

**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 January 11th, 2022, at 6:00 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  
Victoria Bradford Styrbicki  
Angela Hauge  
Christina Arndt  
Larry Martin  
Scott Vrchota

The following individuals were also present at the meeting: Ms. Morrison (GM), Andre Bessett (Sales & Marketing), Kaitrin Halverson. Also in attendance: owners Andre Bessett and Kaitrin Halverson.

Mr. Mickelson welcomed owners M. Bessett & Ms. Halverson. Mr. Mickelson asked if they had any questions or comments. (Due to some technical issues) no questions or comments were raised at this time. Mr. Mickelson then 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.

Mr. Mickelson then introduced the point of order as C5 (Directors Code of Conduct) was not included in the consent agenda and will move to next month and we will have a follow-up discussion late. The C5 and C6 report will be included next month. Mr. Mickelson then called attention to the consent agenda and asked if there would be any pulled reports. Ms. Morrison requested to pull the meeting minutes from December. Mr. Stone asked to pull B7 Ms. Bradford Styrbicki asked that there be a reason given when requests for pulled reports are made. Mr. Mickelson commented that the proper time is for the Director to explain the reason for the pulled report during the introduction. (When the report is pulled.) And he reiterated the proper way for Directors to introduce and state the reasons for pulled reports. Mr. Mickelson stated that he wanted to pull C4 and B8.

Mr. Mickelson then explained that there would be a guest speaker (Tracy Maki from Valley Outreach.) Her expected arrival was 6:30 p.m. and the meeting would proceed to the business portion until that time.

## **Business**

### **BOD/GM Open Discussion**

Mr. Mickelson invited Ms. Morrison to walk the group through the GM/Open discussion. Ms. Morrison began the GM/open discussion by saying that there was nothing more to add to the GM report that was received by Directors but wanted to point out a couple of things that were learned after the report was submitted. First item, NCG has an annual competition – the RM submitted their results from Thanksgiving week. The RM sold the most turkeys for any medium sized co-op in the NCG system (at 476 turkeys). Ms. Morrison then explained how co-ops are grouped (based on size and sales: small, medium, large and extra large). She mentioned that they out-sold larger co-op in the metro area. NCG also has a contest for sales the day before Thanksgiving, the RM was 2<sup>nd</sup> for sales growth for the NCG system for sales on the Wednesday before Thanksgiving – with a growth of 21% over previous years. This is large part due to reducing “out of stocks” when possible. Ms. Morrison stated this was very encouraging and recognized the staff for their operational performance. Ms. Morrison briefly highlighted other items including the CCMA conference which will be held in South Dakota in June. Ms. Morrison mentioned that she would not be attending due scheduled time off.

(Mr. Mickelson explained that the CCMA conference is budgeted for a certain number of attendees and explained that the goal is for the newest Directors to benefit from this opportunity. Based on availability it will be offered to other directors accordingly. The conversation will be revisited at a later date.)

Ms. Morrison finished the GM/Open discussion by talking with the group about the status of Backpack and Basecamp. She requested feedback the time frame to keep Backpack during the transition. A discussion followed. Ms. Morrison concluded her discussion with a few updates on staffing.

Ms. Morrison opened the floor to questions and comments. Mr. Stone commented on the SBA loan and highlights from December sales. Mr. Mickelson asked about the status of Shop Hero and the new website. A brief discussion ensued. Mr. Mickelson asked for any additional questions or comments. None were raised. He then introduced the next business item.

### **Valley Outreach presentation (Tracy Maki)**

Mr. Stone introduced Tracy Maki with Valley Outreach. He explained that it is part of the G&E committee to learn more about food related issues in the community and reached out to Maki for a learning opportunity.

Ms. Maki introduced herself and went through a slide presentation that illustrated the types of work that the organization provides for the community.

Summary:

Valley Outreach is the only nonprofit in the St. Croix Valley/ Stillwater, MN area that provides people with a wide range of support whether they need food, clothing, or help to navigate resources during challenging times. Programs include our food shelf, clothing program and client support services. Valley Outreach helps people move their lives forward through basic needs services and personalized support.

Following the presentation Directors were given the chance to ask questions. After some questions and answers, Mr. Mickelson asked Ms. Maki if there were any questions that she had for the board. Ms. Maki spoke to her gratitude for the co-op and a discussion continued.

Mr. Mickelson thanked Ms. Maki for her time and introduced the next business item.

### **Board Compensation**

Mr. Mickelson had Mr. Stone introduce and lead the group through Board compensation. Mr. Stone gave some background: Sarah Budenske (Auditor) recommended "That the RM compensate the board in a manner that allows RM to issue a 1099 form. The form would not be issued unless over \$600.00 was earned in a year (versus discounts that are not reported and concerns about how the IRS views discounts). Mr. Stone explained that most co-ops as they grow larger develop some plan of compensation. The RM does not track discounts on an individual basis. Mr. Stone gave an example of how the discounts are currently and stated that a compensation package could be more equitable. Mr. Stone explained that the stipend would be in the form of a gift card for RM and explained the baseline/examples of his research presented in the packet in greater detail. (Mr. Stone explained this is open for discussion). Directors were given the opportunity to ask questions and share feedback. Ms. Bradford Styrbicki questioned the compensation being in the form of a gift card. A discussion followed about how the discount structure currently works and suggestions equitable discounts/compensation moving forward. Mr. Stone asked the group to think about the type and how compensation a board member should receive, and this item will be discussed after further consideration. Mr. Mickelson excused the Directors for a break.

**7:25 p.m. Break**

**7:30 p.m. Resume**

## **Board Communication - What and How**

Mr. Mickelson resumed the meeting by introduced Ms. Hulstrand to lead Directors through the next business item. Ms. Hulstrand explained that the goal is to enhance communication as a board. Ms. Hulstrand gathered her information from Columinate and other available sources.

### **Highlights:**

- *Telling our story (What are the 2 -3 themes/stories the board wants to tell over the next year)*
- *Keys to telling better stories (start with Why/experience from customers/Visuals and videos/creating action and opportunity/highlighting struggles & owners)*
- *How to increase communication from the owners to the board*
- *Current opportunities 6x per year (Newsletters)*
- *Survey*
- *Potential Columns*
- *Board blog on new website (other contributors)*
- *Increase Email communication (board recruitment)*
- *Relocate Board Bulletin to other entrance (and type of content to promote)*
- *Social Media*

Ms. Hulstrand explained that the items for discussion for the meeting: telling our story, commitment to write (equally). Ms. Bradford Styrbicki spoke to ideas and function for the board blog on the RM website (ex: local regional food economy/other topics not discussed in RM newsletter/integrate Diversity, Equity and Inclusion/Strategic Planning/RM role in climate change, etc.) A document with this information was made available to Directors. Directors continued a discussion about the items mentioned above.

Ms. Hulstrand narrowed the discussion to a mast head for the board newsletter, the board blog and commitment to writing from Director and an overall communication plans. A further discussion ensued.

Mr. Mickelson called the groups attention to the time and asked Directors what next step should be taken on this topic. Ms. Bradford Styrbicki suggested that a motion be made to discuss this at the next meeting. Motion accepted. Mr. Mickelson went on to the next item on the agenda.

## **Steward Committee Charter**

Mr. Mickelson invited members of the committee to present the charter. Mr. Vrchota and Ms. Morrison updated the group on the steps have been taken to date. Ms. Morrison stated that what needed to be done was approval of the charter and that the committee has a proposal for moving forward to the next phase. Mr. Mickelson clarified that Ms. Morrison is suggesting that a motion be made to approve the charter or if they felt it required more discussion. Ms. Morrison said that is what is up for discussion. Directors were given the opportunity to make comments and offer feedback. A discussion followed.

Mr. Stone made a motion to accept the Steward Committee charter as presented. Mr. Vrchota seconded the motion. Mr. Mickelson requested a vote by a show of hands. **ALL in FAVOR.** Motion passes. Mr. Mickelson moved the meeting to the next item.

### **D.1 Board Mgmt. Relationship**

Mr. Stone started the discussion by stating that the D.1 report was in-compliance. He then took the group through the results. One area that Mr. Stone pointed out was attendance. The discussion was opened to Directors to for feedback and a brief discussion followed.

Feedback and suggestions were offered about attendance requirements and how to potentially establish a system for tracking Director attendance. Mr. Mickelson confirmed that Mr. Stone was suggesting keeping the current attendance policy in place and developing a tracking system to record attendance/absences to raise awareness. A discussion ensued.

It was agreed by the board that there would be a table of attendance available on Basecamp that is updated monthly. Mr. Mickelson then suggested that the P&R committee do an analysis of non-responsiveness by Directors. Mr. Stone agreed. A brief conversation continued about standardization of reports and time commitments before Mr. Mickelson moved the meeting to the next business item.

### **Spring Workshop**

Mr. Mickelson introduced the Spring Workshop planning by asking the group when to hold the event by suggesting some Saturdays in March and the first week of April. After some discussion it was decided that the date will be determined after Directors were able to look at their upcoming schedules. Directors were given 10 days to determine availability for the RMCC Spring Workshop.

### **Pulled Reports**

December Meeting Minutes

Ms. Morrison pulled the meeting minutes to correct some minor typos. (to be corrected: Representative versus Rep.) Mr. Stone made a motion to accept. Motion was seconded by Mr. Vrchota. Mr. Mickelson asked for a vote to accept the December meeting minutes per the correction mentioned. **ALL in FAVOR.**

#### C4

Mr. Mickelson asked to pull the C4 because it is not in compliance and wants to establish a plan on how to achieve compliance and how to record reports that are non-complaint. A brief discussion followed.

Mr. Mickelson made the motion that the board not accept the report. Ms. Hulstrand seconded the motion. Mr. Mickelson stated this would be reviewed by the Policy and Rules committee. Mr. Mickelson asked for a vote. **ALL in FAVOR.**

#### B7

Mr. Stone pulled the B7 to address responses received for the report, some of which were covered during the meeting. Mr. Mickelson stated that the board is not in compliance and therefore should not accept the report. A conversation continued between Directors. Ms. Morrison suggested that she resend the survey to gather more input and resubmit to the group. It can be noted that the report was not accepted and why. Mr. Mickelson made the motion to not accept the B7 report. Ms. Bradford Styrbicki seconded the motion. Mr. Mickelson asked for a vote. **ALL in FAVOR.**

#### B8

Mr. Mickelson pulled the report it appeared there was no plan or timeline for resolution in for the section of non-compliance. Mr. Mickelson asked that the report not be accepted until that information is included. Ms. Morrison explained that the section not in compliance directly relates to the board administrative duties and pointed out some areas of question (job scope/description) that are to be defined. A brief discussion ensued.

Ms. Hulstrand suggested that the report be sent back to Policy and Rules to revise the wording. Mr. Mickelson seconded the suggestion and asked for a vote. **ALL in FAVOR.** Motion passes.

Mr. Mickelson asked for a motion to accept the balance of the consent agenda items. Mr. Stone made a motion to accept the balance of the consent agenda item. Ms. Hauge seconded the motion. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR.**

Mr. Mickelson then moved the meeting to the Meeting Evaluation.

## **Meeting Evaluation (Plus/Delta)**

### ***Plus:***

- Ms. Hulstrand appreciated guest speaker Tracy Maki
- MS. Hauge said there was some good discussion

### ***Delta:***

- Ms. Hulstrand suggested what items can be discussed off-line versus in meetings
- Mr. Stone suggested more preparation in advance to be more time efficient