

**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 August 10, 2021, at 6:31 p.m. via Zoom.

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

Directors in Attendance

David Mickelson
Mead Stone
Venee Russ
Karen Hulstrand
Christina Arndt
Victoria Bradford Styrbicki

The following individuals were also present at the meeting: Ms. Morrison (GM), Ms. Petrick (Board Admin.). Directors not in attendance: Mr. Quie.

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 began the meeting with a no of points-of-order. Mr. Mickelson brought attention to the Consent Agenda and asked the Directors if there were any requests for pulled reports.

Ms. Hulstrand requested to pull the G&E Report. Mr. Mickelson stated he was pulling the Board Development Committee Report. Mr. Stone requested to pull the Global ENDS Report.

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 presenting a couple of updates. First, Sarah Budenske was at the River Market last week for the preliminary site visit for our audit. For the most part, there was nothing new. This is the first time that I have been through this process with her in person (last year due to COVID, everything was done virtually.) Everything went really well. Ms. Budenske will be presenting her financial review at the September Board Meeting. In addition to her review, in conjunction with the work plan, I will also have the B.1 Report for the 4th quarter of last year.

The next update that Ms. Morrison mentioned was that Tuesday's are the days when Dorothy the bookkeeper comes, and as of the end of the day she was able to close up the month of July. This is record time. Also, through yesterday's sales we are up in sales 3.8% which is really encouraging.

Ms. Morrison shared with the Board that Stillwater has a downtown steering committee. Andre attends those meeting each month and learns a lot about what the city is doing. Ms. Morrison added that having grown up in Stillwater and been in the area for as long as she has, she has never the type of involvement on behalf of City Council, the Police, the Police Chief, and the Mayor all making such a collaborative effort to work together to make Stillwater a great place to live, work and visit. Ms. Morrison said that a lot of great things are happening in Stillwater, and that is good for the River Market. For example, Ms. Morrison added the number of new owners that the co-op is seeing from week to week is trending in a positive direction, with 8 new owners just last week, 7 of which are from Stillwater. It has become a good metric to look at from week to week.

Ms. Morrison then presented a few updates related to the "project" section in the GM report. First, the servers have been replaced. Everything went smoothly, however, North Country Business Services (the organization that we contract with for our Point-of-Sales) informed us that the co-op's Registers are still operating with Windows 7. This is out-of-date and will become unsupported in October. As a result, another piece of updating our technology will be putting Windows 10 on all the Registers, which will be done in September.

The next update that Ms. Morrison mentioned was about Shop Hero (the Co-ops online shopping service.) Ms. Morrison explained that she still believes this is the best route to go, but the IT Manger and Shop Hero are working through some technical issues with attributes related to our products (ex: "organic" raspberries vs. raspberries). This is causing a little bit of a delay, but we are working through it. Same with the new website. We are still waiting on 1 picture from the Board and our Calendar of Classes. Kaitrin will be working from home in the next couple of weeks to push this through, and we can go online with it.

Ms. Morrison's next update was about the Shopper's Survey. According to Ms. Morrison - 2,500 hundred emails were randomly selected from the list we sent UWRF. As of today, an email was received that stated we had 438 surveys 358 was the goal to reach statistical relevance. The survey stays open until Friday and reminders were sent out today. Ms. Morrison emphasized that the response has been great, and feels that the information will be true, relevant and actionable. Ms. Morrison finished by saying she is very excited to see what the shoppers have to say.

Ms. Morrison finished her discussion by opening the floor to all the Director's for questions or comments. A discussion ensued among Directors.

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

Strategic Planning & Autumn Retreat Scheduling

Mr. Mickelson stated that the next item of business for the group was going to spend a few minutes to schedule 2 events: or Strategic Planning kickoff and our Autumn Retreat.

First, Strategic Planning is a 1-hour event. Mr. Mickelson asked Directors to look at their calendars to establish a day and date. Following some discussion, Monday, September 23rd was selected as the day for the Strategic Planning kickoff.

Next, Mr. Mickelson asked the group to decide on a date for the Autumn Retreat. He mentioned to Directors to anticipate a 6 to 8-hour day via Zoom. It was discussed that this would take place in November (after November 7th per request of Todd Wallace with Columinate). A discussion ensued about schedules and availability – Saturday, December 11th was selected for the Autumn Retreat.

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

Annual Meeting Planning

Mr. Mickelson opened the floor to Ms. Morrison to discuss plans for the Annual Meeting. Ms. Morrison started by suggesting that (due to current circumstances) the meeting be held in a virtual format. She mentioned that other co-ops have decided to do the same. Mr. Stone mentioned that he believes a hybrid model should be discussed, but that the meeting should move on to the agenda. Mr. Mickelson recommended that there was time for further discussion. A discussion between the group followed.

Another discussion about regularly scheduled Board Meetings was mentioned by Ms. Bradford Styrbick. The board then focused their discussion on how to hold and attend future meetings. Ms. Bradford Styrbicki made a motion that we move our Board Meetings to a hybrid model, Board members can attend in-person or virtually if that is their preference, and River Market owners can only attend virtually. Ms. Arndt seconded the motion. Mr. Mickelson asked for a vote by a show of hands. **ALL in Favor**. Motion passes.

Mr. Mickelson redirected the meeting back to the Annual Meeting planning. Directors resumed the discussion on how to hold the Annual Meeting (in-person, outdoor, Zoom, Hybrid) and other details.

Mr. Mickelson asked if there was any further discussion necessary. No requests were made. Mr. Mickelson turned attention to the next business item.

C Reports 2021-2022

Mr. Mickelson opened the floor to Mr. Stone. to lead the group through the plan for C Reports moving forward.

Mr. Stone started by saying that he was pleased with the results from the last year. Mr. Stone then asked Directors to consider whether a specific Director should be assigned a specific report or continue with the monthly questionnaires, with the idea that when we meet in person for meetings – the reports would be completed and submitted at that time.

Mr. Stone opened the floor to comments. A discussion ensued, and further explanation was examined. Ms. Morrison explained how the practice had been implemented in the past (before Zoom meetings were standard).

Based on the information exchanged, it was suggested that Mr. Stone would assign each Director a Report. The assigned reports are listed: C1 (David) C2 (Mead) C3 (Karen) C4 (Venee) C5 (Christine) C6 (Paul) C7 (Larry) C8 (Victoria).

Ms. Morrison made note that the information should be added to the Work Plan with corresponding due dates. Mr. Stone confirmed that the C Report assignments would be reflected on the updated version of the Annual Work Plan.

Mr. Mickelson asked if there were any additional comments. No comments were made. Mr. Mickelson introduced the next item of business.

Board Development: 6th principle.org/Cooperation Among Cooperatives

Mr. Mickelson gave a brief background about this item, mentioning that in past meetings the “Board Development” discussion was an opportunity for Directors to do more of a “deep dive” into an important matter (ex: financial reviews, etc.) it was considered an education segment of the meetings. It is unclear if this has been done consistently throughout the years, but Mr. Mickelson mentioned that it was something that Paula Gilbertson (NCG) and Todd Wallace (Columinate) recommend that it be part of a regular agenda.

Mr. Mickelson explained that the Board Development committee developed a criteria for what the “Board Development” topics could be, and walked the Directors through a slide presentation. The criteria for the topics consist of; short, actionable knowledge or skill, directly applicable to Director’s roles, improves effectiveness of Directors and fills a knowledge gap.

After the introduction, Mr. Mickelson brought attention to the “board development” topic for this evening’s meeting which is: the website the 6th Principle, and reviewed the definition: “Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional and international structures.”

Following the presentation Mr. Mickelson opened the floor for any questions, comments or concerns. No comments were made.

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

7:49 Break
7:55 Resume

Pulled Reports

G&E Report

Mr. Mickelson stated that the first Report to be pulled was the G&E report per Ms. Hulstrand. Ms. Hulstrand stated that Mr. Quie wanted to ask about how the Board/G&E could contribute materials/books to the “Little Free Library” (make that a G&E project). Ms. Hulstrand asked for any input or suggestions. A conversation followed among Directors. It was suggested that Directors are welcome to donate books. Ms. Hulstrand also suggested offering a “Book Club” offered through classes and any suggestions for that.

Mr. Mickelson asked for a motion to accept the G&E Report. Ms. Bradford Styrbicki made a motion. Mr. Stone seconded the motion. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR.** Motion passes.

Board Development Report

Mr. Mickelson pulled the Board Development Report to discuss the topic of Director recruitment and mentioned that this is a significant concern at this time. Mr. Mickelson suggested that the Board Development committee can participate in a pro-active approach to increase board candidates. Mr. Mickelson explained that to save meeting time, Directors will receive more communication/requests for input on this topic following the meeting.

After further discussion, Mr. Mickelson asked for a motion to accept the Board Development Report. Ms. Bradford Styrbicki made a motion to accept. Mr. Stone seconded the motion. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR.** Motion passes.

Global ENDS Report

Mr. Stone just wanted to commend Ms. Morrison for another great report. Other comments and compliments were shared.

Mr. Mickelson asked for a vote to accept the Global ENDS Report. Mr. Stone made a motion to accept, Ms. Arndt seconded the motion. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR.** Motion passes.

Mr. Mickelson asked for a motion to accept the balance of the Consent Agenda. Mr. Stone made the motion to accept. Ms. Bradford Styrbicki seconded the motion.

Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR.** Motion passes.

Meeting Evaluation (Plus/Delta)

Plus:

- Ms. Hulstrand thought that scheduling for meetings and events worked better during the meeting vs an email poll
- Mr. Mickelson liked the positive response to the ENDS report

Delta:

No Comments made

8:43 p.m. Closed Session

9:15 p.m. Resume Open Meeting

Next Month's Assignments

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

Board Closed Meeting Sessions

- Complete the GM Evaluation & Compensation Review

Leadership Tasks & Work

- Prepare for the Annual Meeting presentation

Administrative

- Monthly tasks

Board Tasks & Work

- Review Annual meeting Board roles
- Treasurer's Report

GM Activities

- Review final plan for Annual Meeting

Executive Committee

- Prepare for Annual Meeting Presentation
- Strategic Plan phase 2

Board Monitoring Reports

- Auditor's Report
- B1-Q4 Financial conditions
- Audited Financials

G&E Committee

- Final Plan for engagement portion of the Annual Meeting

Board Development

- New Director Candidates identified

Policy & Rules

- Plan and submit summary report on co-op shares and patronage refunds
- Review Charter

Other Considerations

- Monthly NCG call (Paula G.)
- Monthly Columinate call (Todd W.)

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 9:18 p.m.

Nealy C. Petrick
Board Administrator
8/10/2021