

**Oneota Community Co-op  
Minutes for Regular Board Meeting  
April 23, 2013 5:30 PM  
Open Decorah, 128 1/2 West Water St.**

**Board Members Present:** Steve McCargar, Deneb Woods, Brita Nelson, Lora Friest, Gary Hensley, Alicia Trout, Anne Dykstra arrived at 5:46 p.m.

**Board Members Absent:** Mike Bollinger

**GM Present:** David Lester

**Co-op Staff :**

**Member/Owners Present:** Jeanine Scheffert (Bd Admin Asst)

***1. Call to Order***

Steve McCargar called the meeting to order at 5:39 PM

***2. Board Learning***

Summary: Board discussed how to spend money allocated for board learning. One of our strategic planning focus areas this year is on understanding the risks, opportunities and nuances of expansion. Board will approach GMs from stores who have gone through expansions and invite them to discuss their experience with us. In addition, we'll ask someone from NCGA if they'll be available soon to talk about a dual expansion process.

***3. Member Comments:***

*no member comments*

***4. Disposition of Member Comments:***

*none*

***5. Agenda Review***

**Motion:** Nelson moves, Hensley seconds to **Ammend Agenda to add 6.1 Approval of March Minutes, 6.2 Approval of February Executive Session Minutes, and 6.3 Approval of March Executive Session Minutes.** Motion **passed** by a vote of 6 aye, 0 nay.

***6.1 Approve Minutes from March***

**Motion:** Nelson moves, Woods seconds to **Approve Minutes from March.** Motion **passed** by a vote of 6 aye, 0 nay.

*Ammendments needed:*

- **2. Board Learning:** "CBS" was changed to "CDS"
- **Physical Store Update:** "now that we have installed rooftop photovoltaics, we are down 6% on electricity use and we are already starting to see a difference due to LED lighting and other efficiencies"
- **GM Succession Planning:** "discussion was held on how the GM is training his potential interim successor(s) in the event he would not be here and the training is in place for potential candidates."

**Motion:** Hensley moves and Dykstra seconds to Approve amended minutes 6 aye 0 nay

**6.2 Motion:** Friest moves and Woods seconds to **Approve February Executive Session Minutes.** Motion **passed** by a vote of 4 aye, 0 nay (all board members present at the Feb. meeting approved)

**6.3 Motion:** Dykstra moves and Nelson seconds motion to **Approve Minutes for March 25, 2014 Executive Session.** Motion **passed** with a vote of 6 aye, 0 nay

**7. New Board Seated: Election of Officers and Composition of Standing Committees**

The board thanks Gary Hensley for his service. Hensley says it has been a pleasure to serve. Nelson will now be owner of the board's Google Site and Hensley will be available if there are questions.

The board welcomes Alicia Trout as a new member. Trout has already met with the board president twice to discuss the board policy manual.

**7.1 Election of Board President**

Dykstra nominates **Steve McCargar for Board President.** Nelson seconds. 6 aye, 0 nay: Board approves McCargar as Board President.

McCargar agreed to serve as Board President again, although he originally did not set out to be president he is glad it has worked as well as it has. He encouraged others to run next year.

**7.2 Election of Vice President**

Friest nominates **Brita Nelson for Board Vice President.** Dykstra seconds. 6 aye, 0 nay: Board approves Nelson as Board Vice President.

Vice President is a large time investment and a lot of hard work. Nelson accepts position. Lester notes his confidence in her.

**7.3 Election of Secretary**

Nelson nominates **Deneb Woods for Board Secretary.** Dykstra seconds. 6 aye, 0 nay: Board

approves Woods as Board Secretary.

#### ***7.4 Election of Treasurer***

Dykstra nominates **Lora Friest to continue on as Board Treasurer.** Nelson seconds. 6 aye, 0 nay: Board approves Friest as Board Treasurer.

#### ***7.5 Composition of Standing Committees***

**Board Development:** will be reevaluated in a few months.

**Member Linkage:** President appoints Dykstra, Trout and Woods to serve on this Committee. All three accept.

#### ***8. Consent Agenda - no consent agenda.***

#### ***9. Reports***

##### ***9.1 GM Report***

##### **GM Report - Financial Snapshot:**

This year is off to even better start than last year. April is up 15% and we are unique in this aspect. Most coops in the Central Corridor are declining in sales and margin.

##### **Community/Outreach/Other Store Happenings:**

Total number of members is now over 4,200.

Because sales have been high, we will be looking to fill new positions. Watch for job postings.

##### **Physical Store Update:**

We used 20% less electricity this month compared to this time last year. Average temperature last year was actually warmer. It was a good solar month and the LED retrofits helped.

##### **Marketing/Special Projects:**

Local sales were at \$85,000 this March, compared to \$72,000 the previous March.

Our meat department got an award for being the 3rd best performing meat department in the country! It is an honor and it is not the first time we've been in the top five.

The Coop has been asked to help with a project designed to offer cold storage for small local farmers interested in selling their produce regionally. Board feels we may currently be working on too many projects to help with this one, but we would like to help get the word out to other potential donors.

## ***9.2 G10 Secretary's Role***

**Motion:** Dykstra moves, Trout seconds to **Approve G10 Secretary's Role** - reported non-compliance. Motion **passed** by a vote of 6 aye, 0 nay.

Discussion:

Dykstra reported herself non-compliant because she did not certify election results last year. Also, the minutes were not submitted in line-item form and we have been summarizing the GM report in the minutes. Both of these things are contrary to the written policy. We need to discuss the policy and either change the policy or adhere to it. This item is on next month's agenda.

## ***9.3 D4***

**Motion:** Dykstra motions Trout seconds to **Approve D4**. Motion **passed** with vote of 6 aye, 0 nay.

McCargar reported compliance.

## ***9.4 L5 Financial Condition***

First Quarter is looking good. We've had better than expected sales and really good class attendance. We're \$55,000 ahead of what we budgeted for the quarter so far. If this high margin continues, we'll do some "door-busters" and discounts. We will be doing a new on-the-spot sampling program. It will give us a hit on the margin, but it should be covered in sales.

This is good timing for our new projects.

We started off with debt (including member debt) of over \$1.3 million in 2008. Current loan will be at about \$600,000 debt 7 years later. By March of next year, even more will be paid off. This gives us lending credibility and serves us well for recent and future projects.

## ***L5.6 Reporting Compliance***

**Motion:** Freist moves to approve, Nelson seconds to **Approve L5.6**. Motion **passed** with a vote of 6 aye, 0 nay

## ***9.5 Treasurer's Quarterly Report***

**Motion:** Dykstra moves to **Approve Treasurer's Quarterly Report**. Woods seconds. Motion **passes** with a vote of 6 aye, 0 nay.

Decisions about budget details will be made at next month's board meeting.

## ***10. Action Items***

### ***10.1 Board Signs annual code of conduct and ethics***

Code of Conduct and Ethics is an internal commitment for board to do a good job. Everyone signs. We send it to file at the Coop. McCargar acknowledges a financial conflict of interest as an apple vendor for store. He regularly talks to produce manager about pricing of apples. He also has a daughter who works in the store. Bollinger has a similar kind of conflict of interest with respect to being a vendor with the Co-op.

### ***10.2 Review/Agree to Archive File Duration***

There is a limited amount of space available on board website. Hensley prepared a document proposing a new archiving policy. Board has many questions it would like answered before agreeing to this policy.

**Motion:** Friest motioned to **Table Discussion until next meeting.** Woods seconded. Motion **passed** by a vote of 6 aye, 0 nay.

Nelson will get more information from Hensley and bring it to May's board meeting.

### ***10.3 Lease Proposal***

**Motion:** Friest moved to **Authorize GM and Board President to sign Lease on behalf of Coop.** Dykstra seconded. Motion **passed** 6 aye, 0 nay.

## ***11. New Business***

*none*

## ***12. Next Monitoring***

[12.1 L10 Board Logistical Support - David]

[12.2 L Global Executive Constraint - Lester]

[12.3 G4 Board Code of Conduct - McCargar and Trout]

## ***13. Next Meeting: May 27, 5:30 p.m.***

**Motion:** Dykstra moves to **adjourn regular meeting and begin executive session** Friest seconds. Motion **passed** by a vote of 6 aye, 0 nay.

## ***14. Executive Session***

## ***15. Adjourn***

***Respectfully submitted by Deneb Woods, Board Secretary.***