

**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 March 9, 2021, at 6:42 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.) and Dana Jackson (Owner).

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 preceding the minutes of this meeting.

Mr. Mickelson mentioned that one item on the agenda (Board Budget) would be moved to next month's meeting (April 2021.)

Pulled Reports

Mr. Mickelson asked Directors if there were any requests to pull Reports. Mr. Stone requested to **b.** briefly discuss the budget during the tonight's meeting. Ms. Hulstrand asked to pull the: D2, D5, and the G&E report. Ms. Morrison asked to pull D3 and D4. Mickelson requested the D1 report. Mr. Mickelson asked for any other calls for pulled reports. No requests were made. Pulled Reports reserved for the end of the meeting. Mr. Mickelson moved on to regular business.

GM Report/Open Discussion

Ms. Morrison then presented her monthly report. First item: Ms. Morrison wanted to point out a couple of high points. February marks a turning point in last year, Ms. Morrison is pleased to see that The River Market continues to show solid sales growth. Also, Ms. Morrison stated that the budget reflected a decrease in sales for the last week, as a result of events that happened early last March (2020).

Second item: Ms. Morrison noted that there was a gentleman, Joe Roleau, from the Board of the Hudson Grocery Cooperative that was wondering if there was an opportunity to connect with RM Board members as he navigates his new position. Mr. Mickelson welcomed the idea and suggested he could connect with both novice and experienced members.

Last items: Ms. Morrison asked Directors for input/direction on a Survey that had been distributed, following the previous Board Meeting. Ms. Morrison also mentioned and asked about who is responsible for maintaining the "Board's Board" displayed in the store (operations vs. board) A discussion followed, Mr. Mickelson stated the conversation could be taken off line and discussed amongst Director's and the G&E committee.

Update to GM Report submitted for the meeting. Ms. Morrison finished the GM discussion with a note on the status of the new grocery carts, expected by the end of March.

A discussion followed between Mr. Mickelson and Ms. Morrison in regard to some items (relationship between costs/margins) mentioned at the February meeting. In addition, Mr. Mickelson asked about the status/progress of the website. Directors weighed in with some thoughts and questions about authority, timeline and input for the website. Ms. Morrison offered the information available, a discussion followed about how to establish communication and coordination for the website, and it was decided that more information will be coming forward and these items will be addressed amongst Directors, the G&E Committee and the GM.

Mr. Mickelson asked if there were any other requests for GM/Open discussion topics. No requests were made. Mr. Mickelson moved on to the next item of business.

Other Business

Mr. Mickelson addressed a discussion that had been tabled during the February meeting. The item, should the Board allow the GM to pay out dividends each month without Board action. Mr. Mickelson asked Mr. Stone or Ms. Morrison to reiterate the proposal. Mr. Stone explained that the proposal made was for the GM to have the ability to pay out dividends on a regular basis, just like other bills expenses. Mr. Stone recognizes concerns raised during the discussion. Mr. Stone suggested that during Ms. Morrison's leadership that the dividend information could be included in a Financial Report that the GM currently submits to the Board quarterly, and that that would suffice vs. approving this item each month.

Mr. Mickelson asked if there was any further discussion on this topic. A discussion followed amongst Directors about the purpose, process and policies related to this item. Mr. Mickelson opened the floor for other questions and asked for confirmation as to whether a motion was needed for this. Mr. Stone recommended and moved to make a motion that the

GM report on C-share Dividend payments in the B1 report on a quarterly basis. Ms. Bend seconded the motion. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR.**

Board Retreat

Mr. Mickelson moved on the next item in the Business agenda. The topic focused on scheduling the Board Retreat (dates/times.) A discussion followed, it was decided that the second part of the Retreat will be held on Monday, March 22, 2021 from 2:00 p.m. – 5:00 p.m.

Mr. Mickelson stated that all business items had been addressed, the meeting proceeded to Pulled Reports.

Pulled Reports

D1 Report

Mr. Mickelson stated that he pulled this report as a learning opportunity through discussion about the D1 policy and validate the understanding of how some of the Non-compliance incidents have occurred, and what is being done to address this topic.

D2 Report

Ms. Hulstrand explained that she pulled the D2 Report for clarification. Ms. Hulstrand offered some specific examples/questions related to the report. Other Directors and the GM contributed to a broader discussion.

Mr. Mickelson asked if the discussion on the D2 report was satisfied. No further discussion was requested. Mr. Mickelson moved on the next Pulled report.

D3 Report

Ms. Morrison wanted to clarify an item on the D2 report related to vendors and how payments are disbursed. Mr. Stone made a comment to how thorough and well done the D3 and D4 reports were.

D4 Report

Mr. Mickelson pulled the D4 report for possible discussion items. Ms. Morrison mentioned a signature needed on the report. Mr. Stone also commented a spelling error. Mr. Mickelson also spoke to some specifics to how information is reflected on this report.

B5 Report

Ms. Hulstrand asked about the current comment system at this time. Ms. Morrison explained how these comments are processed and addressed.

Draft Board Budget

Mr. Stone just wanted to run some numbers by the Board related to expenses. Ms. Bend weighed in with her experience as to why certain parameters were created. A discussion among Directors followed about certain expense items and the package of services through Columinate.

Mr. Stone stated that more of the Board Budget will be discussed at the April meeting. Mr. Mickelson moved introduced the next Pulled report.

G&E Report

Ms. Hulstrand asked the Board for input on suggestions that have been introduced about how to increase engagement/participation of Owners in the Monthly RM Board meetings. Directors offered some ideas/feedback of how to create a mechanism to facilitate communication between the Board and Owners.

Following the discussion, Mr. Mickelson asked for a motion to be made to accept the balance of the Consent Agenda Items. Ms. Hulstrand made a motion to accept the items. Mr. Stone seconded that motion. 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 D1 through B5 Report. Mr. Stone made a motion to accept the D1 through B5 report. Mr. Mickelson seconded that motion and 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:

Board Monitoring Report

- C.5 Policy Aggregate Compliance report review

Study & Engagement

Administrative

- Monthly administrative duties

Board Tasks & Work

- Board Budget approval if not done yet 4/30 deadline

GM Activities

- Organize & Plan for RMCC Annual Meeting
- Establish a date & time for the meeting, entertainment, guest speaker, vendors, meeting location and refreshments

Monitoring Reports

- B.6 Staff Treatment, B.9 GM Succession Plan

G&E Committee

- Submit Growth & Engagement new membership recruitment plan to board

Board Development

- Submit board candidate recruitment plan

Other Considerations

- Monthly NCG call (Paula G.)

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
3/09/2021