

**Oneota Community Co-op
Minutes for Regular Board Meeting
May 26, 2015 5:30 PM
Kitchen Classroom, 308 W. Water St.**

Board Members Present: Steve McCargar, Deneb Woods, Alicia Trout, Maren Beard, Carl Peterson, Brita Nelson

Board Members Absent: Mike Bollinger

GM Present: David Lester

Co-op Staff :

Member/Owners Present: Hoss Zbornik, Jeanine Scheffert (Bd Admin Asst)

1. Call to Order

Brita Nelson called the meeting to order at 5:31 p.m.

2. Board Learning - Intro to NCG

Lester gave Board an overview of NCG, National Coop Grocers, previously NCGA. NCG started as a regional cooperative grocers association with three corridors. We are in the central corridor. About nine Coops came together in 2004 to form NCGA, working to leverage coop strengths and buying power. NCG now provides programs, services and support to 143 member coops and 196 stores in 38 states. We pay an annual fee of \$4500 and receive benefits such as a purchasing contract with UNFI and promotions and marketing with coop logo.

The NCG has two major functions: Systems and Programs, which includes marketing, purchasing, strategic partners, advocacy and sustainability; and Development, which includes an advisor, centralized services, development coop, and regional business support. It is a growing organization that negotiates deals and provides education, information, marketing tools, consumer research and lobbying. We have an advisor and support and liability is shared with other members.

There is also an NCG Development Cooperative that gives seed money from bigger coops to help small coops borrow money at a reasonable rate. If coops want to survive, we need help from each other and we can't stick to being "our own little coop." In the next few years, it will be very interesting to see how coops survive in an increasingly competitive market.

Upon learning that Coop gift certificates come from the NCG and can be redeemed throughout the country, member Hoss Zbornik suggested Board makes members aware of this by publishing a map of locations the gift certificates could be redeemed. Board agreed that this information would be good to publish in the CommPost.

3. Member Comments - none

4. Disposition of Member Comments - no member comments

5. Agenda Review

Motion: Woods moved and McCargar seconded to **Approve Agenda**. Motion **passed** with a vote of 6 aye, 0 nay.

6. Approve Minutes from April

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

It was noted that the annual announcement of conflicts of interest were not recorded in the minutes but they were acknowledged aloud at the April meeting. When conflicts of interest arise throughout the year, the board member involved abstains from voting and it is noted in the meeting minutes that this is due to a conflict of interest. Next year, we may include listing specific conflicts of interest on the Board Code of Conduct.

7. Consent Agenda

7.1 L Global Executive Constraint

Motion: McCargar moved and Trout seconded to **Adopt L Global Executive Constraint**. Motion **passed** with a vote of 6 aye, 0 nay.

8. Reports

8.1 GM Report

Financial Snapshot: Sales growth has slowed, but labor is being managed really well to offset the sales we had expected.

Community/Outreach/Other Store Happenings: Membership is still good. We're signing people up at a faster rate than last year.

Physical Store Update: Gas and electric usage is lower than last year for the first time.

Marketing/Special Projects: We're focusing on classes and pricing strategies. We'll have wine and cheese events in the classroom for First Fridays.

8.2 L10 Board Logistical Support

Motion: Trout moved and Peterson seconded to **Approve L10 Board Logistical Support**. Motion **passed** with a vote of 6 aye, 0 nay.

President (Nelson) and GM will meet two weeks ahead of Board Meetings to publicize meetings in a timely fashion. A shared Agenda document will help streamline the process.

8.3 G4 Board Code of Conduct

Motion: McCargar moved and Woods seconded to **Approve G4 Board Code of Conduct**. Motion **passed** with a vote of 6 aye, 0 nay.

9. Action Items

9.1 Staffing of Standing Committees

Board has two standing committees with specific charters since 2010; the Member-Board Linkage Committee and the Board Development/Board Nomination Committee.

Member-Board Linkage is chaired by a board member and has 1-2 other board members. Member owners are asked to participate. Last year, the Member Linkage Committee focused on including member owners in the discussion about the purchase of the new building and suggested staff gifts. In years past, this committee had info tables at the Farmer's Market. This year's Member-Board Linkage Committee includes Peterson, McCargar, and Woods.

Board Development/Nomination Committee is chaired by the VP and includes at least one other board member and member owners near the time of Board Nomination process. This year's Board Development/Board Nomination Committee is chaired by Trout (VP), and includes Beard and Bollinger.

10. New Business

10.1 Board Strategic Planning - May 27, 2015 @ Kitchen Classroom 6:30 p.m. - 8:30 p.m.

10.2 Organization of Board Document Storage

Board is switching their online storage to GoogleDrive. The secretary handles the site. Trout is working on transitioning documents. Board will purchase a firesafe to keep executive session minutes secure. Keys for safety deposit box will be transferred to new President and new cards will be issued, although the safety deposit box is empty and Board has decided to eliminate it. Trout volunteered to take responsibility of Board binder at customer service desk. This binder has hard copies of all board meeting minutes for public access.

11. Next Monitoring & Other

11.1 [D1: Unity of Control - Trout]

11.2 [G1: Governing Style - Trout]

11.3 [L1: Customer Treatment - GM]

11.4 [L4: Membership - GM]

12. Next meeting: Tuesday, June 16th, 5:30 p.m.

13. Executive Session - none

14. Self-Evaluations - done via internet

16. Adjourn

Motion: Woods moved and Trout seconded to **Adjourn Meeting.** Motion **passed** with a vote of 6 aye, 0 nay.

Meeting adjourned at 7:14 p.m.