

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

**Board Members Present:** Brita Nelson, Alicia Trout, Maren Beard, Carl Peterson, Steve McCargar, Deneb Woods via phone - until switch. Scott Hawthorn, Flannery Cerbin-Bohach, Bryan Stuart

**Board Members Absent:** Mike Bollinger

**GM Present:** David Lester

**Co-op Staff :** None

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

***1. Call to Order***

Trout called the meeting to order at 5:34 p.m.

***2. Board Learning - none***

***3. Member Comments - none***

***4. Disposition of Member Comments - no member comments***

***5. Agenda Review***

**Motion:** Beard moved and McCargar seconded to **Approve Agenda**. Motion **passed** by a vote of 9 aye, 0 nay.

**Motion:** Peterson moved and Trout seconded to **Amend Agenda to add 11.1 Discuss Giving Plants**. Motion **passed** by a vote of 9 aye, 0 nay.

**Motion:** Trout moved and Beard seconded to **Amend Agenda to add 11.2 Discuss Consolidated Folder**. Motion **passed** by a vote of 9 aye, 0 nay.

**Motion:** Peterson moved and Trout seconded to **Amend Agenda to add 11.3 Update on Electronic Election Possibilities**. Motion **passed** by a vote of 9 aye, 0 nay.

***6. Approve Main Meeting Minutes from March, 2016***

**Motion:** McCargar moved and Trout seconded to **Approve Main Meeting Minutes from March**. Motion **passed** by a vote of 6 aye, 0 nay. All current ("old") board voted. Upcoming board did not vote because they were not at March meeting.

**Motion:** Trout moved and Peterson seconded to remove details and say board had a conversation about gun safety and incident that occurred in store. Motion **passed** by a vote of 9 aye, 0 nay.

***6.1 Certify Election (old board)***

**Motion:** Beard moved and Trout seconded to **Certify Election Results**. Motion **passed** by a vote of 6 aye, 0 nay. Only current ("old") board voted.

Once the election results are recorded in the minutes, Nate can destroy the election ballots.  
Results are as follows:

**Elected for a three-year term:**

Brita Nelson with 243 votes  
C. Bryan Stuart with 230 votes  
Flannery Cerbin-Bohach with 226 votes

**Elected for a one-year term:**

Scott Hawthorn with 226 votes

Old board leaves. New board thanks old board, old board thanks all. Woods is willing to work with new secretary to help transition.

Board thanks Steve for his six years of service on the board and wishes Deneb well in Hawaii.

Decision to capture election results in minutes so Nate can destroy election ballots. **Motion:** Trout. Beard seconds. 6 aye. 0 nay

Old board departs and new board thanks the old board. Woods willing to work with new secretary to help with transition.

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

**7.1 Election of Board President**

**Motion:** Trout moves and Beard seconds to **Elect Brita Nelson as Board President**. Motion **passed** by a vote of 7 aye, 0 nay

Board is excited for Brita to continue and GM likes working with her.

**7.2 Election of Vice President**

**Motion:** Beard moves and Peterson seconds to **Elect Alicia Trout as Board Vice President** . Motion **passed** by a vote of 7 aye, 0 nay

**7.3 Election of Secretary**

**Motion:** Trout moves and Peterson seconds to **Elect Maren Beard as Board Secretary**. Motion **passed** by a vote of 7 aye, 0 nay

**7.4 Election of Treasurer**

**Motion:** Trout moves and Beard seconds to **Elect Carl Peterson as Treasurer** . Motion **passed** by a vote of 7 aye, 0 nay

**7.5 Composition of Standing Committees**

Last two pages of Board Policy says board members must register for one of the two the following committees:

1. Member Linkage - Member linkage meets to talk about how to foster good communication with members, employees, board, and community.
2. Board Development (Election)

As VP, Trout will chair Board Development Policies. Additional committee members will include Beard and Hawthorn.

Peterson will chair Member Linkage and additional committee members include Cerbin-Bohach and Stuart.

Member linkage committee meets to talk about how to foster good communication with members, employees, board, and community, asking, "What can we do to make sure we get feedback and communication with membership at large?"

## **8. Consent Agenda - none**

## **9. Reports**

### **9.1 GM Report**

**Financial Snapshot:** March sales were slightly negative. This is the second month this has ever happened. April is +4.6%, so seeing rebound in last month. Cash is building compared to this time last year. Member-share equity is up. We're down 1.6% in sales. We budget around 19% of sales for wages budget. About 26% is fully loaded labor budget. We're at or mostly below that most of the year. We're down 5.5% on labor spend so there is a little bit of profit there. Fully loaded, we're -5.6%. That is not intentional; we're down in staff and trying to hire as quickly as we can. This has been going on for about 4 months and the Coop is trying to fill positions.

The risk matrix ratio is quick snapshot of financial indicators. NCG national cooperative grocers submit quarterly data. The risk matrix ratio helps us look at coops who are struggling so we can help out before things get too bad. We've been steady at 55-56 since we paid off member loans. We saw a big drop in cash, but that is good because it meant we paid off member loans. Sales are also heavily weighted and haven't been good for a year. Now we're at 60.5, which is good because some things are looking better

Central Corridor stores are always the last to see growth and lack of growth. Central Corridor is 2.9% down in sales growth.

**Community/Outreach/Other Store Happenings:** Slower member sign up this year, probably because we're short staffed and there is not a lot of marketing going into membership. Looking to do another member drive in fall, which we've never done before. We're looking for new hires in deli and front end. GM will be on register, which isn't good. People are applying for certain positions, but not deli or front end. We need people looking for a summer job. It is taxing for staff to have to cover all shifts. Managers are filling in temporarily.

**Physical Store Update:** Lester is working with Craig Mosier, Chad Bird, and Larry Grimstad to look at an electric vehicle charging station in the parking lot and a possible covered parking lot - a canopy that goes over the parking lot - with a solar array. They are trying to get city to buy into the idea and see it is a good option. Luther is also looking into having a charging spot.

**Marketing/Special Projects:** Sales in April - past week had 720 more customers than this week last year. Sales up 5% from week before. Starting to see excitement.

GM report is a monthly report of what's going on in coop. It is informational and doesn't need approval. It tells important financial numbers, keeps up to date on strategic focus areas and keeps Board informed. GM goes through report at board meetings and takes questions when needed.

## **9.2 Global Governance Commitment**

**Motion:** Peterson moved and Flannery seconded to **Approve E1: Global Governance Commitment.** Motion **passed** by a vote of 7 aye, 0 nay.

Each policy fits into four different categories. This one is summarizing how we did on all of the governance policies; each one it refers to has been done on a different month.

## **9.3 L5: Financial Condition Report**

**Motion:** Peterson moved and Beard seconded to **Approve L5: Financial Condition.** Motion **passed** by a vote of 7 aye, 0 nay.

Board set goal of 1% net income at each year - this could change in a different year, but we want store to be profitable and run efficiently. We don't want negative net income for long.

Cafe usually has a 51-52% margin. Labor is creeping up to about 32%. It was about 15%, which was too low. Leah took the margin up to 57%, which is great, and has been working with about 29% labor. We have been recognized as one of the top 10 delis in the country in regards to margin minus labor - good job, Leah.

## **10. Action Items**

### **10.1 Review Revision to Board Code of Conduct**

**Motion:** Peterson moved and Beard seconded to **Approve Board Code of Conduct Procedure.** Motion **passed** by vote of 7 aye to 0 nay.

Entire board signed Code of Conduct.

### **Known conflicts of interest:**

Beard works at Luther and collaborates with the Coop on food education events. Beard also sells meat to Co-op.

## **11. New Business**

### **11.1 Plants**

**Motion:** Trout moves and Beard seconds to **Spend up to \$6/Co-op employee on Spring Transplants.** Motion **passed** by a vote of 7 aye, 0 nay

### **11.2 Consolidated Document in Consolidated folder**

Consolidated doc was previously done with computer software. Board discussed whether to spend money on purchasing the software or instead create a new system using a consolidated folder. Board decided to try the new system creating a consolidated folder in Google Drive.

### **11.3 Update on Electronic Election Possibilities**

It costs the Co-op \$3,500 + staff and volunteer hours to do all of the ballots for an election. Peterson brought up the idea of doing it electronically instead, but last time Board looked into it, the cost of doing it electronically did not create a significant difference in cost. Peterson is looking into it again. Shortly ago, NCG did e-ballots, so Peterson checked with them and followed up with Kelly Grimm regarding their process. She said it cost \$850 and took a 1/2 day to set it all up with candidate info and membership voting info. It sounds simple and worth investigating further. Peterson and Nelson will meet in June/July with Lester and Nate to discuss further. Board would need to change bylaws if they move forward with it. Trout and Theresa (IT) will be a part of the discussion if Board decides to move forward with it.

### ***12. Next Monitoring & Other***

**12.1 [L10: Board Logistical Support - GM]**

**12.2 [L: Global Executive Constraint - GM]**

**12.3 [G4 Board Code of Conduct - Trout]**

***13. Next meeting: Tuesday, May 24 5:30 p.m.***

***14. Executive Session - none***

***15. Self-Evaluations***

***16. Adjourn***

**Motion:** Beard moved and Trout seconded to **Adjourn Meeting**. Motion **passed** with a vote of 7 aye, 0 nay.

Meeting adjourned at 7:29 p.m.