

Bluff Country Co-op Board Meeting Minutes

Monday, September 11, 2017

6:00 pm – 8:30 pm

Winona State University, Minné Hall Room 239

Attendees: Dawn Schreiber, General Manager, Melissa Gordon, Administrative Assistant, Chris Livingston

Board Members Present: Ann Lichliter, Board President, Jenn Baechle, Coleen Bremer, Rachel Kimman, Mary Kirk, Aurea Osgood, Deb Pelowski, Johanna Rupprecht

Board Member Absent: John Chernega

TOPIC	DESCRIPTION	ACTION/OUTCOME		
		Yay	Nay	Abstain
Task Review from August Meeting	<ul style="list-style-type: none"> One item was carried over. See task list below. 			
Review August Minutes	<ul style="list-style-type: none"> No changes. Johanna motioned to approve the August minutes. Aurea seconded. 	8	0	1
Review Closed July Minutes	<ul style="list-style-type: none"> No discussion. Rachel motioned to approve the closed July meeting minutes. Mary seconded. 	5	0	3
C8 Governance Investment	<ul style="list-style-type: none"> Regarding #2, one board member commented, "I don't feel I understand all I need to know about Board work to be effective on the Board." The president asked if there was anything the board could do to help, but there was no response. Another board member then pointed out the comment on #6, "I feel there is more we should do to make sure all Board members have the background information needed to understand how the Board operates." It was explained that better onboarding should address this, and the board development committee is working on onboarding. Regarding #8, a board member asked what was meant by "outside monitoring assistance." It was explained that the 			

	<p>board monitors itself monthly through policy surveys and annually for a more in-depth survey. As far as outside monitoring, phone calls with Joel (CDS) help with this. There have been times when Dawn has sought the BCC lawyer’s advice on behalf of the board. The work with Julie Fassbender is also an example of outside support.</p> <ul style="list-style-type: none"> • Regarding #10, there were two comments about getting more information from the owners. This is addressed on the 5-year goals. It can also be addressed with the board’s bulletin board, as well as the survey that happens every two years. <ul style="list-style-type: none"> ○ The board also discussed using the safe strategic conversation part of the board meetings to bring up communication that board members have had with owners. ○ When the expansion is complete, we will also have a photo of all board members in the store. ○ Board members can also make an effort to wear BCC clothing in public so people know they are associated with the Co-op. ○ Board members should practice their Co-op “elevator pitch,” so they are able to comfortably discuss the Co-op with others. ○ It’s also possible that the majority of owners just want to shop and don’t feel as if their voice is not being heard. 			
<p>B1 Financial Condition and Activities</p>	<ul style="list-style-type: none"> • This report doesn’t reflect the financial condition during the expansion, so the numbers are out of context. Next month the expansion numbers should be there. • Sales are great right now. • A draft of the financial review was included in the board packet. It will remain a draft until the board votes on patronage. • We are out of compliance in net income and sales growth. We were budgeted to hold steady, but we’ve seen 0.5% growth, which is good, especially since other co-ops in our corridor are seeing negative sales growth. • Our net income is 0.6%. Numbers are coming in as planned. • We continue to gain new owners. • A board member asked for an example of a restricted fund. GM wasn’t totally sure, but thought, for example, the Board might declare that a % of the budget must be donated to a non-profit and that could be an example of a restricted fund. • When reading the Profit and Loss sheet, the first column 			

	<p>represents last quarter, the middle column represents year to date, and the third column represents last year's numbers.</p> <ul style="list-style-type: none"> • Mary motioned to approve the B1 Monitoring Report. Rachel seconded. • Aurea noted that the full board budget is in the packet. 	8	0	0
GM Update; Expansion	<ul style="list-style-type: none"> • Things are constantly moving, changes are happening every day, so this report is already a little outdated. • Dawn received the information on the patronage dividends from our accountant late, so while the information is in the board packets, the board may not have had time to review it. • Our accountant prepared a table showing different options for patronage dividends. To put the numbers in context, last year, our profit was ~\$35K, and we returned ~\$17K, which was mailed to ~150 people. The highest dividend was ~\$100, but lots of owners had less than \$2, which means they didn't get the patronage check. This year, the most we could return is \$2K-5K. Because of that, both our accountant and the GM recommended not returning patronage since the amount returned would not justify the labor involved. The accountant did, however, recommend returning the dividends for the preferred shares. • Mary made a motion to not distribute patronage dividends this year. Coleen seconded. • Aurea made a motion to return 4% dividends on preferred shares as outlined in the prospectus. Johanna seconded. • We will use the following avenues for communicating the patronage decision: <ul style="list-style-type: none"> ○ Winter newsletter ○ Our website ○ Something for cashiers to hand out if asked ○ An announcement at the AMM • We will send a letter and make an announcement at the AMM to communicate the dividends for the preferred shares. • The store has been seeing double-digit growth when we were projected to see negative growth. • We are hiring for cashiers and kitchen staff. Please help get the word out. • Sept. 29 is the projected end of Phase 3. • Keep an eye out on Facebook for volunteer painting opportunities coming up. 	8	0	0
GM Contract	<ul style="list-style-type: none"> • Dawn would like to extend her contract for 6 months so negotiations can take place in January, when it's not as busy 			

	<p>as now. Additionally, it would make sense to align the GM contract with fiscal year.</p> <ul style="list-style-type: none"> • Aurea made a motion to extend the GM’s contract by 6 months. Jenn seconded. 	8	0	0
Committee Update/Progress	<ul style="list-style-type: none"> • Board Development Committee <ul style="list-style-type: none"> ○ Hosted a meet and greet. ○ Worked on the professional learning calendar. ○ Created four proposals for the VP role. Aurea handed out a document outlining the four options, which include: <ul style="list-style-type: none"> ▪ Option 1: Ensuring all committees have scheduled meetings and submit meeting minutes. ▪ Option 2: Be responsible for external communication from the Board. ▪ Option 3: Be responsible for planning the AMM. ▪ Option 4: Eliminate the VP position. ○ Aurea made a motion to accept option 2 for the Vice President role. Johanna seconded. • The board then discussed creating a committee of one board member, one staff member, and two owners to plan the AMM, which would free the member outreach committee to work on other projects. <ul style="list-style-type: none"> ○ Mary made a motion for the board to create an AMM Planning Committee in 2018. Ann seconded. • Member Outreach <ul style="list-style-type: none"> ○ AMM Rehearsal will be Monday, October 30 at 5:30pm at the American Legion. ○ The Committee has not yet completed their five-year goals. • Social Equity <ul style="list-style-type: none"> ○ The Committee has not yet met in September. ○ Five-year goals are complete. ○ Next Catholic Worker dinner is this Friday. Johanna is hosting and will provide the ingredients for the main course, but donations of bread and dessert are welcome. Johanna will be at the house at 4pm. Come and help cook! 	8	0	0
Qs regarding approving member cancellations	<ul style="list-style-type: none"> • During the July meeting the board briefly discussed whether they should be formally approving owner cancellations since our by-laws state they should be. The policy register, however, delegates the GM to take care of certain duties. Is approving owner cancellations one such duty? 			

ons	<ul style="list-style-type: none"> The board will ask Joel during the next call. 			
Officer Roles	<ul style="list-style-type: none"> The following directors expressed interest in officer roles: <ul style="list-style-type: none"> Ann continuing as president Aurea continuing as Treasurer John in the new VP role (expressed interest via email) Johanna as secretary 			
Board Strategic Plan	<ul style="list-style-type: none"> The Board went through the list and finished filling out the items that were assigned to the full board. 			
Meeting Adjourned	<ul style="list-style-type: none"> Meeting adjourned at 8:12pm. 			

TASK	RESPONSIBLE PARTY
<ul style="list-style-type: none"> Add to October agenda: <ul style="list-style-type: none"> Vote on officers (from August task list) Review updated C7 language Discuss whether stock certificates should be given out or whether this should go on the list of things to scratch from the by-laws 	Ann
<ul style="list-style-type: none"> Send updated C7 language for board to review 	Coleen
<ul style="list-style-type: none"> During call with Joel, discuss whether the board should approve member cancellations. 	All Board Members
<ul style="list-style-type: none"> Mark your calendars for the AMM rehearsal: Monday, Oct. 30, 5:30pm at the American Legion 	All Board Members
<ul style="list-style-type: none"> Confirm rehearsal time with Legion 	Rachel
<ul style="list-style-type: none"> Add a reminder to the calendar for January: All committees should rewrite their charters to explicitly state which ends are being served. 	Melissa
<ul style="list-style-type: none"> Create a document that explains the role of committees and how they fit into the work of the larger board (to be given to non-director committee members) 	Ann
<ul style="list-style-type: none"> Add the following survey question: Do you feel like you're being heard?/Do you feel like you have a voice to the Board? 	Aurea
<ul style="list-style-type: none"> Create a master copy of the 5-year goals spreadsheet 	Melissa
<ul style="list-style-type: none"> Spread the word that we are hiring for cashiers and kitchen staff. 	All Board Members
<ul style="list-style-type: none"> Keep an eye out on Facebook for volunteer painting opportunities coming up. 	All Board Members