

**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 9, 2021, at 6:32 p.m. via Zoom.

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

Dave Mickelson	May Bend
Victoria Bradford Styrbicki	Wendy Gorski
Mead Stone	Karen Hulstrand
Venee Russ	Paul Quie
Christina Arndt	

The following individuals were also present at the meeting: Ms. Morrison (GM), Ms. Petrick (Board Admin.)

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 immediately preceding the minutes of this meeting.

Pulled Reports

Mr. Mickelson asked Directors if there were any requests to pull Reports. Mr. Stone requested meeting Minutes and the Class C-share Dividend. Mr. Mickelson requested the B1 – Q2 Financial Condition. Reserved for the end of Meeting.

GM Report

Ms. Morrison then presented her monthly report. Ms. Morrison addressed some recent updates to the GM Report from the written report that was submitted for the February 2021 Board of Director’s meeting. First item: as of Friday 2/5/2021, the PPP loan that The River Market received was forgiven. Second item: As of Wednesday 2/3/21, Union Contract Negotiations were unofficially completed. The bargaining unit (as a whole) needs to approve– the terms of the contract. The vote will be on Thursday 2/11/21. If the contract is ratified, the process moves forward. If the terms are not agreed to, negotiations continue.

Ms. Morrison informed the Director's that The River Market currently has an open line of credit with Lake Elmo Bank. There is no balance, but the line of credit does need to be renewed. At this time, Ms. Bend acts as Signer for the Board. Per the Bank's request, there need to be 2 signers from the Board. Two names need to be voted on and approved by the Board.

Ms. Bend asked to understand the difference between the Bylaws vs. the Bank's request. Mr. Mickelson stated that per the Bylaws – the President and Secretary sign for financial agreements. In response, Ms. Morrison that she agrees with the Bylaws – as long as the President and Secretary are willing to act as Signer's on behalf of the River Market. In coordination with that, the Bank would like to see the decision voted on, approved by the Board and reflected in the meeting minutes.

Ms. Bend made a motion for the President, David Mickelson, and Secretary, Wendy Gorski, to be the signers on financial agreements on behalf of the River Market Co-op. Mr. Stone seconded that motion. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR.**

In addition to the GM Report was a request from the G&E committee about Owner Surveys. The discussion focused on better understanding the confidentiality and how to best use the results of the Owner Surveys. A discussion ensued among Directors. It was decided that Ms. Morrison will send the Survey out to all Director's so that everyone can review the document and continue the discussion at a later date.

Mr. Stone mentioned that in the past, for the Owner Surveys - the Board worked with University of Wisconsin (River Falls) and recommended the Board consider doing so moving forward.

Other Business

Board Membership

Mr. Stone announced that as of January 24, 2021 Mary Ann Litfin had resigned from her position on the Board. Mr. Mickelson welcomed Paul Quie (Alternate Director) and announced he will now be joining as a full Board Member. Mr. Quie gave a brief background his first experience at a Co-Op and described his interest in serving on the Board.

Board Retreat

Mr. Mickelson gave an update on retreat planning and gave time for discussion about the proposal and agenda. The Board had the opportunity to vote on the 1st day of the retreat which will be February 22, 2021 from 2 p.m. – 5 p.m.

A discussion followed among Directors about the details, goals and areas of focus going into the Retreat.

Committee Assignments

Mr. Mickelson introduced the current committee assignments. As a result of changes in Membership, Mr. Mickelson asked Directors for any interest in joining a committee (or serving on an additional committee). Mr. Mickelson asked for increased participation for Board Development and Policy & Rules Committees. Mr. Quie expressed interest in Board Development. Mr. Quie will join the Board Development committee in addition to serving on the G&E committee.

Growth & Engagement Committee

Karen Hulstrand
Dave Mickelson
Victoria Bradford Styrbicki
Wendy Gorski
Venee Russ
Paul Quie

Board Development

Dave Mickelson
Christina Arndt
Venee Russ
**Paul Quie* (as of 2/9/21)*

Policy & Rules

Mead Stone
Dave Mickelson
May Bend
**Venee Russ* (as of 2/9/21)*

Proposed G&E Charter Amendments

Mr. Mickelson introduced the next item of business and turned it over to Ms. Hulstrand. Ms. Hulstrand to present the proposed G&E Charter amendments and asked if there were any questions or observations. Mr. Mickelson applauded the work that the Committee has done, and how the Charter synthesizes “best practices.” Ms. Bradford Styrbicki acknowledged the work of other G&E committee members and asked for feedback from the other Directors and the GM. A discussion followed.

Ms. Hulstrand made the motion that this Charter be voted on and replace the existing G&E Charter. Ms. Bradford Styrbicki seconded that motion. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR.**

Directors responsiveness

Mr. Mickelson addressed the board about responsibility toward communication. A discussion continued about personal accountability and responsiveness moving forward.

Pulled Reports

Meeting Minutes

Mr. Stone mentioned some minor corrections to the RM BOD January 2021 Meeting Minutes. Mr. Stone asked for the type of organization that the RM is referred to as (Type A vs. Type B) be corrected, Mr. Stone asked for a correction to the verbiage of how a motion was made before a vote was taken and recorded.

Ms. Bradford Styrbicki asked for her last name to be indicated correctly (no-hyphen needed).

Mr. Mickelson asked for a motion to accept changes to the Meeting Minutes. Mr. Stone moved to accept the changes. Mr. Quie seconded that motion. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR.**

Board Monitoring Report

As a result of getting our systems in place (with a new Board) Mr. Mickelson explained that the D1 through D4 reports will be included in the next Packet.

Mr. Stone asked for any volunteers to complete that a D2 Report will need to be completed in place of Mary Ann. After a request for a volunteer, Mr. Stone stated that he will complete the D2 Report.

Class C-share Dividend

Mr. Stone proposes that the Board allow the GM (Ms. Morrison) to pay the dividends each month, and not require Board approval on those payments. A brief discussion followed, Directors asked questions and weighed in with ideas.

Mr. Quie made a motion that the Board table this discussion and revisit at a later date. Ms. Bend seconded the motion, and suggested that this is a topic that the Policy & Rules committee could take a look at.

Mr. Mickelson re-stated the motion made by Mr. Quie, to table the discussion – and asked for a formal second to the motion. Mr. Stone seconded the motion. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR.**

Mr. Mickelson introduced the next Report to be pulled was the B1. Ms. Bend credited Ms. Morrison for the Reports that she submits to the Board. Ms. Bend then asked Ms. Morrison for more insight about the plans for the Wellness and Deli divisions. Ms. Morrison provided an outline to the Directors about the purpose of restructuring Departments; and how that is related to: cost, inventory, margins and management within those Wellness and Deli Departments.

Mr. Mickelson also credited the narrative of Ms. Morrison B1 Reports, and how it helps educate the Board of their fiduciary responsibilities. Mr. Mickelson asked Ms. Morrison about some specifics in the B1 Report and offered a summary to his understanding of how the information in the B1 Report correlates with the Profit and Loss statements. Ms. Morrison confirmed that Mr. Mickelson’s understanding was correct and provided an example for the Board.

Mr. Mickelson requested that a motion to accept The B1 Report as presented. Ms. Bend made a motion to accept. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR.**

Mr. Mickelson asked for a motion to be made to accept the balance of the Consent Agenda Items. Ms. Bradford Styrbicki made a motion to accept, seconded by Mr. Stone. Mr. Mickelson asked for a vote by a show of hands, **ALL in Favor.**

Next Month’s Assignments

Mr. Mickelson then invited Ms. Petrick to list anticipated items for addition to next month’s Board meeting agenda:

Leadership Tasks & Work

- Execute Spring Workshop
- Present draft of Board Budget at March meeting to ensure approval by April 30th deadline

Board Monitoring Report

- C.4 Policy Aggregate Compliance Report Review
- D1 – D4 Reports

Study & Engagement

- Board Budget and financials

Administrative

- Monthly administrative duties

Board Tasks & Work

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

GM Activities

- Monitoring Report: B.5 Treatment of Consumers

Policy & Rules

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

Other Considerations

- Monthly NCG call

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 8:38 p.m.

Nealy C. Petrick
Board Administrator
2/09/2021

