

**Oneota Community Co-op  
Minutes for Regular Board Meeting  
February 26, 2013 5:00 PM  
Luther College Campus, Valders Hall, Room 367**

1 **Board Members Present:** Gary Hensley, Jon Jensen, Bill Pardee, Lora Friest  
2 **Board members Absent:** Anne Dykstra, Steve McCargar,  
3 **GM Present:** David Lester  
4 **Co-op Staff, Member/Owners Present:** Lynda Sutherland (Bd Admin Asst)

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6 **1. Call to Order**

7 President Pardee called the meeting to order at 5:07 PM

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9 **2. Board Learning - NCGA Survey on our expectations for the future**

10 Summary: The Board worked with Dave Lester to answer eleven questions that  
11 will help the NCGA to focus their efforts in the future. Dave and a board  
12 representative will be traveling to St. Paul, MN on April 14, 2013 to discuss the  
13 results of our Survey with other Co-Ops. The questions were focused on growth,  
14 the benefits of growth, assessing our readiness to grow, and our current strengths  
15 and weaknesses as a Co-Op.

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17 **3. Member Comments:**

18 None

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

21 No disposition required - No comments

22  
23 **5. Agenda Review - opportunity to remove items from consent agenda**

24 L9 and L5 along with the minutes were removed from the consent agenda so they could  
25 be discussed in detail (L5 and L9), and/or revised (minutes).

26 **Motion:** Friest moved and Hensley seconded to approve the agenda as amended. Motion  
27 passed by a vote of 4 aye, 0 nay.

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29 **6. Consent Agenda**

30 **Motion:** Friest moved and Hensley seconded to approve the consent agenda as presented.  
31 Motion passed by a vote of 4 aye, 0 nay.

32 **6.1 Approval of Minutes Postponed for corrections.**

33 **Motion:** Motion to include the electronic voting results in the minutes. Friest moved and  
34 Pardee seconded. Motion passed by a vote of 4 aye, 0 nay.

35 **6.2 L9 GM Succession Monitoring Report**

36 **Motion:** Motion to approve the L9 GM Succession Monitoring Report. Jensen moved  
37 and Hensley seconded. Motion passed unanimously.

38 **Summary:** Great Job by Dave Lester and his staff on succession planning. Only area to  
39 work on for this year is getting another staff member up to speed on presenting the L5  
40 report.

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42 **6.3 L5 Financial Condition Monitoring Report**

43 **Motion:** Motion to approve the L5 Financial Condition –Friest moved and Jensen  
44 seconded; Motion pass unanimously:

45 **Summary:** Reports shows Sales at a record \$4.15M for fiscal year 2013. Gross Profit of  
46 \$1.6M and net income at \$67k were also notable results. Budget management, taking into  
47 account that sales growth was at 10.7% vs. a budget of 5%, resulting in higher employee  
48 hours, was within 1% of budget plan. This is an excellent result for Dave, the  
49 management team, and the entire staff!

50

51 **6.4 D2 Global Governance Management Connection Monitoring Report.**

52 **Summary:** This report was part of the consent agenda, and passed as part of approval of  
53 the consent agenda. There was no discussion.

54

55 **7. Reports**

56 **7.1 GM Report**

57 **Financial Snapshot** For the month of January 2013, sales were up \$30k or 10.4%  
58 compared to 2012. So we are off to a great start in the first month! All other  
59 financial indicators are either on or above targets. Our current cash balance is  
60 \$289K in Savings #3. Current Asset we are \$361K. In 2012 we signed up 319  
61 new members! Local sales in 2012 were 20.5%.

62

63 **NCGA/Central Corridor Info:** NCGA is planning a one-day event with GMs  
64 and their Board President or rep. at the spring meeting April 14<sup>th</sup>.

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67 **Store Happenings:** Class participation is trending up in January.

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69 **Community/Outreach/Other Store Happenings:** ACT in Iowa City is  
70 interested in doing a similar program as the Rockwell Collins employee food  
71 share program. The program will feature northeast Iowa produced goods.

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73 **Physical Store Update:** Electricity usage is up about 7% compared to last year.  
74 Gas is up 44%, but this is only an increase of \$200 on our actual bill over last  
75 year.

76

77 **Staff Updates:** Kate Scott is the new Assistant Produce Manager. Kate takes over  
78 the position that was held by Sara Hunter.

79

80 **Marketing/Special Projects:** March 4-15 will be our 2013 Member drive.

81

82 **8. Action Items**

83 **8.1 Motion to update Role Description of Administrative Assistant**

84 **Motion:** Friest moved and Jensen seconded to approve changes to the Administrative  
85 Assistant roles. Full Procedure as approved is in an appendix to these minutes.

86 Motion passed by a vote of 4 aye, 0 nay.

87            Summary: The position was revised to add more responsibilities in the area of  
88 computer skills and expectations for report generation. In addition, the job will include  
89 updating the Web Site and getting consolidated reports posted prior to board meetings.  
90

91            **8.2 Recommended Administrative Assistant**

92            Summary: At present we have no candidates. Dave Lester and his staff will work  
93 to get some more candidates identified.  
94

95            **8.4 Meeting Evaluation forms**

96            **Summary: Forms were handed out, and data was collected.**  
97

98            **9. Executive Session (White Paper)**

99            **Motion: Hensley moved and Friest seconded to move into executive session.**

100           **Motion: Friest moved and Hensley seconded to return to the regular meeting.**  
101

102           **10. March Monitoring Responsibilities**

103           E1: Ends Report

104           G7: Board President's Role

105           G8: Board Vice-President's Role

106           G9: Board Treasurer's Role

107           G10: Board Secretary's Role  
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109           **11. Next Meeting**

110           **Next meeting Tuesday, March 26, 2013**

111           Self-evaluation forms were completed for this meeting.  
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113           **12. Adjourn**

114           **Motion: Friest moved and Hensley seconded to adjourn the meeting. Motion passed by**  
115 **a vote of 4 aye, 0 nay.**

116           Meeting adjourned at 6:42 PM  
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118           **Documents Reviewed for this meeting:**

- 119           ○ NCGA Spring meeting background and survey
- 120           ○ D2 Monitoring Report 2.2013
- 121           ○ Coop Board January minutes 2.2013
- 122           ○ GM Report
- 123           ○ Quarterly margins 2012
- 124           ○ Condensed Profit and Loss December 2012 YTD Comparison
- 125           ○ Condensed Profit and Loss 2012 Q4 Comparison
- 126           ○ Condensed 2012 December YTD Budget vs. Actual
- 127           ○ Balance Sheet December 2012 YTD Comparisons
- 128           ○ 2012 Board Tax Reporting
- 129           ○ No Real estate 2.2013
- 130           ○ L9 GM Succession
- 131           ○ L5 Financial Conditions  
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133 **Appendix: Administrative assistant procedure**

134 **PROCEDURE: BOARD ADMINISTRATIVE ASSISTANT ROLE**

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136 Proposed: February 2013, as replacement for “Board Meeting Notetaker Role”

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138 REVISED:

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140 HISTORY/RATIONALE: As had been the practice for years, in order to expedite the taking of minutes at  
141 board

142 meetings, the board typically engaged a notetaker to assist the Secretary. This person was a volunteer who  
143 received the standard volunteer store discount. As finances improved to the point that a larger board-  
144 assistance role could be justified, and as an outgrowth of the note-taker role, a Board Administrative  
145 Assistant role was established. The primary reasons for this expanded role are 1) to provide consistency of  
146 minute-taking and board record-keeping as board secretaries and other officers change and 2) to relieve the  
147 board officers of increasingly complex and technical record-keeping and web-site maintenance  
148 requirements. While still responsible for the defined duties of board officers, this new role makes the  
149 various roles of board officers feasible for more board members without special technical skills or interests.

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152 The board may retain the services of a Board Administrative Assistant to assist with board minutes and  
153 other board record-keeping responsibilities.

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155 The Board Administrative Assistant:

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- Provides clerical assistance to the President, Vice President, Secretary, and Treasurer in the following areas:
  - Note taking at official Board and/or Member meetings
  - Production and distribution of draft minutes of meetings in a manner determined by the Board
  - Production of official minutes of meetings following approval
  - Archiving of official minutes and records of the Board in the designated manner
  - Maintaining the board web sharing site and maintenance of content, and access to the site as board members change
  - Acting as the primary Board liason with the Co-op's management for the Board's section of the Co-op's official web site and store-based information displays
  - Acting as a “clearinghouse” for Board internal communication, record and document collection and distribution
  - Assisting the Vice President with its policy monitoring report compilation role
  - Working with the Secretary to assure that the Board's confidential/executive session records are maintained in accordance with the Board's record retention and destruction responsibilities as defined in the **STORAGE OF BOARD RECORDS** procedure.
  - Assisting the Secretary to maintain Articles of Incorporation, Board Policies, and Board Procedures as they are updated
  - Assisting the Treasurer with its Board-budget information gathering and reporting role
  - Other clerical duties as assigned in support of the Board officers' duties
  - Composes, revises and edits a variety of routine to moderately difficult correspondence, reports, and informational materials; from rough notes, drafts, dictation, or brief oral instructions, types, formats, edits, revises, proofreads, prints reports, correspondence, memoranda, contracts, agreements, technical charts, tables and other specialized materials and post reports on Board Web Site.
  - As assigned, designs, develops and/or maintains specialized databases using standard spreadsheet software, or utilizes software systems and programs that currently exist on the Board Web Site.
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- Shall report to the Board President who may delegate various supervisory responsibilities to the Board Vice President, Secretary, or Treasurer. The President, however, shall hold final authority

OCC Board Minutes February 26, 2013

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for supervision and evaluation.

- Shall be paid monthly. Such costs shall be considered a part of the Board's budget.
- Shall not disclose information under discussion by the Board except to the extent that such information is available to the general membership through approved Board minutes and/or quarterly and annual financial documents.
- Does not report to the General Manager and has no store operational role within the Co-op.
- Fills the position at the sole discretion of the Board


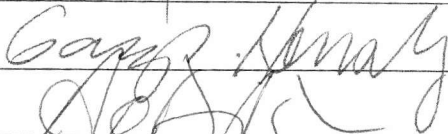

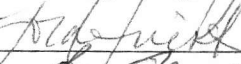
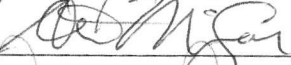
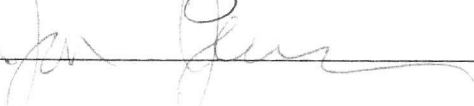
The Board President and Secretary shall act as the hiring and evaluation committee and will bring to the Board their recommendations for hiring, terms of the stipend, and termination.

Evaluation shall occur on an annual basis, or more frequently if conditions warrant.

# Votes on Preferred Share Dividend:

Motion Jan 30 to vote by email:

**Are you willing to vote on this [preferred share dividend] by email?**  
 (Technically, this is a vote to "suspend the rules" to vote on the motion we voted to postpone last night.)


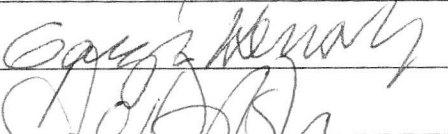

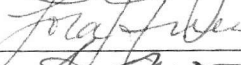

Member	Vote	Signature
William Pardee	Yes	
Gary Hensley	Yes	
Anne Dykstra	Yes	
Lora Friest	Yes	
Steve MacCargar	Yes	
Jon Jensen	Did not vote	

Motion carried 5-0

Motion Feb 5 to declare a dividend on preferred shares:

**Resolved:**

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

Member	Vote	Signature
William Pardee	Aye	
Gary Hensley	Aye	
Anne Dykstra	Aye	
Lora Friest	Aye	
Steve MacCargar	Aye	
Jon Jensen	Aye	