

**Oneota Community Co-op  
Minutes for Regular Board Meeting  
May 27, 2014 5:30 PM  
Open Decorah, 128 1/2 West Water St.**

**Board Members Present:** Steve McCargar, Deneb Woods, Mike Bollinger, Anne Dykstra, Lora Friest, Alicia Trout

**Board Members Absent:** Brita Nelson

**GM Present:** David Lester

**Co-op Staff :**

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

*1. Call to Order*

Steve McCargar called the meeting to order at 5:31 PM

*2. Board Learning - Update on Board Site and Meeting Report Compilation Process*

Summary:

Prior to the May board meeting, Nelson, Woods and Scheffert met to familiarize themselves with the board site and meeting report compilation process. Woods will compile the reports and post them on the website the Thursday before each meeting. We are using 96% of the storage space on the board's website right now. Woods will meet with Coop's IT person, Theresa, to learn what options we have for more space.

In order to comply with the Board Procedures Manual, we need to keep hard copies of executive session minutes archived. We haven't officially been doing that. **Look at storage of board records and board meeting procedures - on agenda for next time.**

*3. Member Comments:*

Member Georgie Klevar expressed concern over the archiving of minutes. She and other former board members worked hard to archive minutes in the past. She wants to make sure there are comprehensive archives of board minutes and notes that the Coop's history should be a documented history and not rely only on the memories of individuals. The board agrees and explains that this is the reason we are looking into getting more storage space on the board's website. The board thanks Klevar for the archiving work she did in the past. Klevar adds that there should be hard copies of meeting notes in notebooks at the front of the store besides a copy in a basement file. The board will look into the idea of having an external hard drive with copies of minutes as well.

Klevar was also curious what the special member meeting is about. The board says it is a real estate question. We've struggled with how much to discuss the situation. Klevar urges the board to be cautious and look hard at finances. The board thanks her for her comments.

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

*none*

#### ***5. Agenda Review***

**Motion:** Dystra moved and Friest seconded to **Approve Agenda**. Motion **passed** by a vote of 6 aye, 0 nay.

Discussion:

We do not have copies of the executive session minutes from April. Woods will bring them to the next meeting. The June agenda will include approving April's executive session minutes.

#### ***6. Approve Minutes from April***

**Motion:** Friest moved, Trout seconded to **Amend Minutes from April**. Motion **passed** by a vote of 6 aye, 0 nay.

Great minutes from Woods on her first month as Secretary. One amendment regarding the language for the board code of conduct. The minutes should be amended to read: "Bollinger has a similar kind of conflict with respect to being a vendor with the Coop"

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

#### ***8. Reports***

##### ***8.1 GM Report***

**Financial Snapshot:** April sales are up as well as May sales so far, compared to budget. We are down in staff and will be hiring soon. Will probably see a very good net income number after second quarter

**Community/Outreach/Other Store Happenings:** Membership growth is slowing. We had two really big years of growth with last year being the best ever since our reopening. This year we are focusing more on marketing.

We hosted a "Good to Great" Conference last week. Participating GMs were blown away by our community and loved our store. They gave a mini-audit of our store with notes on potential improvement. The suggested improvements were mostly aesthetic. One idea given was to use lighting to highlight particular sections of the store. The GMs consistently commented on the friendliness of the staff and the friendly vibe of the store. We've worked really hard on a simple customer service and it is working really well.

We will be hiring soon, putting us over the 50 employee mark. We especially need more people in produce and deli. We have been selling many plants from Root River Farm.

### **Physical Store Update:**

Photovoltaics are doing well. We have created about 2.4 megawatt hours. We will soon have signage in the cafe seating area with membership info, end statements, mission, and a list of good "green" things we do. The photovoltaics will be on that list.

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

Class participation is really great. We really need more space. We are excited to have author Robyn Asbell leading a class June 12 & 13.

### ***8.2 L10 Board Logistical Support***

**Motion:** Friest moved and Dykstra seconded to **Approve L10 Board Logistical Support.** Motion **passes** by a vote of 6 aye, 0 nay

Compliance reported. It was discussed, to possibly create a column or rename a column to read something like: "*GM responsibility*" or "*Shared*" or "*Board*" so that it was more clear.

### ***8.3 L Global Executive***

**Motion:** Friest moved and Dykstra seconded to **Approve L Global Executive Report.** Motion **passed** with a vote of 6 aye, 0 nay

All reports were overall compliant.

(L5.3 was reported noncompliant because of paying off debt. The NCGA "Quick and Current" knows this and is not concerned because these ratios are normal within one year of paying off debt.)

### ***8.4 G4 Board Code of Conduct***

**Motion:** Dykstra moved and Trout seconded to **Approve Monitoring Report.** Motion **passed** with a vote of 6 aye, 0 nay.

Discussion:

In G4.5.4, the language of the sub-policy is unclear. A motion was made to eliminate the last 4 words so the policy would read: "*Accepting and supporting the legitimacy and authority of Board decisions, irrespective of the director's personal position on the issue.*" Note: The board agreed that 1 reading was sufficient because this is an editorial change rather than a policy change.

**Motion:** Trout moved and Dykstra seconded to **Eliminate Last Four Words.** Motion **passed** with a vote of 6 aye, 0 nay.

## ***9. Action Items***

### ***9.1 Review/Agree To Archive File Duration***

**Motion:** Woods motioned and Bollinger seconded to **Approve Original Archiving Instructions.**

**Motion:** Bollinger motioned and Dykstra seconded to **Change Recommended Lifetime of Agendas from Two Years to One Year.** Motion **passed** with a vote of 6 aye, 0 nay.

Before he left the board, Hensley drafted a recommendation for the archival duration of board meeting documents. We now know that we are using 96% of the storage capacity on the board's website. Woods will speak to the Coop's IT person and learn what options we have for continued archiving.

Board also discussed the need for a fire-proof safe. Lester notes that it is a good year to purchase equipment. Using "cloud" (online) storage was also recommended. The board needs to take inventory of what is in the current filing cabinet and see where we need to go.

### ***9.2 Schedule Special Meeting of Members***

**Motion:** Trout moved and Woods seconded to **Table 9.2 Schedule Special Meeting of Members.** Motion **passed** with a vote of 6 aye, 0 nay

### ***9.3 Disposition of Ballots from 2014 Board Election***

**Motion:** Dykstra moved, Friest seconded to **Authorize Lester to Destroy Ballots from 2014 Board Election.** Motion **passed** 6 aye, 0 nay.

## ***10. New Business***

*none*

## ***11. Next Monitoring***

**D1 Unity of Control - Board**  
**G1 - Governing Style - Board**  
**L1 Customer Treatment - GM**  
**L4 Membership - GM**

## ***12. Next Meeting: Tuesday, June 24th, 5:30pm***

## ***13. Executive Session - Property Issues***

## ***14. Adjourn***

*Respectfully submitted by Deneb Woods, Board Secretary*