

**MINUTES OF MEETING OF THE
BOARD OF DIRECTORS OF
RIVER MARKET COMMUNITY CO-OP**

Call to Order

The Board of Directors of River Market Community Co-op held a regular meeting on April 13, 2021, at 6:31 p.m. via Zoom.

The following directors were present and constituted a quorum of the Board:

Dave Mickelson	May Bend
Victoria Bradford Styrbicki	Wendy Gorski
Mead Stone	Karen Hulstrand
Venee Russ	Paul Quie
Christina Arndt	

The following individuals were also present at the meeting: Ms. Morrison (GM), Ms. Petrick (Board Admin.)

Mr. Mickelson chaired and called the meeting to order and announced that this meeting was held pursuant to a written notice of meeting which was given to all directors. A copy of this notice was ordered inserted in the minute book preceding the minutes of this meeting.

Pulled Reports

Mr. Mickelson asked Directors if there were any requests to pull Reports. Ms. Hulstrand asked to pull the G&E Committee Report. Mr. Mickelson requested to pull the Board Development Committee Report and the B9 GM Succession Plan. Mr. Stone asked to pull the March Meeting Minutes and the B6 Staff Treatment. Mr. Mickelson asked for any other calls for pulled reports. No requests were made. Pulled Reports reserved for the end of the meeting.

Mr. Mickelson moved on to regular business and opened the floor for the GM Report/Open Discussion.

GM Report/Open Discussion

Ms. Morrison began the discussion by drawing attention to a few items that were in the GM Report that was submitted prior to the Meeting. First item: Ms. Morrison wanted to recognize a two significant "Staff Anniversaries" for employees: Andre celebrated 15 years and Shula celebrated 20 years with the Co-op.

The next item that Ms. Morrison presented was the Coupon Program. Ms. Morrison

reported the River Market had a stellar redemption rate of 17 – 21% (compared to a most coupon programs that have a redemption rate of 2- 5%.)

Ms. Morrison finished the GM discussion with a status report on some talking points during the March meeting. Ms. Morrison mentioned that the quarter has not closed – so there are no final numbers, but she is feeling cautiously optimistic about both the total store margins and the department margins. Ms. Morrison stated that the budgeting process is moving along and she will be meeting with Paul G. from NCG to discuss the NCG Multi-year Budgeting Tool, which will provide the River Market with an overview of the long-term financial outlook.

Ms. Morrison finished her discussion by notifying all the Director's that the Union Contract was available to them, and where they can locate the information. Following that item, Ms. Morrison asked if there were any questions or comments. Ms. Arndt asked what the cost of the Coupon Program was to the Co-op, and about the overall response by shoppers. Ms. Morrison answered that the only cost was a \$500 participation fee because it is sponsored by NCG, the Co-op is required to provide a report to NCG about the program.

Ms. Gorski asked about an article in the current Newsletter that talks about plastic. Ms. Gorski asked Ms. Morrison to elaborate on her thoughts to the subject. Ms. Morrison explained that she included the information to illustrate the conversations and changes taking place in the packaging industry. A brief discussion followed.

Mr. Mickelson asked if there were any other questions for Ms. Morrison. No other questions or comments were raised, and Mr. Mickelson moved the meeting to other business.

Other Business

The River Market Community Co-op Web design/update

Mr. Mickelson introduced the next item of business as the redesign of the River Market's website, specifically the Board of Directors page. Mr. Mickelson then gave the floor to Ms. Bradford Styrbicki to present on the website.

Ms. Bradford Styrbicki referenced the platform that is being used to build the website – and how content for the Board of Director's will be shared. The presentation was a tutorial/overview of the framework and function of the new website. Ms. Bradford Styrbicki also requested input for content from other Directors.

Mr. Mickelson opened the floor for questions and comments. A discussion followed with Directors giving some feedback, sharing ideas and discussion about the tone of messaging: informal, conversational, accessible.

Mr. Mickelson then repeated the request for input. Ms. Gorski asked about a deadline to contribute content. Ms. Morrison stated that the deadline would be the end of April. Ms. Bradford Styrbicki finished her presentation by reviewing the input needed and the anticipated deadline to complete the project.

Mr. Mickelson asked if there was any further discussion on this topic. No requests were made. Mr. Mickelson moved the meeting to the next item on the Agenda.

B5 Treatment to Consumers (Addition of a Product Policy)

The item that Mr. Mickelson introduced was a possible amendment to the B5 Treatment to Consumers policy. Mr. Mickelson specifically the “addition of a product” policy.

The question Mr. Mickelson presented was *how* products are selected for the River Market. According to Paula G. (consultant with NCG) selecting products for the River Market is considered an *Operational* decision - and would be overreach by the Board to be involved in selecting products. However, in the Policy Governance model of an organization, it is common practice that there be an established *product policy*. The *product policy* is authored by the GM, which is submitted to the Board for approval.

Mr. Mickelson addressed the need for the River Market to establish a *product policy*. He described that the purpose of this type of policy is to “differentiate” from other food retailers. Typically, a product policy involves: assessing characteristics, a method on selection and valuing products, and balancing consumer needs with operational values. The GM is responsible for authoring a policy that is compliant with the Ends Statement of the Co-op.

Mr. Mickelson explained that this was an objective for the meeting, so that the topic would be discussed, and a motion would be made to direct Ms. Morrison to develop a product policy that includes both the operational definition and the metrics for it.

Mr. Mickelson opened the floor for comments, questions, or concerns. A discussion followed where Directors were able to ask questions, raise concerns, and brainstormed the different elements and requirements of developing such a policy.

Mr. Mickelson closed the discussion by requesting that a motion be made for the Board to direct Ms. Morrison to develop a product policy that includes the operational definition and the metrics for presentation at a future Board meeting. Ms. Bradford made the motion, Ms. Hulstrand seconded the motion. Mr. Mickelson asked for a vote by a show of hands. Directors in **FAVOR** of this motion included: Ms. Bradford, Mr. Mickelson, Mr. Stone, Ms. Hulstrand, Ms. Arndt, Ms. Russ, Ms. Morrison. Directors that **ABSTAINED** were Mr. Quie and Ms. Bend. Mr. Mickelson continued to the next item on the Agenda.

B1 Report

Mr. Mickelson introduced a possible metric amendment to the B1 Report, regarding Owner Growth & Owner Equity. Again, Mr. Mickelson offered a backstory to this item. Mr. Mickelson explained that a number of Directors have attended a financial training through Columinate. As a part of the course, there is significant time given to the Reports that are related to the fiduciary responsibility of the Board to assess the performance of the Co-op. Mr. Mickelson presented materials from this course to illustrate the current strengths of the Board, and areas where there is a need for improvement. The area that Mr. Mickelson identified where improvement is needed, is the “Insufficient growth in member equity.”

Mr. Mickelson presented a consideration for the Board: adding the metrics that we have

as a standard template of B1 metrics – as opposed to making this a separate policy - Mr. Mickelson suggested that the Board direct the GM to make these metrics a part of the B1 report that is provided to the Board and opened the floor for discussion.

Ms. Morrison asked for clarification and explained her perspective on the process of measuring these metrics, and if/how that would reflect on her performance. Mr. Mickelson acknowledged her points of concern, and described in further detail the different elements of these metrics. A discussion followed among Ms. Bend, Mr. Mickelson, Mr. Stone, Mr. Quie and Ms. Morrison about how to evaluate those metrics and include them in the B1 Report.

Mr. Mickelson asked for any additional comments. No comments were offered. Mr. Mickelson then asked if there was someone who was willing to make a proposal that we adopt these three additional metrics that are above the policy and provided in the quarterly B1 Report. Mr. Quie that Ms. Morrison include the metrics above the policy and provided in the B1 Report. Mr. Mickelson seconded the motion.

Mr. Mickelson asked for a vote to adopt these three additional metrics that are above the policy regarding Owner Equity and provided in the quarterly B1 Report. **5 Directors were in FAVOR, 4 ABSTAINED. Motion carries.**

Mr. Mickelson raised the next item: an update/discussion on the Owner Survey and stated that he and Mr. Stone had directed Ms. Morrison with moving forward on the survey. Ms. Morrison did so by reaching out and gathering information that was provided to Mr. Mickelson and Mr. Stone. Ms. Morrison explained that UWRF partners with NCG to provide an in-depth analysis.

Ms. Morrison explained how that information for the survey was gathered, the types of questions that are included, and invited Mr. Mickelson to ask or add information. Mr. Mickelson explained what he understood about the Board's input and asked Ms. Morrison what type of approval she needed/what the role of the Board was (Ex: expense versus the approval to go ahead with the survey.) Ms. Bradford added her understanding of the Board's role with the survey according to Paula G. at NCG. A discussion among members ensued about understanding the collaborative effort between the Board, the GM and UWRF.

Mr. Mickelson commented that the Board is able to see the questions to date, and asked Ms. Morrison to distribute a copy to the Directors. Ms. Morrison asked to meet with the contact at UWRF before distributing the survey to Directors. A discussion followed and Mr. Mickelson encouraged Directors to look at the last survey as an educational tool.

Ms. Hulstrand asked about sharing the survey with members of the G& E Committee who are not Directors and requested a decision. Mr. Mickelson asked for any expertise to be offered. Mr. Stone added his input and suggested that for transparency, it would be appropriate to share the survey with members of the G&E Committee. Mr. Mickelson agreed.

Mr. Mickelson concluded the business portion of the Meeting and moved the meeting to Pulled Reports.

Pulled Reports

Meeting Minutes

Mr. Mickelson stated that the first Report to be pulled are the March Meeting Minutes. Mr. Stone indicated that an Owner was included on the attendance for both "Director's" and "Others Attending." Mr. Stone asked that the Minutes be corrected to reflect the Owner under "Others Attending."

Mr. Mickelson asked for a vote to accept that amendment to the March Meeting Minutes. Mr. Stone made a motion to accept the amended Meeting Minutes. Mr. Quie seconded the motion. Mr. Mickelson asked for a vote. **ALL in FAVOR.**

B6 Staff Treatment

Mr. Stone wanted to commend Ms. Morrison for a thorough report and wanted to point out the impact of Worker's Comp claim at the store. Mr. Stone reiterated appreciation for Ms. Morrison's Report to the Board. No changes to recommend.

Mr. Mickelson asked for a motion to accept the B6 Staff Treatment. Mr. Stone made the motion to accept. Ms. Bend seconded the motion. Mr. Mickelson asked for a vote. **ALL in FAVOR.**

B9 GM Succession Plan

Mr. Mickelson wanted to discuss the need for attendance at Board Meetings by a back-up designated GM. Mr. Mickelson noted that Andre and Nick H. have attended meetings in the past and wanted to know if that met the criteria (Ex: how many occurrences are needed throughout the year by a back-up GM.) Ms. Morrison stated that (according to operational definitions) say that the DGM will attend at least 2 meetings in a year. If there is more than 1 DGM then each would be required to attend 1 meeting each year.

Ms. Morrison added that both Nick and Andre attended meetings last spring and Andre attended 2 meetings last year. Kaitrin is now named as a part of that succession and will be attending meetings within the upcoming year. They will be contributing reports in the future.

Mr. Mickelson asked for a motion to accept the B9 GM Succession Plan. The metrics are correct as posted. Mr. Quie made a motion to accept. Mr. Stone seconded the motion. Mr. Mickelson requested a vote by a show of hands. **ALL in FAVOR.**

G&E Committee Report

Mr. Mickelson presented the next pulled Report as the G&E Committee Report. Ms. Hulstrand explained that the G&E committee has created an invitation to increase Owner attendance/participation at RMCC Board Meetings.

Mr. Mickelson and Ms. Hulstrand presented 2 examples of invitations 1 with a question. 1 invitation with no question. Ms. Hulstrand also asked if the invite should be sent out via emails. Ms. Gorski suggested it be put in the Newsletter. Mr. Quie asked if Ms. Morrison approved of posting the invite via email and Social Media. The G&E Committee will decide on a question to be included at a later date. Ms. Morrison approved.

Mr. Mickelson asked for a motion to accept the Owner Invitation (without question) for now. Ms. Hulstrand asked for a motion to accept Mr. Quie's design and distributing it as determined. Mr. Mickelson made the motion to accept. Mr. Quie seconded the motion. Mr. Mickelson asked for a vote to accept the G&E Report as amended. **ALL in FAVOR.**

Board Development Committee Report

****RM Board Recruitment Development Plan 2021****

Mr. Mickelson introduced the Board Development Report. Specifically, Mr. Mickelson asked for approval for the "Class Description" for Board Recruitment. Mr. Mickelson offered a summary of the class, the purpose and desired outcome.

Mr. Mickelson asked for a motion to accept the Board Development Committee's work on the Recruitment/Development "Class Description." Mr. Stone made the motion to accept. Mr. Mickelson seconded the motion. Mr. Mickelson asked for a vote to accept the G&E Report as amended. **ALL in FAVOR.**

Mr. Mickelson asked for a motion to accept the balance of the Consent Agenda items. Mr. Quie made a motion to accept the balance of the Consent Agenda. Mr. Stone seconded the motion. Mr. Mickelson asked for a vote. **ALL in FAVOR.**

Other Items

Expense Approval

Mr. Mickelson directed the meeting towards some items that did not make the Consent Agenda. Mr. Mickelson asked Mr. Stone to add any follow-up to the Board's consultation with an Attorney to review Bylaws, etc. Mr. Stone shared that he spoke with an attorney (Michael Dorsey) and the average cost is approx. \$2,500.00. After reviewing the Bylaws, Mr. Stone mentioned not seeing "too many changes needed" and asked for other Director's input.

Mr. Stone asked the Board to move ahead with this. Mr. Mickelson asked to understand the motion. Mr. Stone clarified that his motion is to go forward with Michael Dorsey to update and review the Bylaws and Articles of Incorporation. A brief discussion followed.

Mr. Mickelson asked for a motion to approve the review by the consulted Attorney. Mr. Mickelson made the motion to accept the expense. Mr. seconded the motion. Mr. Mickelson asked for a vote. **1 ABSTAINED.**

Strategic Planning

Mr. Mickelson moved the meeting to the last item: Strategic Planning. Mr. Mickelson invited Ms. Hulstrand to present. Ms. Hulstrand explained that herself, Mr. Mickelson and Mr. Stone had the opportunity to attend a Strategic Planning webinar through Columinate.

Ms. Hulstrand suggested that the next step is to form a Committee with the purpose of researching Strategic Planning for RMCC. A discussion and questions followed about what is required to form a committee for this purpose. Ms. Bradford Styrbicki suggested forming a Sub-Committee of an already existing Committee. Ms. Gorski mentioned that it could be considered an "Ad Hoc" Committee which are created for a single task and can dissolve.

Mr. Mickelson stated they would pursue compliance for the Ad Hoc Committee.

Next Month's Assignments

Mr. Mickelson then invited Ms. Petrick to list anticipated items for addition to next month's Board meeting agenda:

Board Monitoring Report

- C.5 Policy Aggregate Compliance report review

Study & Engagement

Administrative

- Monthly administrative duties

Board Tasks & Work

- Board Budget approval if not done yet 4/30 deadline

GM Activities

- Organize & Plan for RMCC Annual Meeting
- Establish a date & time for the meeting, entertainment, guest speaker, vendors, meeting location and refreshments

Monitoring Reports

- B.6 Staff Treatment, B.9 GM Succession Plan

G&E Committee

- Submit Growth & Engagement new membership recruitment plan to board

Board Development

- Submit board candidate recruitment plan

Other Considerations

- Monthly NCG call (Paula G.)

ADJOURNMENT

There being no further business to come before the Board at this meeting, on motion duly made and seconded, the meeting was adjourned at 8:38 p.m.

Nealy C. Petrick
Board Administrator
4/13/2021

CLOSED SESSION