

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

**Minutes of Regular Meeting
June 14, 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:

Kaitrin Halvorson, River Market Community Co-op Customer Experience Manager
Andre Bessette, River Market Community Co-op Marketing and Ownership Manager
Pat Rossez, River Market Community Co-op Board Administrative Assistant
Venee Russ and Luke Stiller, Owners

Call to Order

Mr. Mickelson called the June 14, 2022 meeting of the River Market Community Co-op (RMCC) Board of Directors to order at 6:01 p.m. All participants attended the meeting virtually via Zoom.

Owner Comments

Mr. Mickelson asked the owners if they would like to make any comments, to which Mr. Stiller responded that he is interested in being a Director and wanted to observe a Board meeting. Mr. Stiller stated that he has submitted an application to join the Board.

Consent Agenda / Pulled Reports

Mr. Mickelson explained that in the May Board meeting, the Consent Agenda reports that were not pulled were not voted upon. After asking for comments on those reports and receiving none, he called for a vote on the May Consent Agenda items. A motion to accept the May Consent Agenda reports that had not been pulled was made by Ms. Hauge, seconded by Mr. Stone, and passed unanimously. Mr. Mickelson then called upon Directors to identify any reports to be removed from the Consent Agenda and the reasons for pulling. Directors asked that the B.2 report be pulled due to a typographical error (a date) and C.6 to discuss the vice president's roles and responsibilities.

GM Report/Open Discussion

Mr. Mickelson reminded the Board that Ms. Morrison is on a family trip and Ms. Halvorson and Mr. Bessette are attending the meeting in her place to answer any Directors' questions. After Mr. Mickelson asked Directors for any questions, the following topics were raised. Shop Hero was discussed as they recently canceled RMCC's contract, it is thought because of the numerous issues with their platform that had not been resolved. Another vendor ('Mercato' who works with other co-ops) has been selected, but RMCC will be without an ecommerce platform until the new system is operational, expecting to take between one and 1.5 months. Also, Directors congratulated staff on reaching year-to-date sales of \$7 million. In addition, a meeting with civic and business leaders in the St. Croix Valley that management recently attended was discussed, as well as how the co-op could be more engaged with them and with citizens. While specific ideas were not shared, Mr. Bessette mentioned that staff will be looking for additional opportunities to collaborate with these community representatives and members. Ms. Halvorson also gave more background on the large mango sales increase and how it came about. Lastly, in response to a Director question, an update on the deli was given, including that new employees have been hired, existing staff continue to have a good attitude, and there is "a light at the end of the tunnel."

Strategic Planning

Mr. Vrchota shared that another meeting with Todd from Columinate will occur when Ms. Morrison returns. Discussion ensued regarding the June 28 meeting being held to give owners another chance to provide input on the direction of RMCC. Directors were encouraged to attend the June 28 event if possible. Logistics were covered in preparation of that Zoom 'town hall' event and then for an in-person event in August, with the goal of having a discussion with owners at the October annual meeting. Timing, communications, meeting venues, Covid safety/attendee proximity, and how meetings would be monitored were topics of the conversation. It was suggested that this topic be moved to the Board Development Committee for further consideration and that they develop recommendations to share with the Board at the July Board of Directors meeting.

6:38 to 6:45 Break

Pulled Reports

Mr. Mickelson opened the discussion of the two pulled reports. The B.2 report was discussed, specifically in reference to a date that was likely incorrect. The date will be confirmed with Ms. Morrison upon her return. Directors also discussed the budget: formatting (inserting a totals column after the separate twelve months), metrics included, assumptions used that impact the budget, if the Net Income increase is realistic, and 'Other Expense - produce equipment' expenditures – what is being purchased? A Director also shared their views on the Business and Marketing Plans: he is excited about the Business Plan and thought it was well done; he is also

excited to add an Operations Manager; regarding the budget, he believes the sales are conservative (which is good), labor was high (as a percent) but will straighten out if sales goals are realized, and gross profit is aggressive. Regarding the Marketing Plan, Covid appears to have wiped out the customer count, but if it is increased again, the average transaction size will likely go down and this impact should be kept in mind. This Director also foresees that RMCC is approximately two years away from a patronage refund, which is exciting but may be premature to count on now. He also gave feedback on the co-op's various departments' projections. The process used to create the projections was also discussed, how Ms. Morrison meets with each department and their individual strategies are combined to create the overall strategy and budget. Mr. Stone made a motion to accept the B.2 Budgeting documents, Ms. Bradford Styrbicki seconded the motion, and it passed unanimously.

The C.6 report was also pulled, with a Director wanting to discuss how the vice president could show confidence in being able to perform the president's meeting duties if the president is the person who presides over all the meetings. Ms. Bradford Styrbicki explained that, given the opportunity, she is open to showing the Board she can confidently chair meetings. Mr. Mickelson said the bylaws cover this issue and that any Director can actually chair a meeting. Directors suggested that Mr. Mickelson and Ms. Bradford Styrbicki discuss how she would step in if it is ever needed and to have Ms. Bradford Styrbicki chair a meeting. It was determined that she will chair the July meeting and will additionally work with Mr. Mickelson on the meeting planning and preparation. A motion was made by Ms. Bradford Styrbicki to accept the C.6 Officer's Roles report, Ms. Arndt seconded the motion, and it passed unanimously.

Mr. Stone then made a motion to accept the balance of the Consent Agenda: Meeting Minutes – May 10, 2022, New & Leaving Owners List, D.3 Delegation to the General Manager Report, and Board Development Committee Report. Mr. Vrchota seconded the motion and it passed unanimously.

Director Questions and Assignments

Mr. Mickelson asked Ms. Rossez to review the Director Assignments, which she did by reciting the items listed below.

Leadership Tasks and Work

- Prepare for assignment of C Reports
- Secretary to submit summary of B, C, and D monitoring reports
- +/-Delta

Board Administrative Assistant Work

- Monthly administrative duties: board minutes, update and maintain Basecamp and backup of BOD documents
- Update RMCC BOD annual calendar template
- Update GM monitoring reports chart

Board Tasks & Work

- Board picks date for Annual Meeting

Executive Committee

- Prepare for annual GM evaluation and compensation with GM
- Prepare for assignment of C reports
- Secretary to submit summary report of GM monitoring reports

Policy and Rules Committee

- Report to Board on Annual Meeting bylaws provisions

Currents Articles

- Fiscal year beginning (June 25th is the deadline for July/August)

Other Considerations

- Monthly NCG call (Paula)
- Monthly Columinate call (Todd)

Owners, Ms. Halvorson, and Mr. Bessette exited the meeting.

Director Closed Session

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

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 Ms. Bradford Styrbicki, seconded by Mr. Stone, and was unanimously passed. The meeting was adjourned at 8:06 p.m.

Submitted by Pat Rossez, RMCC Board Administrative Assistant