directors Attending

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

Directors Not Attending

David Browne

Also Attending

Mead Stone
Nicole Sullivan
Sarah Budenske

Call to Order 6:36 pm

Vice President April Rust called the River Market Board of Directors meeting to order at 6:36 pm.

Owner comments

- Dan Puraty has been working with an owners' focus group on GMOs. The question was raised as to whether a survey on GMOs could be handed out to owners to get an idea about how people feel regarding GMOs. An example of a possible question on the survey is "would you choose a non-GMO product over a GMO product?" Dan and Andre will investigate possibilities for distributing a survey to owners.
- Carolyn Scott is doing a certificate program in Instructional Design in which she is required to complete a project. She asked the Board if it would be acceptable to base her project on the Cooperative principles with a focus on the new director training manual. It was agreed that this would be acceptable as long as non-public information is not included.
- Elissa Cottle will be teaching a class for kids on creative writing and asked the Board if it would be alright to have some of the children attend the November and December 2015 meetings. The Board agreed that would be fine but considering space limitations they would like the number to be kept to 3 or 4 students.

Points of order 6:43 pm

There were no points of order

Approval of Procedural Documents

The Consent Agenda was called. The B1 Financial report was pulled to allow time for review. All other items were approved.

Guest Speaker – Sarah Budenske

Sarah Budenske joined the Board meeting to present her report of River Market Community Co-op's financial review for the year end Jun 30th 2014 to 2015.

Introductions were made around the table and Sarah explained that she is a Certified public Accountant (CPA) who does our Co-op's financial review once a year. She clarified the difference between an audit and a review. An audit is more in depth whereas a review is more of an analysis done with the Co-op staff. Sarah then presented River Market's financial statement and answered Director questions. Sarah stated that it has been quite a year for the Co-op with the conclusion of the remodel and the subsequent increased sales.

The open session of the meeting was adjourned at 7:27 pm for the Board to have a closed session. The open session was re-adjourned at 7:55 pm.

Board Engagement

- Primes – Chapters 16 (Taking Great Care of yourself) & Conclusion

The Board engaged in a discussion of the final chapter of Primes and a conclusion. The notes will be posted to backpack.

– Expansion

Looking into the future – this discussion will be postponed until next month's meeting.

Business

BOD/GM Open Discussion – 8:10 pm

- River Market Co-op made a profit in the fourth quarter. Sales continue to be strong and have shown an increase of 14.9% from July 1st to September 7th.

- We have now cycled through a full year since the remodel and the deli opening.
- July showed a negative net income, however August partially balanced that out and September is looking good.
- The biggest opportunity is for staff. They received two notices at the deli for people leaving. The Human Resources Manager, Lisa Thoms is doing her best to hire more deli staff as soon as possible.
- Health and Body Care (HBC) is on a roll and doing very well in the store.
- Maura Shuttleworth who was on the Board five years ago toured the store and was very impressed with the remodel.
- Mead will be in Seattle next week for the National Co-op Grocers (NCG) General assembly but will be back in time for the annual meeting.

Annual Meeting Update

- Mead is planning to bring four staff members with him when he gives his talk so that owners can ask them questions.

Annual meeting Election Rules and Policy

- The annual meeting is planned and put on by the co-op staff. The Board's role is to do the reports from the President and the treasurer.
- Directors will be sitting at different tables amongst other owners and be hosts.
- Directors will also help with counting ballots. There are usually two people counting the votes, one of which is a director.
- The approval of last year's meeting minutes will be held.
- There needs to be a quorum for the voting to be legitimate which is either 10% of owners or 50 owners whichever is the least.
- Owner speakers will be limited to 5 minutes each. This will be stated prior to the commencement of the owner comments portion in order to be able to keep to the agenda time allowance.
- Those candidates who are elected will be asked to stand up. Those that are not elected may still be asked to be an alternate director.
- New candidates will have a mentor at the meeting. Dan Puraty will mentor Brock Ehnert and Alison Komarek will mentor Kellie Seth.
- Directors should be at the annual meeting at 5:30 pm.

Fall Retreat Update

- The date for the Fall retreat is set for Saturday November 14th. This will be a half day session in the morning.
- This will be a short intensive retreat to get to know everyone and have a kind of boot camp.
- Input is welcome as to what directors would like to do at the retreat.
- Possible locations were discussed. April Rust will look further into locations.

Review Final Global Ends Report

- Last month this report was reviewed and accepted as compliant. This month the report is opened up for general discussion and to be looked at in more depth in terms of looking into the future and in reference to the new Ends Statement.
- There needs to be more time for the Board to think imaginatively about what else we can look at doing.
- Are we truly comfortable with everything we have done towards bettering our natural environment? Can we do more?
- The question was asked, what was in the Ends Report that excited us and that we could do more of?
- It was exciting to see the increase in owners.
- Directors were also pleased with seeing how it all fit in with the Ends Statement and the structure that they gave. The strategies and values backed up the Ends Statement.
- Mead Stone thought each point of the Ends Statement provided the board with an opportunity to discuss and vision regarding that point.
- An area that can be looked at in the future is restructuring managers and adding new managers such as a perishable manager, center store manager and store manager. Due to the cost of having these managers this is something that will be considered in the future.
- The GM believes we are just scratching the surface in regards to the three Ends Statements which are all treasure chests with room for lots of opportunities.
- Mead also talked about the fact that the Co-op has initiated a Basics Program in the store. This program is like having a store brand for basic items at really good prices. The items are selling very well. This in part is to address some owners concerns over high prices. The brand for this basics program is Field Day.

Growth Committee Update – Charter Reinstatement

- The goal for this meeting was to reinstate the existing charter and committee as is. Once this is reinstated then any changes to the charter or name of the committee may be brought to the next Board meeting.

- Alison Komarek, President of the committee, stated that they have examined the existing charter and have no change recommendations but would like to open it up for discussion. There were no additional comments.
- **Elissa Cottle on behalf of the committee motioned to reinstate the committee and charter as stated. The motion carried. The Growth Committee is therefore reinstated.**
- Clarification was made that even though the changes to the Board's bulletin board were started prior to the committee being reinstated, the committee could continue with this task.
- The committee would like the Board members photos on the bulletin board as soon as possible after the election. The committee will discuss this with Andre.

Board Development Committee- New Director Manual and Orientation Plan

- Sylvia Conger is a former Board director who has volunteered time in the past years to do extra mentoring for any new directors. She has once again agreed to mentor the new directors this year. As a sign of appreciation for doing this the Board has given Sylvia the Board discount on groceries in the past.
- **April Rust moved to extend the Board discount to Sylvia Conger for the following year. Dan Puraty seconded. The motion carried.**
- The Board discussed the compilation of the new director binders. It was suggested that the binders should now be paperless and placed on a memory stick for the new directors. The development committee will further discuss this and confirm with the Board admin.
- Dan Puraty will work with the Board admin to ensure the binders are up to date.

Update on Policy Register and Backpack Organization

- The Policy Register has been updated and approved.

- The Board admin has reviewed possible reorganization of the Backpack pages and estimated approximately 22 hours of work needed to do the reorganization. The Board approved this work to be done.

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

- There is a CBLD consultant call about the Fall retreat and other logistics at 1 pm on Thursday the 10th September.
- CB101 is the same day as the annual meeting.
- There was a reminder for directors to consider planning to go to the Quebec conference in 13 months time.
- Currents update – Elissa Cottle has been requested by owners to do an article about her time in Quebec. Elissa will coordinate with Andre as to when that article shall be in Currents.

Media: Currents; Website, etc.

Reports

- The B1 Financial Report review was postponed until next month's meeting to give directors more time to examine it.

Director Questions & Assignments

October Assignments:

Leadership tasks and work

- Plan Exec Team Election (bylaws)
- Plan logistics for Autumn Retreat
- Ensure newly elected Directors sign Confidentiality, Code of Conduct and Coop Metrics Confidentiality

Board tasks and work

- Elect Officers
- Seat New Directors via Code of Conduct, Confidentiality, and Coop Metrics
- Have Committee Chairs give Committee Descriptions
- Appoint Veteran Director to work on D Reports with New Directors and GM

GM Activities

- Document successes and failures
- Revise Planning schedule for next year as needed.

Board Development Committee

- Mentors will begin conducting New Member Orientation according to New Director Orientation Schedule

Other

- CBLD Consultant Call
- C-Global Governance Commitment reviewed but not monitored
- Growth Committee to bring proposed changes to the committee's charter and name

Annual Meeting Assignments:**Leadership tasks and work**

- Board Annual Meeting Report

Board administrative assistant

- Help as needed at Annual Meeting
- Distribute Director Manuals

GM Activities

- GM Annual Meeting Report

Board Development Committee

- Communicate Orientation Plan to New Directors

Policy and Rules Committee

- Be mindful of Annual Meeting & Election rules & policies

Other

- Quorum?

Open Session Adjournment 9:23 pm

Respectfully Submitted
Nicole Sullivan
Board Administrative Assistant