

**River Market Community Co-op
Board of Directors**

**Minutes of Regular Meeting
July 12, 2022**

Directors Present:

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

Directors Absent:

None

The Directors present constituted a quorum.

Others Present:

Sara Morrison, River Market Community Co-op General Manager

Call to Order

Mr. Mickelson called the July 12, 2022 meeting of the River Market Community Co-op (RMCC) Board of Directors to order at 6:00 p.m. Directors attended the meeting in-person, except for Mses. Styrbicki and Arndt who attended virtually via Zoom.

Owner Comments

There were none as there were no owners present.

Consent Agenda / Pulled Reports

Mr. Mickelson called upon Directors to identify any reports to be removed from the Consent Agenda. A Director asked that the Growth and Engagement Committee and Board Development Committee Reports be pulled.

Business

GM Report/Open Discussion

After expressing her appreciation for the flowers, Ms. Morrison highlighted several items from her GM Report, including the release of funds from the Joint Liability Fund (JLF) since RMCC no longer requires monitoring by JLF's risk committee. She mentioned the funds are in the co-op's bank account and she is proud of this achievement. Ms. Morrison also reminded Directors what the summer season brings: parking complaints and sales consisting mostly of cold/frozen items.

Ms. Morrison also shared that despite having been assured by co-op staff that credit card payments have been handled appropriately, RMCC is not in compliance with Payment Card Industry ('PCI'). She will have more information to share at the August Board meeting, but she thinks the lapse in handling the transactions appropriately was due to a former employee not

following proper procedures. This non-compliance impacts the previously submitted Asset Protection report, causing it to be inaccurate. It may take approximately six weeks to become compliant and to determine how incorrect the report was. Ms. Morrison then asked the Board how they would like to proceed. Mr. Mickelson suggested that the report be updated and resubmitted to the Board. A Director commented that this is a good opportunity for Directors and the Executive Committee to reflect on how they read the Board meeting packets and make sure they are taking the time necessary to read and reflect on it and its reports, bringing forth items of concern, pulling reports from the Consent Agenda for more examination or discussion (especially those that are not in compliance), and not letting the desire to keep meetings running expeditiously unintentionally cause the Board to gloss over or miss important topics and issues that warrant more attention. The Director also shared that their observations are being made in the context of report compliance trends. She also encouraged the Board to be mindful (and appreciative) of each other's work, the necessary work the Board is meant to do, including thoughtfully reviewing packet materials and reports, being pro-active regarding the packet and its contents, discussing meaningful topics, not glossing over topics, and working together on issues and resolutions.

Ms. Morrison will ascertain the impact of the non-compliance on the Asset Protection Report, share her findings with the Board, and resubmit a revised report. She also gave updates on the website and Mercado launches, both of which are happening soon. In response to a Director's inquiry, Ms. Morrison gave a brief overview of the CRM (Customer Relationship Management) program RMCC is piloting with NCG to better manage the owners database and use the information it contains. A Director complimented Andre Bessette on his participation in the recent CCMA conference and commented that she appreciates that the co-op donated plants to the Dream of Wild Health organization. At a Director's request, Ms. Morrison gave an overview of and answered questions about NCG's JLF. Following up from a previous Board meeting, a Director asked Ms. Morrison if the effects of the new pricing system are known; Ms. Morrison responded it is still too early and explained the next steps in making that determination.

Annual Meeting

After discussing historical timing, other events happening in October, and potential meeting planning, Ms. Styrbicki made a motion to hold the annual meeting on October 11, Mr. Vrchota seconded the motion, and it passed unanimously.

Board Potluck Picnic

Mses. Hulstrand and Styrbicki gave the history and purpose of the picnic. After discussion of potential participants and logistics, the Board decided to hold a potluck celebration for owners, Board, and staff on a Tuesday or Wednesday evening in August, potentially in Pioneer Park. Ms. Styrbicki will contact the Park on its availability to determine the picnic date.

2022 – 2023 Workplan

Mr. Stone reviewed the activities and their timing that are contained in the Workplan. Discussion ensued regarding the General Manager evaluation and compensation review process and timing and how to include strategic planning in the plan.

The strategic planning discussion included debate regarding if a sufficient amount of owners' input on the strategic plan has been obtained. Opinions differed on this topic, ranging from needing another opportunity for owners to give input to there having been enough

opportunities, especially since no significantly different ideas were raised. A Director pointed out that owners' input can be obtained in parallel with developing the strategic plan and would not slow down the process. Paula Gilbertson (from NCG) suggested Directors should align such potential efforts with the co-op's Ends Statements. This prompted discussion of the Ends Statements, whether changes to them are needed, and how to create a strategic plan that supports them. Paula also suggested that, given the GM's knowledge of both the ends statements and the co-op's operations, one approach is having the GM create and present to the Board a recommendation on how the co-op will meet the Ends Statement. After further discussion, it was determined that Messrs. Mickelson and Vrchota and Ms. Hulstrand will meet with Ms. Morrison to give her the direction needed for her to create a recommendation. The recommendation should be created within the boundaries and goals given to her by the Board and in alignment with the owner and other feedback received so far. Upon completion, Ms. Morrison will send the recommendation to the Board for their consideration. It was also determined that it would be beneficial for Paula share her thoughts with the entire Board; Mr. Mickelson will follow up with her to join the August Board meeting. It was also suggested that several Directors meet with Todd (from Columinate) to help discern how to move from the Strategic Plan's planning to designing stage.

Mr. Mickelson reminded the Board that the Workplan can be updated during the year, including modifications needed as a result of the Strategic Planning work.

7:15 to 7:21 Break

Pulled Reports

Mr. Mickelson opened the discussion of the two pulled reports. First the Growth and Engagement report was discussed, specifically in reference to owner participation in the Zoom meeting. Mr. Stone commented that he thinks the owner input has been sufficient and that their input will also be sought as the Strategic Plan progresses. Owner wear was also discussed as was the role of the Committee and their suggestions vis-à-vis Ms. Morrison's role as GM.

The Board Development Committee Report was also pulled, and Mr. Stone commented that he is pleased about the board candidates who are running for re-election and continues to hope that someday there will be a contested election to be on the Board. Mr. Stone opposed not recommending one applicant as a Director. In response, Mr. Mickelson explained the Board application process, which is that the Committee will propose candidates for the ballot, but the Board decides who will be placed on the ballot for election. The Committee will bring forth their recommendations to the August Board meeting where the potential candidates will be discussed and the ballot of candidates will be decided. The discussion also included if there is enough time after the August Board meeting for a rejected applicant to appeal the decision not to be placed on the ballot.

Mr. Stone made a motion to accept the Growth and Engagement Committee Report, all Directors voted in favor, and the motion carried.

Ms. Hauge made a motion to accept the Board Development Committee Report, all Directors voted in favor, and the motion carried.

Mr. Stone made a motion to accept the remaining Consent Agenda items (June Board Meeting Minutes, New & Leaving Owners List, and Monitoring Report Summary), Ms. Hauge seconded the motion, and it passed unanimously.

Director Questions and Assignments

After Mr. Mickelson handed the discussion to Ms. Morrison (in Ms. Rossez's absence). Directors considered if this section of the packet is helpful, to which Mr. Stone replied that he and Ms. Rossez have discussed handing out the Assignments to Directors rather than reciting them at the end of Board meetings, which was received favorably. Ms. Morrison then reviewed the key Assignments, noted below.

Board Closed Session Topics

- Complete GM Evaluation (and Compensation Review if due this year)
- Conduct GM Evaluation

Leadership Tasks and Work

- Review officer and committee tasks
- Propose Autumn Retreat date and notify all candidates of same
- Board Chair solicits mentor assignments for board candidates

Board Tasks & Work

- Discuss Ends Report

Currents Articles

- August 25th for Sept./Oct. Director nominee profiles. Mr. Mickelson volunteered to draft an article. Topics could include the Zoom meeting and the potential August meeting.

Director Closed Session

After confirmation that no staff were present and the meeting recording was stopped, the Board entered a closed session in which they discussed the GM RFP review.

ADJOURNMENT

Upon the conclusion of the Director Closed Session and there being no further business to discuss, a motion to adjourn the meeting was made by Mr. Stone, seconded by, Ms. Hulstrand and was unanimously passed. The meeting was adjourned.

Submitted by Pat Rossez, RMCC Board Administrative Assistant