

**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 February 8th, 2022, at 6:00 p.m. via Zoom.

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

**Directors in Attendance**

David Mickelson  
Mead Stone  
Karen Hulstrand  
Victoria Bradford Styrbicki  
Angela Hauge  
Christina Arndt  
Larry Martin  
Scott Vrchota

The following individuals were also present at the meeting: Ms. Morrison (GM), Andre Bessette (Ownership & Marketing), Kaitrin Halverson (Customer Experience Manager).

Mr. Mickelson welcomed owners M. Bessette & Ms. Halverson. Mr. Mickelson stated that Mr. Bessette and Ms. Halverson were not attending in the capacity of owners but were there for the business portion of the meeting. Mr. Mickelson asked if either had any questions or comments. No questions or comments were raised at this time. There being no points of order, Mr. Mickelson then called the meeting to order. He then called attention to the Consent Agenda and reminded everyone that we are trying to minimize time by limiting the number of pulled reports from the Consent Agenda. It will help us manage meeting times. Following that note, Mr. Mickelson asked if there would be any pulled reports. Ms. Morrison stated that she didn't see a D2 report in the meeting packet. She explained that she wasn't pulling the report just asking about the form. It was decided that the Admin. would look back to see if it was received. Mr. Mickelson stated that as a point of order the D report would be moved to the next meeting. A second request was made for pulled reports. No requests were made. Mr. Mickelson asked for a motion to be made to accept the balance of the Consent Agenda items. Ms. Arndt moved to accept the balance of the Consent Agenda. The motion was seconded by Mr. Stone. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR**. The meeting proceeded to the business portion.

## **Business**

### **BOD/GM Open Discussion**

Ms. Morrison began by stating that there were a couple of items that she wanted to mention that were not included in the GM Report. The first item is that long-time employee Nick H. (IT and POS) left his position with the RM as of Tuesday of last week. Ms. Morrison reassured Directors that the co-op had staff that are willing and capable to step up during this time to make sure that the POS system is kept intact. The RM has also engaged the services of a company called Cyber Advisors. For set-up and a monthly fee, the company is able to provide any kind of IT support needed 24/7. Ms. Morrison explained that they consulted with the company last week and they are wonderful to work with. Ms. Morrison explained that the insurance provider was pleased that we have hired an outside firm to help make sure our computers aren't vulnerable to attacks.

Following that discussion item Ms. Morrison introduced Ms. Halverson to update the group about ShopHero. Ms. Halverson thanked Directors for the opportunity to talk with them about the status of ShopHero. Ms. Halverson gave a brief background and explained that after they were able to resolve an issue that had been going on for many months. Ms. Halverson stated that at this point she feels that the RM is on the road to be able to do a soft launch and she hopes that this can happen in two weeks. She concluded by explaining that moving forward she feels confident that ShopHero and the RM will have the ability to resolve issues that arise.

Ms. Morrison offered some additional comments. A brief discussion ensued. She then stated to Directors that there were two more items she would discuss that required votes by the board. Ms. Morrison stated that the RM has a safe deposit box. The board needs to vote to approve Ms. Morrison access to the safe deposit box. Ms. Morrison stated that the other item to vote on was a continuing line of credit that the RM has with Lake Elmo Bank of 60,000.00. She added that it was paid off in early 2020 and hasn't been used, but every February it needs to be renewed. Ms. Morrison explained that she needed to provide meeting minutes to the bank allowing her permission to renew the line of credit.

Ms. Morrison concluded her GM discussion by stating that she learned that proof of vaccination is required for in-person participants at CCMA. She said she would learn more and get back to the group. Ms. Morrison completed her report by mentioning some recent sales highlights at the store. Mr. Mickelson asked if there were any questions for Ms. Morrison. None were raised. Mr. Mickelson brought attention to time keeping during meetings and noted the steps to take if a discussion item requires more time. A brief discussion followed.

## **Board Compensation**

Mr. Mickelson introduced Mr. Stone to walk the group through board compensation. Mr. Stone stated that Ms. Morrison email the proposal to all Directors (Mr. Mickelson shared an ~~XCEL~~ Excel spreadsheet of the proposal for the group to view.) Mr. Stone asked the group if there was any discussion to be had about the proposal presented. Ms. Bradford Styrbicki raised concerns and stated that she did not want to receive gift cards as compensation. A discussion followed. Mr. Stone asked Mr. Mickelson if a request for a vote was appropriate at this time. Mr. Mickelson gave a brief overview: The board will be voting on method of payment and the acceptance of what is presented in the spreadsheet. Ms. Morrison weighed in and stated that the vote should be for when the discount ends and a payment starts – and how and when the payment starts. Mr. Mickelson confirmed and stated he was separating the votes: payment method & structure of payment. Ms. Bradford Styrbicki noted that the first vote should be to discontinue the current method of payment. A brief discussion ensued.

Mr. Mickelson requested a motion for adopting the presentation for the dispensation for compensation to the board (structure of payment). Mr. Stone and Mr. Martin seconded the motion. Mr. Mickelson asked for all those in favor to show their hands. Ms. Petrick asked for a roll call vote:

In favor – (4)

Abstained – (2)

Against – (2)

**Motion passes.**

Mr. Mickelson then introduced the next vote needed: method of payment (check vs. gift card). Mr. Stone made a motion that the method of payment should be in the form of a gift card. Motion was seconded by Ms. Hulstrand. Mr. Mickelson asked for a vote by a show of hands.

In favor – (3)

Mr. Mickelson requested a motion to disburse this payment in form of a check. Mr. Martin moved that the board disburse the payment in the form of a check. Motion was seconded by Ms. Bradford Styrbicki. Mr. Mickelson asked all in favor to raise their hand:

In favor – (4)

Abstained – (1)

Mr. Mickelson stated that the **motion passes** and payment will be disbursed in the form of a check. The meeting proceeded to the next business item.

## **Board Budget Priorities**

Mr. Mickelson had Mr. Stone introduce and lead the group through board budget priorities. Mr. Stone started the conversation by suggesting that the number of Directors that will participate in CCMA for 2023 be built into the board budget. Mr. Stone reviewed items including: board compensation, Columinate, board administrative compensation, insurance, ongoing expense of Basecamp. A brief discussion followed with a focus on Director's participation in CCMA.

Mr. Morrison added that the decision doesn't have to be made today. A brief conversation amongst Directors ensued.

**6:46 p.m. Break**

**6:53 p.m. Resume**

## **GM Job Description**

The meeting resumed with Mr. Mickelson and opened the floor to Ms. Morrison who gave quick background as to why the GM job description was being discussed. Mr. Stone talked to Directors about the need for a job description for specific purposes (for example signing a contract with the GM) and Mr. Stone GM and summarized that the bulk of the description related to the board was about accepting B reports and ENDS statements. Mr. Stone concluded his statement by explaining to the group that description has been reviewed and he felt that no further discussion was needed.

Mr. Mickelson asked if there were any question or comments. None were raised. Mr. Mickelson asked for a motion to accept the GM job description. Mr. Stone made a motion to accept the GM job description as presented in the packet. Motion was seconded by Mr. Vrchota. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR. Motion carries.**

## **Access to Bank Security Deposit Box**

Mr. Mickelson stated that the meeting minutes need to reflect a motion and vote made for Ms. Morrison to have access to the bank security deposit box. Mr. Mickelson asked if there was any discussion needed. No questions or comments were made.

Mr. Mickelson then asked for a motion to be made. Ms. Arndt made a motion for Ms. Morrison have access to the bank safety deposit box. The motion was seconded by Mr. Stone. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR. Motion carries.**

## **Update Line of Credit with Lake Elmo Bank**

Mr. Mickelson explained that the next item was to update the line of credit that RM has through Lake Elmo Bank. He then asked for any comments or questions. A brief discussion

ensued about interest rate. Ms. Arndt made a motion to accept the line of credit through Lake Elmo Bank and to allow the President (Mr. Mickelson) and Secretary (Mr. Stone) as signers. Mr. Stone seconded the motion. A vote was requested by a show of hands. **ALL in FAVOR. Motion carries.**

### **Board Communication**

Mr. Mickelson invited Ms. Hauge to talk about the communication plan moving forward. Ms. Hulstrand shared a screen presentation that highlighted areas for the board to review.

**Board Communication Proposal** – The plan was presented to the board last month and the board requested we bring this back as a motion to vote on. To streamline this Karen wrote the essential points into a google document, Board Communication Proposal, to bring back to the board. Key points to consider:

1. Agreeing to submit board contributions to the newsletter (Jan, March, May, July, Sept., Nov.)
2. Agreeing to monthly board blog contribution (when website is up and running) including ability to have guest writers write for the blog
3. Agreeing to send out minimum of three e-mails annually one each sent from a member of the Board Development Committee, the Growth and Engagement Committee and the Executive Committee. Using the River Market logo with some addition to the banner noting it is from the board. Adding these letter deadlines to the workplan.
4. Emphasizing for this year the themes discussed at the last board meeting listed in the document.
5. Upgrading the board bulletin board and moving it inside the store. Adding board members favorite food picture or local product and QR code to recipe. QR code to board minutes. Adding place to submit comments to the board.

Mr. Mickelson asked for any comments. Mr. Stone asked about location and who will maintain the board. A brief conversation followed. Directors discussed a joint effort with operations to coordinate the board appropriately. Ms. Bradford Styrbicki volunteered to help maintain and update on behalf of Directors.

Mr. Mickelson motion to accept the board communication plan as presented in the packet. Ms. Bradford Styrbicki moved to accept the communication plan as presented. Ms. Hulstrand seconded the motion. Mr. Mickelson asked for a vote by a

show of hands. **ALL in FAVOR. Motion carries.** Karen assigned the newsletter due for April. Mr. Mickelson volunteered.

### **Spring Workshop**

Mr. Mickelson introduced the next topic for discussion: Spring Workshop planning. Mr. Mickelson explained the May 7<sup>th</sup> date and the focus of the workshop will be the DREAM phase of Strategic Plan. He then explained that the board needed to discuss how to keep moving forward with Strategic Planning. A brief discussion ensued. Mr. Mickelson agreed that the suggestion that the Steward committee participate in a call with Todd as a preface to the development of the survey.

### **CCMA participation**

Mr. Mickelson reviewed the conversation lead by Mr. Stone earlier in the meeting but introduced Directors to a potential proposal/presentation at the event by either RM staff or board at the event. Directors had a brief conversation about the Call for Proposals at the event.

### **Pulled Reports**

Mr. Mickelson stated that there were no pulled reports. Ms. Morrison asked if Admin Asst. Ms. Petrick could have a moment to talk with the group. Ms. Petrick informed Directors that she had submitted her resignation to Ms. Morrison. A short conversation followed.

Mr. Mickelson concluded the meeting by asking Directors to submit the Plus/Delta on basecamp and it will be included in next month's meeting. Link will be posted in basecamp for Directors to access.

### **Director Questions & Assignments**

#### **Leadership Tasks & Work**

- Execute Spring Workshop
- Present draft of Board Budget at March meeting to ensure approval by April 30th deadline
- Solicit RFP from GM for compensation package if due this year

#### **Board Monitoring Report**

- C.4 Policy Aggregate Compliance report review

#### **Study & Engagement**

- Board Budget and financials

### **Board Tasks and Work**

- Board Budget approval
- Report on ownership qualifications as it relates to board candidate recruitment
- Board Budget approval

### **GM Monitoring Report**

- B.5 Treatment of Consumers

### **Executive Committee**

- Execute Spring Workshop
- Present draft of Board Budget at March meeting to ensure approval by April 30th
- Solicit RFP from GM for compensation package if due this year
- Strategic Plan Phase IV (Define Plan)

### **Board Development**

- Submit board candidate recruitment plan

### **Growth & Engagement**

- Outline strategies to foster relationships between owners and producers/farmers/local suppliers

### **Policy & Rules**

- Plan & submit report on ownership qualifications as per AOI & bylaws

### **Other Considerations**

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