

# Bluff Country Co-op Board Meeting Minutes

Monday, October 5, 2015

5:30 pm – 8:00 pm

Faith Lutheran Church

Attendees: Dawn Schreiber, General Manager, Melissa Gordon

Board Members Present: Ellen Brand, Lynn Carlson, Mary Kirk, Ann Lichliter, Aurea Osgood, Charlotte Roraff

Board Members Absent: Rachel Kimman, Mollee Sheehan

TOPIC	DESCRIPTION	ACTION/OUTCOME		
Policy Review	<ul style="list-style-type: none"> <li>Policy review will be dropped from the agenda going forward because we have covered the policies that are pertinent to how the board operates.</li> </ul>			
Task Review from September Meeting	<ul style="list-style-type: none"> <li>Task carried over: Consider potential long-term staff to be recognized at the Annual Membership Meeting and appropriate gifts for them. - Dawn</li> </ul>			
Approve Minutes of September Board Meeting	<ul style="list-style-type: none"> <li>No changes.</li> <li>Lynn motioned to approve the September board meeting minutes. Mary seconded.</li> </ul>	5	0	1
Approve Minutes of September Closed Board Meeting	<ul style="list-style-type: none"> <li>No changes.</li> <li>Charlotte motioned to approve the September closed board meeting minutes. Ann seconded.</li> </ul>	5	0	1
GM Monthly Update – Reflections on Management	<ul style="list-style-type: none"> <li>We continue to gain new members</li> <li>September sales growth was 4.4%</li> <li>NCG will be sharing a document with the board discussing, among other things, the relationship between NCG and the GM.</li> <li>NCG will also be implementing Best Practices within the</li> </ul>			

Training	<p>next year.</p> <ul style="list-style-type: none"> <li>Nationally co-ops are facing lots of competition and very little sales growth</li> <li>Rob Martin is our contact from Development Cooperative. PJ is the store planner. They will be in town Oct. 21<sup>st</sup> to create an expansion plan.</li> <li>In preparation for the next meeting, the board should review our expansion policies.</li> <li>Dawn will send Lynn the link with CBLD grant information, and Lynn will look into it.</li> </ul>			
GM Report b9 Emergency GM Succession	<ul style="list-style-type: none"> <li>Management has remained mostly unchanged since the previous year.</li> <li>The managers are thinking about whether, in the event of an unexpected GM absence, they would prefer an outsider to come in and run the store, or they would prefer run the store as a team approach, as has been done in the past.</li> <li>It was recommended that names be changed to titles in the report.</li> <li>Ann motioned to approve the GM Report b9 Emergency GM Succession. Ellen seconded.</li> </ul>	6	0	0
Board Monitoring c3 Agenda Planning c4 Board Meetings	<ul style="list-style-type: none"> <li>The board discussed the idea of instituting a “parking lot” to stay on track with the agenda. When a topic that’s not on the agenda arises organically in discussion, the topic is moved to a “parking lot” list which can be discussed at the end of the meeting if there’s time or placed onto the next month’s agenda.</li> <li>Ellen motioned to approve the Board Monitoring c8. Charlotte seconded</li> </ul>	6	0	0
Review/Approve Updates to 2016 Policy Register	<ul style="list-style-type: none"> <li>Ann motioned to approve updates to the 2016 Policy Register. Ellen seconded.</li> <li>Melissa will add updated Policy Register to website.</li> </ul>	6	0	0
Consider Appointing President to complete Katie’s 3 <sup>rd</sup> year	<ul style="list-style-type: none"> <li>Mary motioned to appoint Lynn Carlson to serve in Katie Strangstalien’s vacant board position, effective December 2015.</li> <li>Ellen seconded.</li> </ul>	6	0	0
Directors planning to attend	<ul style="list-style-type: none"> <li>Lynn and Ellen are carpooling to the Small but Strong conference on November 7.</li> </ul>			

Small but Strong 11/7 -- carpools				
Determine % of 2015 Member Patronage Dividends to Return	<ul style="list-style-type: none"> <li>The board discussed the three options on the table.</li> <li>Dawn recommended option 3, which is to pay owners 30% of the maximum patronage dividend and to retain the rest. The board agreed this is the best option.</li> <li>Ellen motioned to approve option three. Ann seconded</li> </ul>	6	0	0
Determine Schedule for Stock Repurchasing/Interest Payout after 5-year no-call period (beyond 10% per year)	<ul style="list-style-type: none"> <li>Dawn read the lawyer's recommendations for determining a schedule for stock repurchasing.</li> <li>The board discussed options for the repayment schedule.</li> <li>The board declared an anniversary date of June 30. Interest in 2016 will be prorated.</li> <li>The board declared a determination date of September 30.</li> <li>Aurea motioned to establish an anniversary date for the Preferred C Shares of June 30 and a determination date of September 30 and to plan to repurchase Preferred C Shares at 10% per year of each individual investment. Mary seconded.</li> </ul>	6	0	0
Discuss Board Candidates Identified/Results of Calls	<ul style="list-style-type: none"> <li>The board discussed candidates.</li> </ul>			
Meeting Adjourned	<ul style="list-style-type: none"> <li>Mary motioned to adjourn. Aurea seconded.</li> <li>Meeting adjourned at 7:57PM.</li> </ul>			

TASK	RESPONSIBLE PARTY
Carried Over: Consider potential long-term staff to be recognized at the Annual Membership Meeting and appropriate gifts for them.	Dawn
Ensure that most recently revised Policy Register (Sept. 2016) is on	Melissa

Bluff.coop	
Email Mollee about taking on Treasurer role.	Ann
Review our expansion policies in preparation for November meeting.	All Board Members
Send Lynn the link with CBLD grant information.	Dawn
Review CBLD grant information.	Lynn