

## Bluff Country Co-op Board Meeting Minutes

Monday, November 13, 2023

6pm – 8pm

Community Room

Attendees: Luke Schell, Interim General Manager;

Board Members Present: Jenn Baechle; Josh Datta; Ann Prochowicz; Aaron Perleberg; Brenna Curry; Lisa Lorisch; Jennifer Sanborn; Pingping Zhang; Kay Pedretti;

Board Members Absent:

Owners: Paul Perry, Heather Hitching

| TOPIC                | DESCRIPTION   | ACTION/OUTCOME |     |         |
|----------------------|---|----------------|-----|---------|
|                      |   | Yay            | Nay | Abstain |
| Owner Forum          | Paul: question about staffing of deli and availability of vegan options. Luke is asking the kitchen to make a vegan soup option more readily available with more staff.<br>Ability to provide staples, ex: beans and rice, to those in need as he noted were available at other coops. Provided at bulk price.  |                |     |         |
| October Task Review  | Lapel mic is here<br>Board video was completed-becky posted<br>Recruitment on drive<br>HR consultant, reviewed price as good  |                |     |         |
| October Minutes      | <ul style="list-style-type: none"> <li><b>Jenn</b> motioned to approve the October minutes. <b>Kay</b> seconded.</li> </ul>   | 9              | 0   | 0       |
| Board Strategic Work | <p><b>AOM discussion</b><br/>-survey sent to attending owners who were not receiving emails who attended the AOM ~30 owners have replied<br/>-Idea of having owner forums throughout the year<br/>-"Coop Fair" for owner's to be able to direct questions to the right people.</p> <p><b>Election of Board Officers-</b> today<br/> <b>Jennifer- VP</b><br/> <b>Lisa- President (Jenn nominating and Jennifer second)</b><br/> <b>Ann- Secretary</b><br/> <b>Brenna- Treasurer</b><br/> <b>Aaron</b> motion to approve, <b>PingPing</b> second, all yay (YAY!!!)</p> <p>New positions talk to previous position holders about responsibilities before the December meeting and notify Home Federal for necessary permissions.</p> |                |     |         |

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|                          | <p><b>Jennifer</b> motions use credit card points for employee gift cards, <b>Jenn</b> seconds. All yay!</p> <p><b>December 11</b> meeting at Jennifer's house.</p>  |   |   |   |
| Committee Updates        | <ul style="list-style-type: none"> <li>● <b>Finance:</b> <ul style="list-style-type: none"> <li>○ Krissy didn't have numbers back from CPA</li> <li>○ Luke wrote to NCG liaison about turnaround issues</li> <li>○ C-Share redemptions</li> <li>○ Dawn is parting ways with the Coop</li> <li>○ Owner loan buyback approved, pending divorce proceedings</li> <li>○ Credit card system update, result in fee savings but working with coPAS question mark...</li> <li>○ HR concierge service, 212/month. Employee handbook review.</li> <li>○ ERC cause net positive. Recommendations from finance committee is no on dividends.</li> <li>○ <b>Josh</b> motion to 0% dividend, <b>Jenn</b> second all yay</li> <li>○ Recommendation for no preferred dividends, make form to explain why (Brenna will make form if necessary) have done 2% the last couple years</li> <li>○ <b>Kay</b> motions to not pay out C-share dividends in 2023, but to send out a letter explaining why, sent out by December 1st. <b>Lisa</b> seconded. All yay</li> </ul> </li> <li>● <b>Owner Outreach:</b> <ul style="list-style-type: none"> <li>○ Will meet on Friday</li> <li>○ AOM was a success!!!</li> <li>○ Notes will be on the drive</li> <li>○ Ippy will have front end remind owners to vote</li> </ul> </li> <li>● <b>Food Access:</b> <ul style="list-style-type: none"> <li>○ Becky making banner</li> <li>○ December roundup for DUFB</li> <li>○ Fundraising ideas for future donors, annual event?</li> <li>○ SHIP Grant good until Summer 2025</li> <li>○ Maybe increase advertisement for DUFB</li> </ul> </li> <li>● <b>Board Development Committee:</b> <ul style="list-style-type: none"> <li>○ Will meet a week from this Tuesday</li> <li>○ February Retreat - could do 1 full day or 2 half days</li> <li>○ Schedule Feb retreat with new members</li> <li>○ Will work on orientation for new members, new members meet here at 5 and then go to meeting at Jennifer's</li> </ul> </li> <li>● <b>GM Search Committee:</b> <ul style="list-style-type: none"> <li>○</li> </ul> </li> </ul> | 0 | 0 | 0 |
| B1: Financial Monitoring | <ul style="list-style-type: none"> <li>● Josh motioned, Jennifer seconded to approve these when the data becomes available. Vote 9-0</li> </ul>  | 9 | 0 | 0 |
| GM Update                | <ul style="list-style-type: none"> <li>● <b>GM Update:</b> <ul style="list-style-type: none"> <li>○ Issues with FMS about reports not being completed</li> </ul> </li> </ul>   |   |   |   |

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|   | <p>in a timely manner. Issues with reports once received. Working to find a personal CPA for the coop.</p> <ul style="list-style-type: none"> <li>○ <b>Josh</b> motions to hold off B1 monitoring until Luke sends in before the next meeting. <b>Jennifer</b> seconds, all yay</li> </ul> <p>●</p> <p><b>Jennifer</b> motioned to approve the GM update. <b>Kay</b> seconded. All approve.</p> | 9 | 0 | 0 |
| Review Decisions, Tasks, Assignments      | <p>Working on Deli, Olive bar is up and running, sliced meats and cheese coming this week. Working on hiring 1 more person.</p> <p><b>Jenn</b> motions to invest \$1800 to invest in black-shelf strips<br/><b>Brenna</b> seconds, 8 yay, 1 abstain</p> <p>Open New Years at 1.5 pay?</p> <p>Penetrating oil to be added to outside wood</p> <p>Quickbooks online</p>                           |   |   |   |
| Closed Session Portion of IGM Action Plan | <p>Luke needs two weeks' notice for any extension to IGM contract. Luke reiterates Dawn Schreiber's contract is complete. Luke mentions that the contract bookkeeper is done shortly, and that Krissy Rowland's contract will end at the end of the year.</p>   |   |   |   |

| Tasks   | Responsible Party |
|---|-------------------|
| Brenna to draft a letter to C share owners about the lack of dividend in 2023, to be sent by December 1, 2023 | Brenna            |
|   |                   |