

1 Oneota Community Co-op

2 Minutes for Regular Board Meeting

3 January 29,2013

4 Board Members Present: Gary Hensley, Anne Dykstra, Jon Jensen, Steve McCargar,

5 Bill Pardee and Lora Friest GM Present: Dave Lester

6 1. Call to order

7 President Bill Pardee called the meeting to order at 5:05 PM

8 2. Board Learning-Living with Uncertainty-Building an Anti-Fragile Co-0=op

9 Discussion was held on how to strengthen our coop and continue to make it anti-fragile

10 3. Member comments: none

11 4. Disposition of Member Comments: None required

12 5. Agenda Review: Motion by Hensley, Friest seconded to approve the agenda as amended.

13 Motion passed unanimously. Motion by Jensen, McCargar seconded to move the approval
14 of minutes out of the consent agenda. Motion passed unanimously.

15 6. Consent Agenda: Motion by Pardee, McCargar seconded to approve the consent agenda as
16 amended. Motion passed unanimously.

17 6.2 Recommended Candidates for March Election

18 6.3 G2 Board Job Description Monitoring Report

19 6.4 L8 Communication and Counsel to the Board

20 6.5 Board Treasurer final report for 2012

21 Approval of Minutes: McCargar moved, Jensen seconded to approve the minutes as presented. Motion
22 passed unanimously. It was suggested to have minutes included more information.

23 7. Reports:

24 7.1 GM Reported on: Financial Snapshot, NCGA/Central Corridor Info, Store Happenings,
25 Community/Outreach, Physical Store update, staff updates and Marketing/special projects.

26 8. Action Items:

27 8.1 Pardee moved:

28 **Resolved:**

29 The Coop will pay a dividend of 6% on preferred shares for the year 2012. The timing of the payments is
30 left to the discretion of the GM and staff with professional advice.

31 Hensley seconded the motion.

32 Pardee explained in favor of the motion:

33 **Background**

34 A dividend of 6%, the amount recommended by the GM with the advice of the financial
35 manager, will cost the Coop \$4,035.

36 Hacker & Nelson informs us that such a dividend would be subtracted from retained earnings; it
37 is NOT an expense. Though the taxes are not final, this amounts to only about 10% of the value
38 ADDED to retained earnings from sales in 2012.

39 **Reasons**

40 The store has prospered during the last three years. This has been made possible by hard work of the
41 GM and staff, by the patronage of our members, and by the loans and preferred share purchases that
42 funded the expansion. The staff has received raises and bonuses. The member loans and the bank loans
43 will be repaid with substantial interest. The holders of preferred shares, unlike lenders, have not
44 received either repayment or dividends. Paying a dividend communicates our financial strength and our
45 trustworthiness to the community, and it shares our prosperity with some of the people who made it
46 possible. I wish we could also share it with the member-owners who patronized the store, but technical
47 obstacles block payment of a patronage dividend this year.

48 The General Manager said he had just learned that he needs more information from the accountants
49 about the details of timing such a payment. The Coop will need W-9 signed by a share holder before a
50 dividend would be paid. Friest moved, Hensley 2nded to postpone motion. Passed unanimously.

51 9. Executive Session: Hensley moved, Jensen seconded to move into Executive Session. Passed
52 unanimously.

53 Hensley moved, McCargar seconded to move out of executive session. Passed unanimously.

54 10. February Monitoring:

55 D2 Global Governance Management Connection

56 L9 GM Succession

57 L5 Financial condition

58 11. Next meeting: February 26, 2013

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60 Hensley moved, Dykstra seconded to adjourn. Passed unanimously.

61 Respectfully Submitted,

62 Anne Dykstra

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