

**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 July 13, 2021, at 6:35 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

Paul Quie

The following individuals were also present at the meeting: Ms. Morrison (GM), Ms. Petrick (Board Admin.) Directors not in attendance: Christina Arndt and Victoria Bradford Styrbicki.

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 couple of points-of-order. The first being a correction to the Consent Agenda, specifically an overview of the Compliance Reports. At this time, those reports are in the process of being compiled and will soon be forthcoming. Another point-of-order – I neglected to include the “Closed Session” portion of the meeting to the end of the Agenda. (The intention of those are to be at the end, and our Agenda shows that incorrectly on our Agenda.) The Closed Session will be held the end of the meeting tonight.

(Closed Session topic will be the General Manager Evaluation Compensation process.)

Mr. Mickelson then asked Directors if there were any requests to pull Reports. Ms. Morrison asked to pull the June Meeting Minutes. Mr. Mickelson asked for any other calls for pulled reports. No requests were made. Pulled Reports will be reserved for the end of the meeting. And, 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 in the GM report that needed correction. First item: In the piece about the Harvard Business Review, the sentence that mentioned CCMA was left incomplete. Without spending too much time on this sentence, Ms. Morrison stated her intention was to state that relating to that point in the review – that “there is no staying quiet or staying on the sidelines, and not taking a stance anymore...” Mr. Mickelson asked for clarification as to what article Ms. Morrison was referencing, and Ms. Morrison stated it was the one about, “activism and employees, and how business move forward in this new environment....” (to which Mr. Mickelson recognized.)

Ms. Morrison stated that she also wanted to follow up on was the second point in the “planet” section of the GM Report, the “Plastics Pact.” Ms. Morrison informed the group that it was an interesting project (to create more availability of recycling and reuse of plastic products to reduce waste) and would require some significant investment. Entrance for the project is based on nonprofit and for-profit business (For example, nonprofits would pay less than a for profit organization.) For the River Market to participate, it would be a \$5,000.00 investment. Ms. Morrison mentioned that she did email back and is hoping to have a phone call with the New Member Coordinator, just to see what is involved.

The last item for update that Ms. Morrison wanted to share an update that occurred in July, which was partly related to the first Union contract negotiations that River Market had completed this past year, and how there are certain stipulations that we need to be fulfilled. One of the great things that was negotiated was that the River Market was able to deal with employee pay” as we see fit.” (Ms. Morrison took a moment to talk about an important part of her vision for all stakeholders in the Co-op, and that is that the River Market staff feel completely valued. (Ms. Morrison then gave some background to new Directors about the impact of COVID, and how the Co-op implemented “Hero Pay.” We have been paying this since March 15, 2020.)

Ms. Morrison went on to explain that she now feels ‘antiquated’ and that staff feels like it is temporary and can be taken at any time. As mentioned in the GM Report, staffing continues to be a challenge. Ms. Morrison stated that she has been working closely with HR for the past 5 weeks to recap our financial position. To remain competitive and ensure that the staff feels like their contributions are valued, in lieu of, “Hero Pay,” on July 4th, all of the Floor staff received a \$2 per hour raise (which brings our entry level position to \$14.55 per hour.)

Ms. Morrison finished her discussion by opening the floor to all the Director’s for questions or comments. A discussion ensued about employee compensation, staffing, the increase in new ownership, the status of the Solar Panel Program, and the Plastics Pact.

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

Updated Bylaws

Mr. Mickelson introduced Mr. Stone to discuss the next item of business: updating of the RMCC BOD bylaws. Mr. Mickelson then gave the floor to Mr. Stone.

Ms. Stone informed the group that the certain Directors had consulted with the legal firm Doyle & Michaels (who have extensive experience with co-ops) to review our Articles and our Bylaws. The good news is the Articles were fine as written. Following another meeting and review of our Bylaws (which were last updated in 2012) the firm provided comments. In addition, Mr. Stone performed a final review and distributed them to Directors. The final version will be submitted to the Directors at the Annual Meeting. Directors will have the chance to review and vote on the proposed changes to the Bylaws at that time.

Mr. Stone completed his presentation, by asked Mr. Mickelson for any additional comments and opened the floor to questions. Mr. Mickelson mentioned that the firm would also provide a summary of the changes/suggestions to the Bylaws (to provide a big picture as to what was changed and why.) Mr. Mickelson also summarized the changes into the categories: more flexibility for the future, updating any obsolete areas, and deletion of irrelevant things, and what other co-ops are doing. A discussion ensued between the GM and Directors with some questions and feedback.

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.

Draft Product Policy

Mr. Mickelson introduced Ms. Morrison to present the draft of her Product Policy. Mr. Mickelson offered some background, explaining that a few months back, Directors had asked Ms. Morrison to adapt a contemporary practice that many Co-ops have, which includes a Product Policy. Ms. Morrison has done research and is prepared to present her draft this evening. Mr. Mickelson gave the floor to Ms. Morrison.

Ms. Morrison started with a brief history about the selection process that co-ops implement for the products that are carried on the shelves (ex: banned substances/ingredients, etc.) Ms. Morrison explained that she wanted avoid that and go in a different direction, and is using the ENDS to guide the product selection policy, and include enough flexibility to encompass whatever the future might hold. Ms. Morrison then explained that she submitted her first draft to the Buyers at the store (who will be responsible for implementing this practice). Based on their input, the draft that was submitted to Directors is a collective attempt to create and establish these policies.

Mr. Mickelson asked if there was any further discussion on this topic. Comments and feedback were exchanged. Mr. Mickelson then asked Ms. Morrison and other Directors if there was a vote that was needed, or if this was just a review for a final version to be presented at a later date. Ms. Morrison expressed that she was unsure the formal process for this policy to be accepted. After a discussion among Directors. It was determined that Ms. Morrison will publish the draft to invite owner comments. Once that is received, Ms. Morrison will present the changes to the Board for approval.

7:40 p.m. Break (5 minutes)

7:45 Meeting Resumed

Update on Strategic Planning Process

Mr. Mickelson explained that a few Directors had reached out and asked about what is ahead for the Strategic Planning. Mr. Mickelson shared a presentation with the group that included an outline of dates, events, and involvement (based on the Annual Work Plan) that is organized into 5 phases across the fiscal year, and invited discussion following the presentation.

Mr. Mickelson stated that Todd Wallace with Columinate will help the Board through this process, and how to use time with him effectively.

Mr. Mickelson Mr. Mickelson then walked Directors through the general process, and pointed out some areas where adjustments may be made to reflect: conflict, priorities, or opportunities (ex: number of Directors.)

Mr. Mickelson then asked for any additional comments and questions. A discussion ensued among Directors about the information presented, some clarity about the process was requested. Mr. Mickelson addressed the questions and encouraged Directors to review the shared materials related to the Strategic Planning process.

Mr. Mickelson asked for additional comments. No comments were made. Mr. Mickelson introduced the next item of business.

Annual Meeting (set date)

Mr. Mickelson stated that the Board needed to decide on a date for the Annual Meeting, and that traditionally the Annual Meeting is held on the second Saturday in October. According to Mr. Mickelson, there was a request that we stick with that, which would make the date Saturday, October 9th. In addition to that detail, Mr. Mickelson also stated that the group needed to discuss in-person vs. Zoom attendance. He added that other co-ops seem to be resuming in-person meetings, but that said, as of today (per Gov. Walz) there are some concerns related to the rise in COVID cases. Mr. Mickelson mentioned that it may not be an issue, but certainly warrants discussion. He opened the floor to concerns or observations.

Ms. Morrison expressed some operational factors that she wanted the Board to take into consideration (ex: venue and security deposit, COVID, etc.) A discussion amongst Directors followed that included feedback, comments, and questions (ex: space, food, presenters, past meetings, outdoor options, etc.) Following the discussion, Mr. Mickelson confirmed that historically, the Board would establish a date for the Annual Meeting and then Operations

would take care of the planning. Ms. Morrison confirmed that was correct.

Mr. Mickelson stated that we can continue the conversation about details at a later date. For tonight the Board needs to establish a date, and whether the meeting will be an in-person event. Saturday, October 9th was the date that Directors agreed on. Directors then further discussed options for attendance (in-person vs. outdoors or hybrid).

Ms. Morrison mentioned that an in-door/hybrid is much easier than an outdoor/hybrid event. Mr. Mickelson then summarized the benefits and challenges of each option and stated that his understanding was that the consensus was to have a hybrid event for the Annual Meeting on Saturday, October 9th.

Ms. Morrison indicated that she would discuss the details further with IT and Operations to understand the technical requirements to conduct a hybrid meeting.

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

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

Pulled Reports

June 2021 Meeting Minutes

Mr. Mickelson stated that the first Report to be pulled are the June Meeting Minutes. Ms. Morrison indicated a correction that needed to be made was in the attendance. The June Meeting Minutes reflected that Andre was in attendance, and he was at the May Meeting.

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

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

Meeting Evaluation (Plus/Delta)

Plus:

- Mr. Mickelson stated that the board tackled two issues (Product Policy and GM Evaluation Compensation process) It was good to see how people were assertive, but respectful. I thought it went really well.
- Ms. Russ stated that the meeting went smoothly. The group stayed on track and had good discussions.
- Mr. Stone agreed with what Ms. Russ mentioned. He thought the meeting went smoothly and there was good discussion on important topics.
- Ms. Hulstrand was happy with the discussions that occurred and the Board's engagement in those discussions.

Delta:

- Mr. Mickelson said he missed the Board Education piece.
- Ms. Husltrand mentioned that the GM Compensation discussion got a little in the weeds, and it was hard to understand the information.

8:32 p.m. Closed Session

8:51 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

- Review Officer and Committee tasks
- Propose Autumn Workshop dates
- Update and Notify all candidates of the same
- Mentor Assignments and Board candidates

Administrative

- Monthly tasks
- Work with Board Development Committee to prepare the New Directors Manual

Board Tasks & Work

- Review Annual Work Plan
- Set date for Retreat
- Discuss ENDS Report

GM Activities

- Organize & Plan for RMCC Annual Meeting
- Mail Ballots with Articles & Bylaws
- Changes for owner approval

Executive Committee

- Review Officer & Committee tasks
- Propose date for Autumn Workshop
- Notify candidates of the same
- Review with GM & deliver the written evaluation report for personal filing

G&E Committee

- Draft plan for Engagement portion of the Annual Meeting

Board Development

- Update the Directors Manual in Basecamp
- Plan Orientation for New Directors
- Solicit & identify possible New Directors

Currents

- Article due by August 25th for the for September/October Director nominee profile

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 9:18 p.m.

Nealy C. Petrick
Board Administrator
7/13/2021