

1 Oneota Community Coop  
2 Minutes for Regular Monthly Board Meeting  
3 Tuesday, August 24, 2010  
4 Luther College Campus, Valders Hall, Room 367

5 Board Members Present: Robert Fitton, Jon Jensen, Joan Leuenberger, Lyle Luzum, Steve McCargar,  
6 Bill Pardee, and Steve Peterson  
7 GM Present: David Lester  
8 Coop member/owners present: 4

9 **1. Call to Order**

10 President Steve Peterson called the meeting to order at 5:03.

11 **2. Board Learning: Preparing for GM Compensation**

12 The board members read two documents in preparation for the learning session: *Setting a Process of*  
13 *General Manager Compensation*, which outlined the process discussed at the meeting and *Manager*  
14 *Compensation* announcing the results of a 2006 survey of compensation packages at 96 coops around the  
15 country. Under the proposed process the board starts negotiations by requesting that the GM propose a  
16 compensation package which meets criteria outlined by the board at the time of the request. The package  
17 outlines all wages and benefits for the GM, including any contingent performance pay. Board members  
18 explored their own attitudes and experience with money, compensation, and negotiations to be more able  
19 to “check their issues at the door” while we got through this process.

20 **3. Member Comments**

21 Georgie Klevar expressed hope that the ad hoc moving forward committee doesn't get the board or Coop  
22 bogged down in the past or spend time dealing with issues involving only a minority of members. The  
23 board has an important job in looking to the future and leading the Coop.

24 Birgitta Meade expressed her beliefs that members care about more than shopping and that we need to  
25 learn the lessons of 2009 in order to move forward.

26 John Klosterboer stated that moving on without admitting mistakes is noticed by members.  
27 Reconciliation, apologies, and thank yous need to happen as appropriate.

28 **4. Disposition of Member Comments**

29 The comments would be taken into consideration in agenda item 8.2. Bill Pardee volunteered to  
30 communicate the results of deliberations with any commenting member who had to leave the meeting  
31 prior to those discussions.

32 **5. Agenda Review**

33 **Motion:** Steve McCargar moved and Robert Fitton seconded to approve the proposed agenda.

34 **Amendment:** Jon Jensen and Lyle Luzum seconded to add an item at 9.3 to appoint a subcommittee  
35 to draft a Request for Proposal (RFP) on GM compensation. Amendment **passed** by a 7-0 vote.

36 Motion to approve the agenda as amended **passed** by a 7-0 vote.

37 **6. Approval of Minutes**

38 **Motion:** Bill Pardee moved and Steve McCargar seconded to approve the minutes for the July 27  
39 meeting. Motion **passed** by a vote of 6 ayes and one abstention (Lyle Luzum).

40 Pro: The minutes follow the board-approved format, which focuses on decisions made by the board  
41 and the deliberations that preceded those decisions.

42 Con: The board discussion on a non-agenda item of the appropriateness of questioning the financial  
43 statements was not summarized in the minutes.

44 **7. Consent Agenda**

45 There were no items on the consent agenda.

## 46 **8. Reports**

### 47 **8.1 GM Report**

48 Financial: July sales were up \$15,000 (5%) over July 2009, July labor was 5% lower than last year, the  
49 quick ratio is .87, and there was \$228,000 of cash at July 31.

50 Store: The HVAC system in the tunnel is now monitored with alarm notices sent to senior staff. Certain  
51 HVAC replacement parts are now on hand in the event of breakdown with more expected to be  
52 purchased.

53 Staff: All staff received performance evaluations and feedback on the process used has been positive.  
54 There will be an across-the-board staff wage increase. Staff survey results are finalized with 80% of staff  
55 participating. TJ Casper is working in the Café again.

56 Marketing/Special Projects: Customer and member surveys are now on the web and in the store for  
57 people to take by Sept. 14. The POS system is now programmed to track sales of local and regional  
58 products. The strategic planning session participants will include seven staff members and the seven  
59 board members. The Norm Smith Plaza is awaiting word on more funding. David Lester will attend the  
60 NCGA General Assembly in mid-Sept.

### 61 **8.2 Ad hoc Moving Forward Committee**

62 The committee of Jon Jensen, Steve McCargar, and Robert Fitton proposed a plan for learning from the  
63 events of the past two years while moving forward. The committee recommended a five step process of  
64 getting participation from others, identifying issues raised, reviewing policies and procedures to see  
65 where each issue could be addressed, making any necessary changes to policies or procedures to prevent  
66 problems in the future, and reporting back to the membership on actions taken. The committee stressed  
67 the importance of being positive and forward-looking, avoiding bad publicity for the Coop, and not  
68 demonizing individuals. This process won't necessarily right perceived wrongs or reach a conclusion on  
69 matters currently disputed, but it must be honest and thorough even when that's uncomfortable.

## 70 **9. Action Items**

### 71 **9.1 Board Policy G5: Board Committee Principles**

72 **Motion**: Steve McCargar moved and Bill Pardee seconded to approve Board monitoring report G5: Board  
73 Committee Principles.

74 Summary: Because there have been no reported instances of non-compliance, the board reports  
75 compliance with G5.

76 **Motion**: Jon Jensen moved and Joan Leuenberger seconded to approve the operational definition  
77 of Board Policy 5.1. Motion **passed** by a vote of 6 ayes to 1 nay (Bill Pardee)

78 Pro: The GM reports no instances of committees supervising the staff or GM.

79 **Motion to Postpone**: Steve McCargar moved and Bill Pardee seconded to postpone  
80 approval of Board Policy Monitoring Report to the September meeting. Motion **passed**  
81 by a vote of 6 ayes and 1 nay.

82 Pro: Jon Jensen was responsible for this report and he needs to leave soon. Don't  
83 want to rush the discussion.

### 84 **9.2 Posting Unapproved Minutes: Proposed revision of Board Policy G4.4**

85 **Call the Question**: Joan Leuenberger moved and Lyle Luzum seconded to call the question of whether to  
86 conduct a third reading on this proposed policy change. Motion **passed** by a vote of 6 ayes to 1  
87 abstention (Steve McCargar).

88 **Motion**: Jon Jensen moved and Steve McCargar seconded to carry this proposal forward to a third  
89 reading. Motion **failed** by a vote of 2 ayes (Jon Jensen and Steve McCargar), 4 nays, and 1 abstention  
90 (Bill Pardee).

91 Con: Steve Peterson's research of 14 other regional coops revealed that 11 of them only post  
92 approved minutes in a binder in the store. The other 3 also post their minutes on their web site,

93 although with considerable lag time. The only coop that posts unapproved minutes is New Pioneer  
94 and those minutes are circulated to board members for necessary revisions prior to posting. Posting  
95 unapproved minutes increases our liability and is against Roberts Rules of Order, under which  
96 Oneota operates.

### 97 **9.3 GM Compensation**

98 **Motion:** Bill Pardee moved and Steve McCargar second to approve a subcommittee to design an RFP to  
99 David Lester at the September board meeting. Motion **passed** by a 6-0 vote.

100 Pro: Jon Jensen left and it is already past 8:00 so this measure would get better consideration at the  
101 next meeting.

102

### 103 **10. Consideration of Items Pulled from Consent Agenda**

104 No items were pulled from the consent agenda.

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

106 • L2: Staff Treatment

107 • L3 Compensation and Benefits

108 **12. Next Meeting--**Tuesday, September 28, Room 367 Valders Hall, Luther College Campus

### 109 **13. Executive Session**

110 There was no executive session.

### 111 **14. Adjourn**

112 **Motion:** Bill Pardee moved and Steve McCargar seconded to adjourn. Motion **passed** by a 6-0 vote.

113 Meeting adjourned at 8:07.

114 Respectfully submitted,

115 Joan Leuenberger, board secretary

116 Documents reviewed:

117 *Setting a Process of General Manager Compensation* by Mark Goehring and Carolee Colter

118 *Manager Compensation* by Carolee Colter and Peg Nolan

119 Agenda

120 Minutes, July 27 regular monthly meeting

121 GM Report

122 8/20/10 Memo from the "Elephant Committee" proposing process for moving forward

123 Policy G5 Board Committee Principles Monitoring Report

124 Survey of Regional Coop Board Meeting Minute Publication Practices