

## Bluff Country Co-op Board Meeting Minutes

Monday, March 11, 2019

6:00 pm – 8:30 pm

Bluff Country Co-op Community Room

Attendees: Dawn Schreiber, General Manager; Melissa Gordon, Administrative Assistant

Board Members Present: Jenn Baechle, Coleen Bremer, Terri Hansen, Donna Kamman, Ann Lichliter, Chris Livingston, Aurea Osgood, Johanna Rupprecht

Board Members Absent: Eileen Hanson

TOPIC	DESCRIPTION	ACTION/OUTCOME		
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		Yay	Nay	Abstain
Feb. Task Review	<ul style="list-style-type: none"> <li>• Some items were completed, some were carried over (see below), and some were dropped.</li> </ul>			
Feb. Minutes	<ul style="list-style-type: none"> <li>• Ann motioned to approve the December minutes with one change. Jenn seconded.</li> </ul>	6	0	2
Board Strategic Work	<ul style="list-style-type: none"> <li>• The Board discussed policies C - C4. Changes are listed below (additions in red).                             <ul style="list-style-type: none"> <li>○ C1                                     <ul style="list-style-type: none"> <li>▪ We will <del>govern</del> <b>lead strategically</b> in a manner consistent with the Four Pillars of Governance (Teaming, Accountable Empowerment, Strategic Leadership, Democracy) <b>and the ten Policy Governance Principles</b>. In order to do this, we will:   <ul style="list-style-type: none"> <li>• maintain team discipline, authority and responsibility (<b>This had been #3, but was moved to #1</b>)</li> <li>• ensure effective systems of delegating authority to professional management, holding the use of that power accountable, and clearly distinguishing between Board and management responsibilities.   <ul style="list-style-type: none"> <li>○ <del>observe the 10 Policy Governance principles</del>  <del>{Ownership, Position of Board, Board Holism, Ends Policies, Board Means Policies (Board</del></li> </ul> </li> </ul> </li> </ul> </li> </ul> </li> </ul>			

	<p style="text-align: center;"><del>Process Policies &amp; Board- Management Relationship Policies), Executive Limitations Policies, Policy Sizes, Clarity and Coherence of Delegation, Any Reasonable Interpretation, Monitoring]</del></p> <ul style="list-style-type: none"> <li>• <del>be a strategic leader by focusing</del> focus our vision outward and toward the future. (This had been #1, but was moved to #3)</li> <li>• practice the habits of a successful democracy.</li> <li>• <del>obey all relevant laws and bylaws.</del></li> </ul> <ul style="list-style-type: none"> <li>○ C2 <ul style="list-style-type: none"> <li>▪ 2a is joined with 2 in the following way: hire, compensate, delegate responsibility to, and hold accountable a General Manager using a strategic and timely process use a strategic process to that also establishes the value of GM compensation, and complete this process in a timely manner.</li> </ul> </li> <li>○ C3 <ul style="list-style-type: none"> <li>▪ Correct indentation</li> </ul> </li> <li>○ Coleen motioned to make the above changes to C1 – C3. Donna seconded.</li> </ul> <ul style="list-style-type: none"> <li>• The board discussed both solar panel offers in light of Chris Meyer’s presentation and decided not to move forward with either. <ul style="list-style-type: none"> <li>○ Dawn will follow up with the solar companies. If a Sustainability Coordinator is hired in the future, that person can more fully investigate alternative sources of electricity for our store.</li> </ul> </li> <li>• The board reviewed the proposed changes to the articles and bylaws. <ul style="list-style-type: none"> <li>○ The board prefers “owner” over “member”</li> <li>○ The board tabled the discussion of individual vs. household memberships until more information comes from lawyer.</li> <li>○ The board decided that in the case of dissolution, each member gets a percentage.</li> </ul> </li> <li>• The board rejected Leslie’s agenda format and will keep the format the way it is.</li> </ul>	8	0	0
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Board Strategic Work, Continued	<ul style="list-style-type: none"> <li>The board determined there is no need to hire an outside organization to do a financial review because Wegner, our tax preparers, are already doing it for us.</li> <li>Jenn motioned to elect new officers in December. Donna seconded.</li> <li>The following items were tabled due to time: <ul style="list-style-type: none"> <li>Shared info on Coop Cafe</li> <li>Review Board Compensation</li> </ul> </li> </ul>	8	0	0
Committee Updates	<ul style="list-style-type: none"> <li>Communications Committee <ul style="list-style-type: none"> <li>Shared April communication plan.</li> <li>Reminded board members to get their bios to Jenn.</li> </ul> </li> <li>Board Development <ul style="list-style-type: none"> <li>Rephased the recruitment process.</li> <li>Let Ann know if you can help with any of the following: <ul style="list-style-type: none"> <li>Bagging at the store during Memorial Day.</li> <li>Coffee talk for potential board members: <ul style="list-style-type: none"> <li>June 30, 9-10:30am</li> <li>July 30 4:30-6pm</li> </ul> </li> </ul> </li> </ul> </li> <li>AMM <ul style="list-style-type: none"> <li>We will meet in April to pick a date. Likely a Sunday in November.</li> </ul> </li> </ul>			
B1 (from Feb) & B6	<ul style="list-style-type: none"> <li>Donna motioned to approve B1 and B6. Aurea seconded. All in favor.</li> </ul>	8	0	0
GM Update	<ul style="list-style-type: none"> <li>Donna motioned to accept the GM update. Johanna seconded. All in favor.</li> </ul>	8	0	0

TASK	RESPONSIBLE PARTY
<ul style="list-style-type: none"> <li>Carried over from February: Write your bio and email it to Jenn.</li> </ul>	All board members
<ul style="list-style-type: none"> <li>Add to April agenda <ul style="list-style-type: none"> <li>Board Budget</li> <li>Tabled items from this month: <ul style="list-style-type: none"> <li>discussion of individual vs. household memberships (waiting for more information from lawyer)</li> <li>Board strategic items 6 &amp; 7</li> </ul> </li> </ul> </li> </ul>	Ann
<ul style="list-style-type: none"> <li>Submit committee budget to Aurea prior to April board meeting.</li> </ul>	All committee chairs
<ul style="list-style-type: none"> <li>Update policy register.</li> </ul>	Melissa
<ul style="list-style-type: none"> <li>Follow up with the solar companies.</li> </ul>	Dawn
<ul style="list-style-type: none"> <li>Let Ann know if you can help with the following: <ul style="list-style-type: none"> <li>Bagging at the store during Memorial Day.</li> <li>Coffee talk for potential board members:</li> </ul> </li> </ul>	

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| <ul style="list-style-type: none"><li>• June 30, 9-10:30am</li><li>• July 30 4:30-6pm</li></ul> |  |
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