

River Market Community Co-op

Board of Directors

Minutes of Regular Meeting

December 13, 2022

Washington County Heritage Center and Zoom

Directors Present:

In-person: David Mickelson, Mead Stone, Angela Hauge, Karen Hulstrand, Luke Engel, Courtney Orawiec, and Stephen Munasinghe

Via Zoom: Larry Martin, Scott Vrchota, and Christina Arndt

Directors Absent:

None.

The Directors present constituted a quorum.

Others Present:

In-person: Sara Morrison, River Market Community Co-op (RMCC) General Manager
Pat Rossez, RMCC Board Administrative Assistant

Via Zoom: Katrin Halvorson, Owner

Call to Order

Mr. Mickelson called the December 13, 2022 meeting of the RMCC Board of Directors to order at 6:02 p.m.

Owner Comments and Points of Order

Mr. Mickelson welcomed the owners and asked if they would like to make any comments. Ms. Halvorson had no comments. There being no other owner comments and after discussing a potential point of order, Mr. Mickelson moved to the next Agenda topic.

Consent Agenda / Pulled Reports

Mr. Mickelson called upon Directors to identify any reports for removal from the Consent Agenda. Directors asked that the Board Development Committee Report, Growth & Engagement Committee Report, and the C.1 Report be pulled.

GM Report/Open Discussion

Ms. Morrison opened the discussion with a bookkeeping update. She also recapped recent sales results, which showed growth over last year, recovering after a sluggish Thanksgiving. Ms. Morrison also reported on Round Up results, noting that nearly \$3,600 was collected for RMCC's grant program "Growers, Grazers, Makers, and Bakers" and reminded directors of the next steps and timing for determining recipients of the grant funds. Ms. Hauge volunteered to help determine grant recipients. In response to a director's question, Ms. Morrison shared average Round Up amounts. Ms. Morrison will include the number of owners shopping for Owner Appreciation Days at the co-op in the future.

Appoint Alternate Director to Open Position

Mr. Mickelson noted that Ms. Victoria Bradford Styrbicki's resignation has created an open position on the board that would be filled by the alternate director who received the most votes in the annual meeting election. That alternate was Ms. Orawiec; Mr. Mickelson asked if she was interested in the open director position to which she responded affirmatively. Directors had no questions regarding this process. A motion to appoint Ms. Orawiec as a sitting director was

then made by Mr. Stone, seconded by Ms. Hulstrand, and was passed unanimously. It was noted that Ms. Orawiec's term will run through October, 2023.

Mentor/New Director Progress

Directors discussed the activities that are underway, planned, or have been completed to ensure new directors feel supported in their new roles.

Committee Structure and Director Assignments

Messrs. Engel and Stone led the discussion to finalize Committee assignments, the results of which will be published on Basecamp. A director asked if Monitoring Report assignments should also be made; it was determined that they should and assignments were made. That assignment listing will also be posted on Basecamp.

Fall Retreat

Directors shared observations regarding the Fall Retreat, including confirmation that all options for growth and progression are open for Ms. Morrison to explore. The options will then be reviewed, eliminating ones not feasible or less desirable.

A motion to give Ms. Morrison permission to proceed with the research of options to expand River Market's ability to further meet its Ends Policy, which would include a first step of identifying the budget needed to complete this research, was made by Ms. Hauge, seconded by Mr. Stone, and passed unanimously.

Discussion ensued regarding communicating these next steps with owners. Ms. Morrison volunteered to draft a joint communication from Operation's perspective and will include an outline of topics to include from the Board. Mr. Mickelson volunteered the Executive Committee to expand upon Ms. Morrison's suggested topics with additional details and will share the draft with all directors for their input. The final version will be included in the next Currents newsletter.

Another takeaway from the retreat was to review the Ends Statement's alignment with the seven themes and strategic planning activities. Mr. Mickelson asked for suggestions on how to proceed. After discussing steps that could be taken, it was decided to establish an ad hoc committee to determine if the next steps identified in the strategic planning activities would conflict with the Ends Statements and to report their findings to the board. Members of the committee will be Ms. Hauge, Mr. Munasinghe, Ms. Hulstrand, and Mr. Mickelson.

There was an additional follow up from the retreat regarding materials that Todd Wallace committed to provide; they are expected to arrive in the next couple of weeks.

6:46 – 6:55 Break

Columinate Education Opportunities

Mr. Mickelson reminded directors of the courses Columinate offers, especially four that he finds highly relevant and recommends directors take, starting with CBL 101 (he has recorded this class and mentioned the recording could be an alternative if it cannot be taken live on Jan. 21). Others include Building Trust in the Board/Manager Relationship, Trends and Practices in Board Compensation, and Navigating Conflict on the Board. These and other courses are covered by the contract with Columinate and Mr. Mickelson encouraged directors to take advantage of them.

Pulled Reports

Mr. Mickelson opened the discussion of the pulled reports. The Growth and Engagement Committee Report was pulled and directors discussed the idea of including a welcome letter from the board in the packet of information given to new owners. After discussion of this and other options, the board agreed to include a letter. Ms. Hulstrand volunteered to create a draft of the letter, after which the board can decide if it will be used.

Directors also discussed options and timing for showing appreciation to committee members who are not Directors that have gone above and beyond in their roles. Directors discussed that this is a good idea, but there is a need for developing a policy covering this topic so that recognition is fair and given in a consistent manner. They also discussed the timing and pros and cons of developing the policy prior to giving monetary recognition. A motion was made to give \$50.00 RMCC gift cards to Growth & Engagement Committee members (who are not Directors) now and

work out details later to develop a recognition policy. The motion was seconded; three directors were in favor of the motion, six were not, so the motion did not carry. It was also noted that recognition in communications can be made at any time and was decided that the non-Director committee members will be thanked in an upcoming newsletter. It was determined that the Policy and Rules Committee would develop the new recognition policy. A director complemented the Growth and Engagement Committee for recognizing that many items identified in the brainstorming sessions were operational. The director also reminded the board that the Ends Statement starts by referring to cultivating a healthy community and, while that phrase encompasses a lot, it was intentionally written succinctly so it is easier for all staff to be familiar with it. A motion to accept the Growth and Engagement Committee report was made by Mr. Stone, seconded by Mr. Mickelson, and passed unanimously.

The Board Development Committee report was also pulled. Directors discussed the potential need to identify the critical skills that are missing on the board (if any) and then to recruit people with those skills versus recruiting people that result in a representative sampling of the co-op's owners. Ms. Morrison noted that these approaches are not mutually exclusive and can be pursued concurrently. Several directors expressed their confidence in the capabilities of the current board but commented they are open to consider unique qualifications of future director applicants. Mr. Mickelson reminded the board of the process and timing for applying for the board. A motion to accept the Board Development Committee Report was made by Mr. Stone, seconded by Mr. Vrchota, and unanimously approved.

The C.1 Report was pulled to discuss the survey questions and responses. Mr. Mickelson led the conversation, starting with issues causing the fourth question being omitted in the survey. He then explained the policy and its components. Each question in the survey was discussed, as were corresponding ideas for improvement. There was debate regarding compliance – how is it determined, what is considered 'in compliance.' Mr. Mickelson shared that Todd Wallace recommends eliminating the question if the board is in compliance from reports; other co-ops have replaced it with asking how well the objectives are being achieved. Directors noted their appreciation for going through the report in such detail. A motion to accept the C.1 Report was made by Mr. Stone, seconded by Mr. Engel, and passed unanimously.

Mr. Stone made a motion to accept the balance of the Consent Agenda: the Meeting Agenda, November Open Meeting Minutes, and the New & Leaving Owners List. The motion was seconded by Ms. Hulstrand and passed unanimously. The board then discussed topics that are currently included in the Consent Agenda and Todd Wallace's recommendation that any item that could be pulled from the Consent Agenda should not be included on it.

Agenda Addition

Ms. Hulstrand reminded the board that pictures of and recipes from new directors are needed. Mr. Mickelson stated he will undertake this endeavor.

Director Closed Session

After confirmation that the meeting recording was stopped and no owners were in attendance, the Board entered a closed session which Ms. Morrison requested.

Adjournment

Upon the conclusion of the Director Closed Session and there being no further business to discuss, a motion to adjourn the open meeting was made by Mr. Vrchota, seconded by Mr. Stone, and unanimously passed. The meeting was adjourned at 7:47 p.m.

Submitted by Pat Rossez, RMCC Board Administrative Assistant