

**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 October 12, 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
Karen Hulstrand
Christina Arndt
Victoria Bradford Styrbicki
Scott Vrchota

The following individuals were also present at the meeting: owner Venee Russ, owner Paul Quie, Ms. Morrison (GM), Ms. Petrick (Board Admin.) David Trechter (Guest Speaker). Directors not in attendance: Mr. Martin and Ms. Hauge.

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.

Owner Comments

Mr. Mickelson began the October meeting by inviting owner comments. Mr. Mickelson welcomed Venee Russ and mentioned that Ms. Russ has expressed interested in an open position on the Board. The position is an appointed and holds a 1-year term Ms. Russ confirmed and Mr. Mickelson asked her to share her co-op story with the Directors and opened the floor for questions following.

Mr. Mickelson then stated that there were no points-of-order and called attention to the Consent Agenda and asked Directors if there would be any pulled Reports. No requests were made. Mr. Mickelson then introduced guest David Trechter as the first priority for the regular business portion of the meeting. Mr. Trechter will be taking the Board on a deep dive of the results of the Owner Survey.

Owner Survey Results (Presentation by Mr. Trechter)

Mr. Trechter introduced himself and explained that based on his analysis, he would be going through the strengths, weaknesses, and areas that the co-op should be taking into consideration. According to Mr. Trechter, one of the strengths is customer satisfaction. He stated that if you look at the overall indicators of customer satisfaction – there is very little dissatisfaction. There is also little opposition to expansion and the co-op is successful in making shoppers feel welcome. Mr. Trechter explained that especially during Covid, where other co-ops have lacked in customer satisfaction, the feedback for the River Market is a strong positive. In addition, the River Market was strong in some key departments such as fresh fruits and vegetables. In terms of store characteristics, the River Market is really strong (based on co-op standards) with the price and the quality and freshness of your products. Another positive area was the satisfaction of the demographics that make up the shoppers, for example young shoppers, families with young children.

In terms of weaknesses, Mr. Trechter explained that the River Market is considered by a disproportionate amount of its shoppers as secondary or ancillary supplier. The River Market is not considered the primary source for groceries. Mr. Trechter gave a brief background about how the River Market rates in this area compared to other co-ops, and how those comparisons are determined. Mr. Trechter then pointed out some areas for the River Market to consider for improvement. In terms of store characteristics: cost, product selection & variety, product quality and freshness and availability of local and organic products. Mr. Trechter stated that if these areas were improved on, it would reflect in customer satisfaction. And finally, Mr. Trechter mentioned the “500-pound gorilla” in the room which is store location and that the current location is a double-edged sword, where some people love the downtown location and others who won’t travel to the co-op, especially during particular times such as weekends. Mr. Trechter described the current location as a mixed blessing. Mr. Trechter concluded by saying that these were the main takeaways from the data he was looking at.

Mr. Mickelson then opened the floor for Director questions and comments. A discussion ensued. Directors asked questions about the survey results and shared feedback on the areas that Mr. Trechter highlighted (location, customer satisfaction and comments about deli/fresh food department.) Mr. Mickelson then asked Mr. Trechter to share his background, experience and how that is related to his work with co-ops. Mr. Trechter described his background as a Professor of Agricultural Economics at UWRF for about 30 years and for the last 20 years of that he directs the Survey Research Center, which is the entity that performed the survey for the . Mr. Trechter then explained he was hired as an extension specialist/teacher specifically working in the realm of co-ops. He then offered a summary of his past professional experience related to co-ops (working with Executive compensation, serving on the Board of a local co-op as Treasurer, etc.) Mr. Trechter then explained more about his part with the Survey Center and

that they have conducted approximately 110 co-op surveys around the country since 2008, but that they also work with nonprofit organizations, local units of government and academics. Mr. Trechter explained that the survey center works with organizations where the results provide some public good.

Mr. Mickelson then continued the discussion among Directors about the results of the survey. Following the discussion Mr. Mickelson asked if there were any other questions or comments for Mr. Trechter. None were raised. Mr. Mickelson and the group thanked Mr. Trechter for his time.

Seating of New Directors & Officer Elections

Mr. Mickelson then moved the meeting to the next item: Seating of New Directors. Mr. Mickelson invited New Director Mr. Vrchota to introduce himself and share his co-op story. Mr. Vrchota shared his background in co-ops, retail and the healthcare industry. Mr. Mickelson then offered a brief overview of the people and resources that are available to New Directors. Mr. Mickelson then asked if there were any questions before proceeding. No questions were raised.

Mr. Mickelson released former Board members and moved to the order of business: officer elections and Committee selection. Mr. Mickelson explained that the Board will be filling 4 executive positions beginning with President. Mr. Mickelson started by saying that he is interested in serving as President for another year, but encouraged others to run against him.

Ms. Bradford Styrbicki nominated Mr. Mickelson as Board President. Mr. Stone seconded the nomination. Mr. Mickelson asked if there were any other nominees for President. No nominations were raised. There being no other nominations for Board President, Mr. Mickelson asked all those in favor to vote by a show of hands. ALL in FAVOR. Motion passes. Mr. Mickelson was nominated President.

Next, Mr. Mickelson introduced the office of Vice President. Mr. Stone nominated Ms. Bradford Styrbicki. Ms. Arndt seconded the motion. Mr. Mickelson asked if there were any other nominations for Vice President. No nominations were raised. Mr. Mickelson asked for a vote by a show of hands. ALL in FAVOR. Motion Passes. Ms. Bradford Styrbicki was nominated as Vice President.

Mr. Mickelson then introduced the office of Treasurer, currently held by Mr. Stone. Mr. Mickelson asked if there were any nominations for Treasurer. Ms. Bradford Styrbicki nominated Mr. Stone as Treasurer/Secretary. Mr. Mickelson explained that the two roles have been combined in the past, and clarified how the votes should be performed according to Roberts Rules. It was determined that the Board would address the Treasurer position first, followed by a vote for the Secretary role. Ms. Bradford Styrbicki then nominated Mr. Stone for Treasurer. Ms. Hulstrand seconded the nomination. Mr. Mickelson asked if there were any other nominations for Treasurer. Non were raised. Mr. Mickelson asked for a vote by a show of

hands. ALL in FAVOR. Motion passes. Mr. Stone will serve as Treasurer.

Mr. Mickelson then requested nominations for position as Secretary. None were raised. Mr. Mickelson then asked if Mr. Vrchota would be interested in serving as Secretary. A brief summary was offered about the responsibilities of Secretary and a conversation among Directors followed. Both Ms. Bradford Styrbicki and Mr. Stone offered to combine the role of Secretary to their current officer positions as Vice President and Treasurer. Mr. Mickelson made a final request for nominations for Secretary. None were raised. Mr. Mickelson then reviewed the Directors in consideration for Secretary: Ms. Bradford Styrbicki, Mr. Stone and Mr. Vrchota. Mr. Mickelson then asked for a show of hands per the individuals nominated. Based on a vote by a show of hands, Mr. Stone was nominated as Secretary and will serve the Board as Secretary/Treasurer.

Mr. Mickelson welcomed the new slate of officers and moved the meeting to the next item: Committee Selection.

Committee Selection

Mr. Mickelson gave a summary of the committees and the Directors worked through what Director strengths would best fit committee needs. Mr. Mickelson invited the Chairs of each committee to give a short explanation as to the functions that the committees serve. Ms. Hulstrand, Mr. Mickelson and Mr. Stone gave an overview. In addition, Mr. Mickelson shared some background and the function of the Steward (Strategic Planning) committee. He also highlighted how the development of this committee is related to a recommendation per Columinate. Following the review committee assignments are as listed:

Growth & Engagement Committee

- Chair: Ms. Hulstrand
- Ms. Bradford Styrbicki,
- Mr. Mickelson

Board Development Committee

- Chair: Mr. Mickelson
- Ms. Arndt
- Ms. Bradford Styrbicki

Policy & Rules Committee

- Chair: Mr. Stone

- Mr. Mickelson
- Mr. Martin

Executive Committee

- Chair: Mr. Mickelson
- Ms. Bradford Styrbicki
- Mr. Stone

Steward (Strategic Planning) Committee

- Ms. Morrison
- Mr. Vrchota
- Ms. Hulstrand

7:58 p.m. Break

8:05 p.m. Resume

Annual Meeting follow-up

Following the Break, Mr. Mickelson introduced the next business item which is a follow-up to the Annual Meeting which was held on Saturday, October 9, 2021. Mr. Mickelson suggested using the Plus/Delta model to discuss what went well and where there could be improvement. Mr. Mickelson opened the floor for observations.

Mr. Stone commented that a PLUS is that for the most part, our owners seem to have a positive co-op experience, but the DELTA was that there was a lot of time and planning spent on preparing for the meeting which could have been streamlined into more of a business meeting. Ms. Morrison followed with feedback on the guest speaker/presentation (Blue Zones). Ms. Morrison explained that she felt the material is important, but that the material is dated. Ms. Morrison commented that she would have liked to see more of a focus on diversity, equity and inclusion. She also mentioned that in the future they may want to consider holding the Annual Meeting on a weekday vs. weekend (which may increase owner attendance.)

A discussion about the points mentioned ensued between Ms. Morrison and Mr. Mickelson. Following that, Mr. Mickelson asked if there were any other observations that Directors wanted to share. Ms. Arndt offered some comments about past meetings and the difficulty with owner attendance. Ms. Bradford Styrbicki gave a brief explanation as to how Blue Zones was selected as the Guest Speaker. Ms. Hulstrand also added some context as to the effort and feedback that the G&E committee put towards the planning and selection of the presentation that was selected for the meeting. Another brief discussion ensued about how to

better communicate, promote and invite owners to the Annual Meetings moving forward.

Mr. Mickelson then asked Directors for the PLUS responses:

Plus:

- Mr. Stone mentioned that Ms. Morrison's speech was well done!
- Ms. Morrison appreciated the length of the meeting and the delivery of information
- Ms. Hulstrand stated that all the individual speeches were great, but was sad that we were unable to do break out groups
- Ms. Arndt also expressed that the length of the meeting was positive

Mr. Mickelson then moved the meeting to the next item of business and invited Ms. Morrison to share her GM Report/Discussion.

GM Report/Open Discussion

Ms. Morrison began the discussion by explaining to Mr. Vrchota how the GM Reports are categorized and how she communicates updates and store happenings to the Directors. Ms. Morrison then presented a couple of updates to the group. First, Ms. Morrison explained that she will be working on writing an SOP for every task related to the store (for training purposes, accountability and to minimize disruptions when staff leave.)

Ms. Morrison took a moment to highlight the Central Store Manager, Julia, who is responsible for: grocery, frozen, refrigerated, wellness, bulk and general merchandise departments – received a “Next-Gen” award from Progressive Grocer. The award recognizes exceptional performance by those under the age of 40 in the grocery industry. Ms. Morrison mentioned that this was quite a big deal and that she was proud of Julia and wanted to recognize her contributions to the River Market.

The next update that Ms. Morrison mentioned was a meat sale that the co-op recently had. She stated the total store sales for the last week was \$164,153.00 - and the average sales for the week are typically between \$135,000 to \$142,00.00. Ms. Morrison also mentioned that the meat sale was the third highest sales week she has seen in her time as GM (the other two times being the pantry loading in March 2020 after the pandemic hit.) She also commented about how the sale out-performed Thanksgiving week sales. Ms. Morrison emphasized that the meat sale was a success for the co-op.

Ms. Morrison shared with the Board that she met with Dorothy the Bookkeeper. For October - as a result of the meat sale - the co-op is up 9.5% for the quarter and 4.7% for the year (starting July 1st.)

The last item Ms. Morrison wanted to address was the upcoming contract with Columinate. She explained that there is an “early bird special” and the deadline is Friday. Ms. Morrison stated that she can get the group signed up at a discounted price if it was agreed to continue with Columinate.

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

updates and options for the Columinate contract. Mr. Mickelson explained that there will be another opportunity for Directors to review that Columinate contract and make a decision based on that.

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.

C4 Appendix: Relaxed Robert Rules of Order

Mr. Mickelson explained that the next item of business was a modification to Robert's Rules of Order, and how the Board conducts the Board of Directors meetings. Mr. Mickelson also explained that Mr. Stone's committee performed some research and offered an amendment to the Rules and invited Mr. Stone to present their findings.

Mr. Stone explained to the group that when they reviewed the policy register, they identified an accommodation from 2014-2015 that had been implemented as a result of the Board structure at the time (ex: 2 people holding the same position). Mr. Stone noticed that it had not been revised and referred Directors to the Appendix page in the Board Packet to see the revised changes. In summary, Mr. Stone removed the wording that was added about 2 people holding 1 position, and edited so that it reflected the document to say that the RM BOD will observe and conduct meetings according to the relaxed version of Robert's Rules. Mr. Stone explained that this would be considered a policy change.

Mr. Mickelson added some background to this topic and explained to Directors that this would be something to vote on at a later date. Mr. Mickelson asked if there were any additional questions or comments related to this topic or should we have a motion to accept this amendment.

Ms. Arndt made a motion to accept the relaxed version of Robert's Rule. Mr. Mickelson asked for a vote by a show of hands. ALL in FAVOR. Motion passes.

Mr. Mickelson proceeded to the next item of business.

Strategic Planning (next steps)

Mr. Mickelson reviewed what the Board has agreed upon as the next steps for Strategic Planning and shared the document that presented the next steps: identify a group willing to steward the process and identify specific products or outcomes that are the result of each process/phase. Following the overview and based on the discussion during the meeting, Mr. Mickelson asked the group if it was enough to agree and move forward to the next step, or if further discussion was needed.

Mr. Mickelson noted that this would be part of a larger discussion during the Fall Retreat. Directors had a brief conversation about the Fall Retreat. Mr. Mickelson asked if everyone was able to make an 8-hour commitment (before 5 p.m.) on December 11th for the Fall retreat. Ms. Bradford Styrbicki mentioned that she would be out of town on that day. Mr. Mickelson said they would find a way to work with her on that, but that the Board is committed to December 11th and asked everyone to put it on their calendar. Ms. Hulstrand asked what the

Steward Committee should do in preparation for that day. Mr. Mickelson suggested having a meeting, talking with Todd and any information gathering you can do at this time.

Mr. Mickelson asked if there was any further discussion. No requests were made. Mr. Mickelson moved the meeting to the PLUS/DELTA exercise.

Meeting Evaluation (Plus/Delta)

Plus:

- Mr. Stone welcomed New Directors and thought it was a good meeting
- Ms. Russ commented that the meetings are continually getting better
- Ms. Bradford Styrbicki thought there was good dialogue and conversation
- Mr. Mickelson agreed with the above

Delta:

- Ms. Bradford Styrbicki commented on time and length of meetings
- Ms. Hulstrand suggested starting meetings at 6 p.m.
- Ms. Morrison mentioned that the meeting had additional material compared to others and that was based on schedules and availability of the Presenter
- Mr. Vrchota commented on the length of the Fall Retreat

8:35 p.m. Closed Session

9:05 p.m. Resume Open Meeting

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
10/12/2021

