

**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 May 11, 2021, at 6:32 p.m. via Zoom.

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

Dave Mickelson	Karen Hulstrand
Victoria Bradford Styrbicki	Paul Quie
Mead Stone	
Venee Russ	
Christina Arndt	

The following individuals were also present at the meeting: Ms. Morrison (GM), Mr. Bessett (Sales & Marketing), 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 started the meeting with a welcome to Owner, Dana Jackson, and asked if she had any comments, concerns or observations she would like to share.

Ms. Jackson stated that she is encouraged to see that the Board is actively recruiting Directors. She is pleased with the current Board and the work they are doing, and reiterated that she is pleased to see the outreach by the Board to recruit Directors.

Mr. Mickelson thanked Ms. Jackson for her comments and announced that there was another development with the status of Directors. Prior to the meeting, Mr. Mickelson received a resignation from Director May Bend. He continued on Ms. Jackson's comments, and stated that all of the Directors can help in the recruitment, and are encouraged to do so.

Mr. Mickelson moved the meeting to the Consent Agenda and asked if there were requests for Pulled Reports. Mr. Mickelson started by saying he would like to pull the April Meeting Minutes, the B.3 Asset Protection and the G&E Report. Mr. Stone asked to pull the B.1 Report. Mr. Mickelson asked if there were any other reports to be pulled, no requests were made.

GM/Open Discussion

Mr. Mickelson moved the meeting to the next item to the Open Discussion with the Ms. Morrison, GM. Ms. Morrison stated that she was going to highlight some talking points from the GM Report that was submitted to the Board prior to the meeting. First item: Ms. Morrison asked that anyone who is interested in the CCMA, should let her know. In order to get the "early-bird special" the Board needs to be registered by the 15th. Next item: In the last week, the RM received a Patronage Owner Dividend from NCG for \$7,756.72, so they are following through with their ENDS statement and in a position to offer patronage. The next item that Ms. Morrison wanted to acknowledge was the learnings from the Spring DR Meeting.

During the Spring meeting, there was a lot of focus on diversity, equity and inclusion. Ms. Morrison referenced a subject that offers some background about the land that the RM occupies. Ms. Morrison wanted to take a moment to acknowledge that the River Market sits on lands stolen from Dakota and Chippewa tribes.

The next item that Ms. Morrison presented was a follow-up to a point made at a previous meeting about the Co-op having a part in a Community Solar Garden, which was introduced by the previous GM. Based on that inquiry, Ms. Morrison stated that there was no evidence of this, until she received an invoice from Nordic Solar – which indicates that the RM is in fact enrolled in a community solar project.

Ms. Morrison will have more information following the RM BOD meeting when she talks with the Project Manager. At this time, Ms. Morrison explained that the way it works is that RM pays Nordic Solar for the production of the garden, based on the percentage of buy-in and XCEL Energy gives the RM a credit on the Energy bill for the same amount. It works as a pass-through, and allows XCEL to expand their Solar portfolio without the cost, and helps them gage the community interest in solar energy.

Ms. Morrison explained that the RM garden is named Coral Bells, and more information will be included in the next GM Report.

Ms. Hulstrand and Mr. Mickelson thanked Ms. Morrison for the information. Mr. Mickelson then mentioned that work that Ms. Morrison is doing to transition from Backpack to Basecamp. Mr. Mickelson added that the Board needs to formally direct her to do so. Mr. Mickelson asked that Ms. Morrison give a summary to the Board.

Ms. Morrison explained she doesn't have the full picture because of different considerations such as; determining what items need to be transferred, and the work it will require to migrate the files. Ms. Morrison stated that she will send out an email with more information about the financial commitment and how much time and work will be required.

A discussion followed between Mr. Mickelson, Ms. Morrison, and Mr. Stone as to whether a formal motion was needed versus a verbal approval from the Board. It was decided that a motion should be made. Mr. Stone made the motion to direct Ms. Morrison from Backpack to Basecamp. Ms. Bradford Styrbicki seconded the motion. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR.** Motion passes.

Before moving to the next item of business, Mr. Mickelson took a moment to remember Kathleen Vadnais. Kathleen was a community member and served as the RM Board President.

She had a life of remarkable accomplishments and wanted to extend our sympathies to the family. and wanted to extend our sympathies to the family and thank her for her service.

Electing a new Board Secretary

Following that mention, Mr. Mickelson proceeded with the next item of business: electing a Board Secretary. Mr. Mickelson presented to description for Board Secretary and gave a brief summary of the position. Mr. Mickelson opened the floor for nominations for Board Secretary for this term. Mr. Mickelson nominated Mr. Stone if would be willing to take the nomination. Mr. Stone responded that he would accept the nominations, but would like to hear other suggestions. Mr. Mickelson asked if there were any other nominations. Ms. Russ said she would be willing if she received help from Mr. Stone. Mr. Mickelson noted there were 2 nominations, and asked if there were any others. Hearing none, Mr. Mickelson asked for all those in favor for nomination for Mr. Stone by a show of hands. No hands raised. Mr. Mickelson asked for a vote for Ms. Russ. By a show of hands , **Ms. Russ was elected as Board Secretary.**

Board Packet

Mr. Mickelson introduced the next item of business, which is reviewing a potential new deadline for the Board Packet. Mr. Mickelson went into the background of the Board Packet (current due date & general best practice.) After input and discussion from Ms. Morrison and Directors, it was determined that because of the availability of financial documents that the Board will stay with the current deadline: the Board Packet will be available the Friday before the monthly RM Board meeting.

Mr. Mickelson presented the item 3 different ways for consideration:

- 1.) The Board makes no changes to the RM BOD Meeting Packet, continues with the status quo.
- 2.) The Packet is submitted early without the financial information
- 3.) Proceed with receiving the Packet and week early, and Ms. Morrison would be committed to presenting the financial information the following month.

Directors weighed in about questions, comments and concerns. Following the discussion it was determined that because of the availability to forms and financial documents that the Board will stay with the current deadline. After the discussion, Mr. Mickelson introduced the next item of business: Re-Design of the BOD page for new RM new website.

Re-Design of the BOD page for new Website

Ms. Bradford Styrbicki shared a presentation of the re-design and highlighted areas of content in addition to the basic framework (organization) that has been laid out. Ms. Bradford Styrbicki then addresses certain areas that needed more attention/contribution/adjustment from Directors (Bios). It was emphasized that the information was needed in a week to in order to submit the materials to Operations by deadline. The goal is to have a functional, dynamic and informative site.

Annual Work Plan

Mr. Mickelson gave the Board background on the Annual Work plan: the design, layout, and purpose it serves for Directors. Mr. Mickelson explained that this item is a significant task ahead of the Board – by the end of June there should be a strong draft in place for the annual work plan for the next year. Based on conversations with the RM consultant, the biggest observation is that the Annual Work Plan doesn't seem to be high in awareness for Directors.

Mr. Mickelson expressed that the Work Plan should serve as a guide, considered as a living document and updated as needed and should reflect the Board's current priorities. An item on the Work Plan should never be ignored. We have an opportunity with the fiscal year as a lens – transferring the work that needs to be done into the work plan.

Committee Chairs persons Ms. Hulstrand, Mr. Mickelson and Mr. Stone are responsible for integrating input from Directors on their respective Committees and ensuring those items are proposed in draft form on the Work Plan. Mr. Mickelson used Ms. Hulstrand as an example with the G&E Committee. Mr. Mickelson explained that following this meeting, Directors will receive a version of the current Work Plan that will be easier to consume, also included is a template from Columinate and template from another co-op, as examples. For individual Directors, if you are on a Committee, the responsibility to the Owners – to ensure that important work is reflected. That is on the Committee level. This does not include "required" materials/documents such as the Compliance Reports. Our off-line/committee work in the next 2 months – we need to ensure that in the next fiscal year that we have a relevant Work Plan.

Mr. Mickelson opened the floor to questions or comments. No questions or concerns were raised. Mr. Mickelson introduced the next item of business: Redesign of the BOD page for the new website. Mr. Mickelson handed the floor to Ms. Bradford Styrbicki. Directors took a few minutes for comments, questions and answers.

Mr. Mickelson asked for any further comments. None were raised and the meeting moved forward to the next item: next steps on Strategic Planning.

Update: Next Steps on Strategic Planning

There was a request to discuss the next steps of Strategic Planning. This will be a Board decision, using Board processes. Mr. Mickelson stated that the task ahead of us in the next 2 months is to map the major milestones of strategic planning into our Annual Work Plan so that we are committed to, held accountable to - and for individuals responsible for different segments of those milestones to understand what it takes to meet that date.

To the request that was made to address this topic, Mr. Mickelson summarized that the path forward with Strategic Planning will be a Board decision, using Board processes and we will have to agree as a Board (after we see that plan) that it meets our expectations as a Board. Formally the work of Strategic Planning is under the Executive Board, but other voices/contributions are welcome.

Mr. Mickelson opened the floor to any additional comments or concerns. Ms. Hulstrand asked about opening up this process to interested owners and see if there is interest in working with the Board on this. It could help with experience, recruitment, etc. Ms. Hulstrand also suggested having another meeting to talk more about contributing to strategic planning. A discussion followed among Directors that raised questions and comments about the process and timeframe. Ultimately it was decided to table this topic.

Mr. Mickelson continued the meeting to the next item of business: update on Director candidate recruitment.

Update: Director Candidate Recruitment

Mr. Mickelson addressed the shortage of Directors and wanted to express the ongoing opportunities that Directors have to talk with people. In addition, the Board was able to submit materials to Ola for the educational component for Board recruitment. The class is tentatively scheduled for the end of June (6/28/21). Mr. Mickelson emphasized that the sense of urgency has increased. Directors added some comments and feedback.

Mr. Mickelson stated that there is more time set aside to address this topic and carried the conversation to the next item: Mr. Mickelson noted that all business items had been addressed, the meeting proceeded to Pulled Reports.

Pulled Reports

April Meeting Minutes

Mr. Mickelson asked for confirmation that we are unable to modify the Meeting Minutes in an efficient manner this evening – we need to review. We need to note that we can not accept the meeting minutes. They will be corrected and submitted in the near future & that Directors will have an updated version of these minutes.

Ms. Morrison suggested that they plan for the April Meeting Minutes be included for the RM BOD Packet for next month's meeting (May 2021.) Mr. Mickelson agreed. Mr. Quie made a motion that the Minutes be moved to the next Board Meeting. Ms. Bradford Styrbicki seconded the motion. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR.**

Mr. Stone asked about how Closed Sessions should be reflected in the Meeting Minutes (whether there should be a 'topic' indicated next to Closed Sessions.) There was talk of past practices, and Ms. Morrison stated she would look back on how they have been recorded in previous Minutes.

B.1 Report

Mr. Stone wanted to take a moment to compliment Ms. Morrison on another excellent report. The one item he wanted to ask about the days of cash-on-hand calculations. Mr. Stone pointed out some figures and timeframe, and asked about how the calculations are reported. Ms. Morrison explained her appreciation to Mr. Stone for addressing this item and gave an explanation to the Directors as to how and why the calculations were reported.

Mr. Mickelson asked Directors if there was anymore to discuss on the B.1 Reports. No comments were made. Mr. Mickelson asked for a motion to accept the B.1 Report as presented. Mr. Stone made a motion to accept the B.1 Report as presented. Ms. Bradford

Styrbicki seconded the motion. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR.**

B.3 Asset Protection

Mr. Mickelson pulled the B.3 Asset Protection Report to share with the Board a discussion that Mr. Mickelson and Ms. Morrison had, and the resulting follow-up.

There is a sub-item in this report regarding reputation of the Co-op. It was Ms. Morrison that pointed out that the definition and metrics for this sub-item appear to be outdated, and the metrics might not be measuring what we are supposed to be monitoring. Mr. Mickelson explained that he did some follow-up with Columinate and our Consultants at NCG. Through that discussion, they positioned that this was a good opportunity for Ms. Morrison to reformat those definitions and format. Mr. Mickelson concluded by saying that this was within the GM/Operational scope, and that they can work on that and report back to the Board.

Ms. Morrison was able to weigh in on this, and gave an example (Customer Count) as to how this metric is used, but doesn't necessarily reflect the sub-item being discussed. Ms. Morrison also noted that she will be meeting with the Consultant at NCG, and they will be reviewing this item. When she has a better idea on how to move forward, she will report back to the Board.

A few Directors made some brief comments, and Mr. Mickelson made the motion to accept the B.3 Asset Protection report as presented. Mr. Stone seconded the motion. Mr. Mickelson requested a vote by a show of hands. **ALL in FAVOR.**

G&E Report

Mr. Mickelson introduced the next Report to be pulled, the G&E Report. Mr. Mickelson mentioned this item is a review of a topic that has already been discussed – a date for the Board Recruitment Class available at the end of June. Mr. Mickelson explained that because the purpose of this class is from the Board, that it falls under the practices “public statements from the Board.” There has been a significant effort by everyone to brainstorm ideas that will contribute to that class. Directors will see the final version of that, but in order to deliver this by the end of June, Mr. Mickelson expressed that the Board be aware the approval process will have to be efficient, and emphasized that because this Class is a public statement from the Board, the importance of Board Whole-ism.

Mr. Mickelson invited Ms. Husstrand to pull the G&E Report. Ms. Husstrand just wanted to bring up a discussion about product policy and how to engage owners, and asked Directors for thoughts on how to go about engaging Owners in the process of product policy.

Mr. Stone suggested that the Newsletter would be a good opportunity for this. Ms. Bradford Styrbicki also mentioned that there was a need for help with the next Newsletter and asked if there was a Director that wanted to take on this topic and include it in the Newsletter.

A discussion followed, and it was agreed that GM and the Board would work together to coordinate the details of how to include this information in a Newsletter – and more conversations would be had.

Mr. Mickelson stated that was all he wanted to address with this Report, and asked if there were any additional comments. Mr. Mickelson made a motion to accept the G&E Report as submitted. The motion was seconded and accepted by a show of hands.

Mr. Mickelson then requested a motion to accept the balance of the Consent Agenda items (excluding the April Meeting Minutes). Mr. Quie seconded the motion. Mr. Mickelson asked for a vote by a show of hands. **ALL in FAVOR.**

8:01 p.m.

CLOSED SESSION

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
5/11/2021