

Minutes of Regular Meeting - February 24th, 2026

Washington County Heritage Center and Zoom

Attendance:

Directors Present:

In person: Luke Engel, David Mickelson, Stephen Munasinghe, Judy Murphy, Molly Phipps, Andrea Specht, and Haley Swails

Via Zoom: Tamara Downs-Schwei, Roy Berger, Mark Mosiniak, Noel Nix, and Daniel Ramos-Haaz

Directors Absent:

Roderick McCulloch

The Directors present constituted a quorum.

Others Present:

Catherine Downey, Rivers Cooperative Markets (RCM) Chief Executive Officer (CEO), Grace Lehne, RCM Board Administrative Assistant, Sara Morrison, RCM Chief Integration Officer (CIO), Melanie Reid, Meeting Facilitator

Call to Order

Molly P. called the February 24th, 2026 meeting of the RCM Board of Directors to order at 6:00 p.m.

Reading of the Ends

David M. read the River Market Community Co-op Ends Statement. Luke E. read the Mississippi Market Ends Statement.

Member Welcome and Questions

Melanie R. acknowledged that no owners were present.

Agenda Review

Melanie R. reviewed the planned agenda for the meeting.

Consent Agenda

Molly P. then called upon directors to identify reports for removal from February's Consent Agenda. Andrea S. requested to pull the January 2026 Meeting Minutes. Luke E. moved to accept the remaining balance of the consent agenda, which was seconded by David M., and approved by the board.

January 2026 Meeting Minutes

The board discussed adding a clarifying statement to the Committee Assignments section of the January 2026 Meeting Minutes. The board ultimately decided no action was needed. Andrea S. moved to accept the minutes. This was seconded by Luke E. and approved by the board.

CEO Monitoring Report

Catherine D. gave updates about changes coming to the grocery landscape of St. Paul. Catherine D. asked board members to begin considering plans for the Annual Meeting. Board members agreed Catherine D. could pursue booking an event space at a brewery in early October 2026.

The board discussed the B.I Q2 FY2026 Financial Condition reports submitted by River Market and Mississippi Market. Discussion was had about the use of Co-Metrics data and graphs. Discussion was had about the interaction between the Finance Committee and the CEO monitoring reports. Andrea S. moved to accept the Mississippi Market B.I Q2 FY2026 Financial report, which was seconded by Daniel R., and approved by the board.

Finance Committee

Daniel R. called for questions about the Finance Committee meeting minutes or financial reports from Q2 FY2026. Board members asked about the status of existing loans and the National Cooperative Grocers' Common Chart of Accounts project.

The board discussed the Finance Committee charter. A board member asked who is permitted to join the committee. Daniel R. agreed to add more clarification that Owners are permitted to join the committee to the charter and bring the charter back for approval at the March meeting.

Approval of Finance Committee Owner-Members at Large

Daniel R. spoke about Owner-Members at Large, Jon Olson and Gail Graham, who had submitted applications to be on the Finance Committee. Directors spoke about the opportunity to recruit Owner-Members to committees who may be potential future board candidates. Stephen M. moved to approve the committee members. This was seconded by Judy M., and approved by the board.

President's Report

Molly P. announced the resignation of Julie L. and Laura R. Molly P. reminded the board that executives would be elected in April. Molly P. called for comments on agendas and packets. Board members expressed concerns around the editable nature of the legacy Mississippi Market board agenda and packet processes. Other board members expressed preference for a consolidated document rather than the legacy Mississippi Market packet style. Other board members expressed that the hotlinks were helpful.

Retreat Debrief

Melanie R. requested that the board share takeaways from the Board Retreat. Directors asked for clarification on board-operations processes. Directors should relay questions or requests for assistance from operations to the board chair, who will then relay questions to the CEO, who will then connect them with operations if appropriate. Directors discussed satisfaction with the board culture work that was accomplished. The minutes, presentation, and report from Todd Wallace will be added to SharePoint.

CCMA Check-in

Molly P. called for volunteers to attend CCMA. Molly P., Mark M., Luke E., and Haley S. expressed interest in attending.

Committees - Standing and Ad-hoc

Luke E. presented on current Committee enrollments. The addition of an ad-hoc Ends/Policy Committee and an ad-hoc Board Process Committee were proposed. Stephen M. moved to add the proposed committees. This was seconded by David M., and approved by the board.

Board members discussed and signed up for committees.

Executive Committee: Roy B., Luke E.*, Daniel R., Roderick M., David M., Stephen M., and Molly P.*

Education Committee: David M. and Andrea S.

Recruitment Committee: Mark M., Stephen M., Noel N., Molly P., and Haley S.

Finance Committee: Roy B., Tamara D., Daniel R.*, Stephen M.*, and Andrea S.
Owner-Members at Large, Jon Olson and Gail Graham

DEI Committee: Molly P. and Haley S.

Ends/Policies Committee: Tamara D.*, Luke E., David M.*, and Andrea S.

Board Process Committee: Luke E., Mark M.*, and Noel N.

*An * denotes a committee chair or committee co-chair.*

Luke E. moved to approve the committee members. This was seconded by Stephen M., and approved by the board.

Meeting Evaluation

The board discussed the progress made in the board meeting. Board members asked questions about SharePoint.

Adjourn Regular Session

The regular session was adjourned at 7:15 p.m.

Submitted by Grace Lehne, RCM Board Administrative Assistant