

# Minutes of Regular Meeting - January 20th, 2026

Mississippi Market - Selby Classroom and Zoom

## Attendance:

### Directors Present:

In person: Roy Berger, Tamara Downs-Schwei, Luke Engel, Roderick McCulloch, Mark Mosiniak, Stephen Munasinghe, Judy Murphy, Molly Phipps, and Laura Rosenberg

Via Zoom: Daniel Ramos-Haaz and Andrea Specht

### Directors Absent:

Julie Luna, David Mickelson, Noel Nix, and Haley Swails

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, and Todd Wallace, Columinate Consultant

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## Call to Order

Luke E. called the January 20th, 2026 meeting of the RCM Board of Directors to order at 6:13 p.m.

## Confidentiality Agreement & Code of Conduct

Luke E. presented the Confidentiality Agreement and Code of Conduct. Mark M. moved to accept the Confidentiality Agreement and Code of Conduct, which was seconded by Roy B., and approved by the board. Melanie R. requested that directors disclose any potential conflicts of interest. Molly P. does work with Columinate. Mark M. is on the Board of Directors at Valley Natural Foods and works with the National Cooperative Business Association. Roderick M. works with Shared Capital Cooperative and is on the Development Cooperative Board at National Cooperative Grocers (NCG). Daniel R. is an employee of NCG.

## Owner Comments and Points of Order

Melanie R. acknowledged no Owners were present. No points of order were called.

## Consent Agenda / Pulled Reports

Melanie R. then called upon directors to identify reports for removal from January's Consent Agenda. Luke E. requested to pull the agenda itself to have the board move to vote on the signing of Rivers Cooperative Markets' contract with NCG at the end of the meeting. Tamara D. moved to accept the balance of the consent agenda, which was seconded by Stephen M., and approved by the board.

## CEO Report

Catherine D. updated the board on the additional planned closings of other food cooperatives in the area in support of the 1/23/2026 Day of Truth and Freedom. Board members asked questions about the impact of Department of Homeland Security and Immigration and Customs Enforcement presence on staff, and the impact of the planned 1/23/2026 closure on staff. Much discussion was had about the decision to close and the response from the St. Paul and Stillwater communities.

The board discussed the Global Limitations report. Roderick M. moved to accept the Global Limitations report, which was seconded by Judy M., and approved by the board.

### **Meeting Location & Cadence**

Molly P. spoke about the proposed meeting locations and cadence. The Executive Committee had met and suggested that following the pre-scheduled board meetings in February and March, the board meeting would take place on the first Tuesday of each month at 6 p.m. The board agreed to this. A location for regular meetings will be determined at a later time.

### **Officer Elections - Temporary Continuation**

Melanie R. spoke about the proposed temporary continuation of elected officers through the April meeting. Luke E. and Molly P. will be co-presidents. Julie L. and Roderick M. will be co-vice-presidents. Daniel R. and Stephen M. will be co-treasurers. David M. and Roy B. will be co-secretaries. Mark M. moved to accept the proposal, which was seconded by Judy M., and approved by the board.

### **Committee Structure and Appointments**

Luke E. spoke about the proposed committee structure. As the committees of the Legacy River Market Board and Legacy Mississippi Market Board were very similar, it was proposed that Mississippi Market's existing charters would be followed. Stephen M. moved to accept the proposed charters, which were seconded by Roy B., and approved by the board.

Executive Committee members will include Daniel R., David M., Julie L., Luke E., Molly P., Roderick M., Roy B., and Stephen M.

Education Committee members will include Laura R. and Molly P.

Recruitment Committee members will include Mark M. and Stephen M.

Finance Committee members will include Daniel R., Roy B., Stephen M., and Tamara D.

DEI Committee members have not yet been assigned.

More members may join the committees through email to Catherine D., Luke E., and Molly P.

### **Policy Register Overview**

Luke E. spoke about the proposed interim Policy Register. This would align with Mississippi Market's legacy Policy Register, which is preferable because it is already familiar to Catherine D.. Roderick M. moved to accept the interim Policy Register, striking points 2D and 2E from policy C5 due to irrelevancy, which was seconded by Roy B., and approved by the board.

### **Break: 7:04 PM - 7:13 PM**

### **Owner / Board Communication Channels**

Melanie R. spoke about the proposed Owner / Board communication channels. Molly P. and Luke E. prompted the board to consider creating a protocol for responding to emails and other inquiries from owners. Until the board is able to discuss this in full at the upcoming retreat, the board will follow the River Market legacy process. When the board receives a message or inquiry, this will be forwarded to the Board President. The Board President will draft a response and receive approval from the Executive Committee. The remaining board will later be informed of the inquiry and the response.

### **CEO Contract / Request for Proposal**

Melanie R. spoke about the Request for Proposal/CEO contract. The board discussed whether contingency pay would be an appropriate form of compensation to allow requests for. Ultimately, no

changes were needed on the submitted Request for Proposal. Catherine D. will submit a proposal for the February Board Meeting.

### **Consumer Cooperative Management Association (CCMA) Participation**

The board discussed their interest in attending or presenting at the 2026 CCMA conference. Luke E., Molly P., Mark M., and Roderick M. expressed interest in attending. Sara M. and Catherine D. are writing a proposal for a presentation on the consolidation.

### **Board Budget and Compensation**

Melanie R. spoke about the proposed Board Budget and compensation. The board agreed to utilize the Mississippi Market's legacy compensation structure through the end of the fiscal year in June 2026. Tamara D. moved to accept the proposal, which was seconded by Judy M., and approved by the board.

### **NCG Contract Proposal**

Luke E. requested that the board vote on whether Rivers Cooperative Markets would join NCG, such that he can sign the NCG Contract. Mark M. moved to allow Luke E. to sign the contract, which was seconded by Roy B., and approved by the board with one abstention.

### **Pulled Reports**

The agenda had been pulled to add the request for motion on the signing of the NCG contract. Roy B. moved to accept the agenda, which was seconded by Roderick M., and approved by the board.

### **Board Process and Reflection**

A February retreat time and location will be established by Molly P. and Luke E. and sent out within one week.

### **Adjournment**

There being no further business to discuss, Luke E. adjourned the meeting at 7:47 p.m.  
*Submitted by Grace Lehne, RCM Board Administrative Assistant*