

**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 8th, 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
Christina Arndt
Larry Martin
Scott Vrchota

The following individuals were also present at the meeting: Ms. Morrison (GM), Andre Bessette (Ownership & Marketing), Ms. Petrick (Board Admin.) owner Dana Jackson. Directors not in attendance (per prior notice): Angela Hauge.

Mr. Mickelson welcomed owners Mr. Bessette & Ms. Jackson and asked if either had any questions or comments. No questions were raised. Ms. Jackson mentioned that she had no comment other than she hadn't sat in on a meeting in a long time and wanted to catch up, just an observer.

Mr. Mickelson said there were no points of order to address and attention to the Consent Agenda. Mr. Mickelson asked if there were any requests for pulled reports. No requests were made. The meeting moved to Business (GM/open discussion).

*Mr. Mickelson asked for a motion to be made to accept the balance of the Consent Agenda items. Ms. Arndt moved to accept the balance of the Consent Agenda. The motion was seconded by Mr. Stone. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR**. The meeting proceeded to the business portion.

Business

BOD/GM Open Discussion

Ms. Morrison began by stating that she didn't have much to add to the report that was submitted prior to the meeting and said that quarter three is generally a "sleepy quarter" (following Christmas, spring break, vacations). Ms. Morrison updated the board on a couple of items: Last week the RM started the "Leadership & Accountability" training. All managers were able to participate. The training aligns with RM focus on organizing processes and equipping individuals with tools needed to move the organization forward and training in of new staff. Ms. Morrison then reviewed the confirmation of a new Board Administrative Assistant and highlighted her professional experience, qualifications and start date.

Ms. Morrison then described a coupon program by NCG that occurred during the month of March and mentioned there would be a similar program launched in May and briefly described details of the program and NCG's contribution (promoting, target area) and how RM would be reimbursed. The program is part of NCG's fulfillment of their ENDS statement: that NCG is successful if their co-ops are successful. Ms. Morrison noted that she would keep Directors updated as the program develops.

Ms. Morrison opened the floor to questions and comments. Mr. Mickelson asked more about the job description of the Board Admin. related to the B8 policy and other considerations. A brief discussion ensued.

Ms. Husltrand asked about Earth Day at the RM. Ms. Morrison explained that plans for Earth Day will be addressed at the upcoming meeting for the operations Team – to be included in next month's update. Mr. Vrchota commented on new board admin experience/potential of expanding role. Mr. Mickelson made a note about the soft launch, overview, potential trial run for Directors of ShopHero. A A brief discussion ensued.

Mr. Mickelson asked for any other questions before moving on to the next item of discussion. No questions raised.

Board Budget (draft) approval

Mr. Mickelson introduced Mr. Stone to walk the group through board budget draft approval. Mr. Stone presented Directors with the document/slide (also link available on Basecamp.) Mr. Stone noted some items to be discussed/adjusted (ex: gift cards, compensation, Administrative Assistant, board meals, miscellaneous expenses.) Mr. Stone opened the floor for questions and comments. A discussion ensued among Directors. Mr. Stone asked for any additional comments. Mr. Vrchota asked about the comparison to last year's budget. Following some additional comments, Mr. Stone mentioned that this year was a decrease compared to last.

Mr. Stone made a motion to approval the board budget as submitted. Ms. Arndt made a second to the motion. Mr. Mickelson asked for a vote by a show of hands. ALL on FAVOR. Motion carries.

Strategic Planning (updates)

Mr. Mickelson had Mr. Stone introduced Strategic Planning (Ms. Morrison, Mr. Vrcota, Ms. Husltrand) to give an update to Directors. Mr. Vrchota gave updates following their meeting committee last week, meeting with Todd W. (Columinate). A rough draft version/document was presented to the board a the discussion focused on survey/spring retreat:

- Board Survey (vision, infrastructure)
- Outcomes:
- Define stakeholders
- How engagement happens, incorporate learning
- Produce & facilitate time management
- Measurable execution

Key Dates

- March 8: get board agreement on messaging
- March 15: Board survey to create “dream buckets”
- March 25: Steward Committee go through 2021 shopper survey for feedback already received
- April 12: survey research collated & presented at April meeting
- April 15 – 30: G& E Committee (Tree of Dreams)
- April 15: Ongoing through process: comment cards/tree of dreams
- May 7: Benchmark #1 Spring Retreat
- October: Benchmark #2 Spring Retreat

Mr. Morrison added that once accomplished a final version of messaging will be understood. The floor was opened to questions and comments. Mr. Mickelson asked about the upcoming Spring Retreat. Ms. Morrison explained that this is used as a benchmark and no agenda was discussed at this time and how Todd will help formulate the agenda. A brief discussion ensued about details/ideas about the survey and retreat. Mr. Mickelson asked if there was any support needed from the board. Ms. Morrison highlighted the need to focus/decide on messaging (smaller thinking versus larger thinking.) Additional feedback/comments/clarification were shared, the board collectively agreed on an approach to long-term (larger) thinking/messaging. Mr. Mickelson excused the group for a break. Additional documents will be posted to basecamp for board review.

7:00 p.m. Break

7:05 p.m. Resume

C & D Compliance Report (review schedule of assignments & process overview)

Mr. Mickelson stated the next item was a quick check-in on compliance reports (C1-8 & D1-4). He shared a document with Directors and reviewed the schedule of assignments and due dates. Mr. Mickelson discussed the reports in progress that will be done before April. He also congratulated Directors for contribution to the process of completion. Mr. Mickelson led the group through an overview of the purpose of board monitoring reports: to ensure the board is doing what they say they are doing per policy. Mr. Mickelson briefly covered feedback that has been received to date and reviewed the new process (versus old& improvements on style, method, format, delivery). It was also discussed how the new process will be conducted via basecamp (link to structured forms for every reports and how the results are compiled.) Mr. Mickelson opened the floor to questions and comments. A brief discussion followed.

Owner qualifications for Board candidates

Mr. Mickelson shared a document/presentation that covered:

- Developing policy that articulates board values, board development, desired qualities
- Possible future updates to policy C1 (Governing Code) & C5 (Code of Conduct)
- 3 methods employed by co-ops: Screening (unqualified candidates) /endorsing (qualified candidates)/nominating slate of candidates

Mr. Mickelson asked for input from Directors. Ms. Hulstrand asked about qualification. A discussion among Directors ensued (in support of methods mentioned) specifically screening candidates. Mr. Mickelson stated that qualifications would be addressed in the next discussion points:

Possible criteria to consider board candidates

- Attend 1 or more board meetings
- Attend information or orientation session
- Participate in an interview
- Verification of information packet read and ability to articulate from 1 or more section
- References
- Job “test”
- Duration as an owner
- Personal qualifications
- Academic accomplishments
- Skills, knowledge (technical)
- “Fit-to-gap” of current board
- Incumbents within scope (?)

Mr. Mickelson then asked for discussion and observation about the possible criteria for board candidates. Ms. Morrison offered her experience as a board candidate. A brief discussion followed.

Pulled Reports

Mr. Mickelson stated that there were no pulled reports and concluded the meeting by asking Directors to submit the Plus/Delta on basecamp and it will be included in next month's meeting. Link will be posted in basecamp for Directors to access.

Director Questions & Assignments

Board Monitoring Report

- C.5 Policy Aggregate Compliance report review

Board Tasks and Work

- Board Budget approval if not done yet 4/30 deadline. C 6 Report.

GM Monitoring Report

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

Executive Committee

- Strategic Plan Phase IV (continued - Define Plan)

Board Development

- Submit board candidate recruitment plan

Currents Article

- April 25th for May/June