

Oneota Community Coop Board Regular Meeting Minutes  
March 26, 2013

1 Luther College Campus, Valders Hall, Room 367

2 **Board Members Present:**

3 Gary Hensley, Anne Dykstra, Jon Jensen, Steve McCargar, Bill Pardee, Lora Friest

4 **GM Present:**

5 David Lester

6 **Coop Staff, Member/Owners present:**

7 Lynda Sutherland (Bd Admin Asst), Kate Haller, Deneb Wood

8 **1. Call to Order:**

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

10 **2. Board Learning:**

11 None

12 **3. Member Comments:**

13 None

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

15 none required, no comments

16 **5. Agenda Review:**

17 Motion: McCargar moved, Hensley seconded to approve the agenda as modified.

18 President Pardee removed items 6.2 and 6.6 from the consent agenda.

19 McCargar moved, Jensen seconded to approve the consent agenda with items 6.2 and 6.6  
20 removed. Motion passed by a vote 6 aye, 0 nay.

21 **6. Consent Agenda**

22 6.1 Approval of January Minutes

23 6.2 Approval of February Minutes

24 6.3 G7 Board President's Role

25 6.4 G8 Board Vice President's Role

26 6.5 G9 Board Treasurer's Role

27 6.6 G10 Board Secretary's Role

28 **7. Reports :**

29 GM Report

30 **8. Action Items**

31 **8.1 Ends Report**

32 Motion: Hensley moved Friest seconded to approve the Ends Report.

33 Motion passed. Aye 6 Nay 0

34 Pros: Like the discussion about sustainable; needs to be defined, though difficult, so  
35 that people can use that when choosing products; definition is being worked on now.  
36 Making good progress on education the community; education staff members  
37 multiplies those efforts. We are getting new members from outlying communities,  
38 due to outreach.

39 **8.2 Motion to Update Minutes Procedure.**

40 Motion: Pardee moved and Friest seconded to adopt 3/26/2013 OCC Board Resolution on Public  
41 Meeting Minutes. Motion passed 6 aye, 0 nay.

42 **3/26/2013OCC Board Resolution On Public Meeting Minutes**

43 **Resolved:**

44 **The existing Board Meeting Minutes Procedure (April 2010) will be replaced by:**

45 **Public Meeting Minutes:**

46 **A. Required Content**

- 47 1. Heading with the type of meeting, coop name, date, time meeting came to order, and the  
48 location of the meeting.
- 49 2. Attendees
- 50 3. A record of the Board's acceptance of the previous meeting's minutes
- 51 4. All decisions made by the Board with:
- 52 a. The full, specific wording of the motion, especially for long motions like this one
- 53 b. The name of the board member proposing, and, if a second is needed, the name of the  
54 member seconding the motion
- 55 c. The names of those voting "Aye," those voting "Nay," and those who abstained or  
56 recused themselves.
- 57 5. Results of officer elections
- 58 6. The time of adjournment

59 **B. Desirable Content**

- 60 1. The agenda
- 61 2. Summary of arguments pro and con on major motions (e.g., not on purely procedural motions,  
62 such as to adjourn)
- 63 3. Brief statement of the subject of Board Learning, if any.

64 **C. Format Desired**

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65 For clarity in reading, discussion, and re-location of important decisions the minutes will be  
66 formatted with:

- 67 1. Line numbers
- 68 2. Paragraph separations for motions and arguments for and against motions
- 69 3. Selective use of headings and typeface to make rapid identification easy
- 70 4. Use of the full name of a policy or sub-policy where applicable, "D2-Accountability of the  
71 General Manager," not just "D2."
- 72 5. Identification of the document (e.g., "OCC Board Minutes March 26, 2013") in the header.
- 73 6. Pagination in the footer (e.g., "p1 of 3")

74 **D. Items Excluded from the Minutes**

- 75 1. Personal comments or interpretations or opinions
- 76 2. Identification of board members' comments by name
- 77 3. Confidential information
- 78 4. Summaries of reports, especially the GM report.

79 **E. End**

80 Pros: This more clearly lays out the content of the minutes which may serve to diminish any  
81 contentiousness. This will completely replace the old policy. Any serious discussion should be  
82 noted, if there is significant debate on an issue. For a complex issue the chair should  
83 summarize. The secretary can ask for clarity as we discuss. Secretary and assistant should also  
84 be free to email after the fact for clarity.

85 Cons: It may be difficult for the secretary to keep up with the discussion as well as  
86 participate.

87 Motion: Pardee moved, Friest seconded to amend the February minutes to include the new  
88 description of the Administrative Assistant role that was approved in the February minutes.

89 Motion passed unanimously.

90 Motion: McCargar Moved, Jensen seconded to approve the February minutes as amended.

91 Motion passed. Aye 4: Jensen, Hensley, Pardee and Friest; Abstain: Dykstra, McCargar (absent  
92 in February), Nay 0

93 Motion: Firest moved, Jensen seconded to approve the G10 Secretary's Role Report. Motion  
94 failed Aye 0, Nay 6.

95 Cons: Recent secretaries have not been following the duties of the old guidelines. We have  
96 been non-compliant on archiving minutes and updating policies and procedures. G10.2  
97 Certification of elections to be certified by Secretary was non-compliant also in 2012.

98 **8.3 Motion to approve Contract for Strategic Priority Project**

99 Motion was made by the ad hoc committee on strategic planning(no second needed). Motion  
100 passed. Aye 6, Nay 0.

101 Pros: A skillful facilitator can be invaluable. This facilitator seems very well qualified to  
102 deal with. potentially difficult situations. This is not strategic planning; it is mission, vision, and  
103 strategic priorities. The board needs to decide what is important at this point so that we can be  
104 prepared to be resilient, and even thrive when the unexpected happens. The Board could use  
105 some help to avoid getting bogged down. We face some very thought provoking issues which a  
106 facilitator can help with the process. We have a big turnover in Board members coming up.  
107 Identifying a vision and a mission are very important for setting the big picture priorities.

108 Cons: It's a lot of money; is this a wise use of the Coop's money to hire an outside  
109 consultant? Question over whether it is important to use an outside facilitator in the strategic  
110 planning process; perhaps strategic planning is not the highest priority at this time, since there  
111 are too many factors outside of our control. Question the timing. Questions about whether it is  
112 worth the money to hire an outside facilitator for all the sessions; perhaps some of the learning  
113 could be facilitated by one of the board members.

114 **8.4 Evaluation Forms were completed.**

115 **9. Executive Session.**

116 Motion: Dykstra moved, Friest seconded to go into executive session. Motion passed. Aye 6,  
117 nay 0. Motion: McCargar moved, Jensen seconded to move out of executive session. Motion  
118 passed. Aye 6, Nay 0

119 Motion: Hensley moved, Friest seconded to hire Katherine Haller as the Board Administrative  
120 Secretary.

121 Motion passed. Aye 6, Nay 0. Discussion: Quarterly statement of hours worked to be reported  
122 to the secretary . Should have 3 month review.

123 **10. April Monitoring:**

124 L5: Financial Condition monitoring report: Lester

125 G: Global Governance Commitment: Dykstra

126 **11. Next Meeting Tuesday, April 23, 2013**

127 Motion to adjourn. McCargar moved, Hensley seconded. Motion passed. Aye 6, nay 0.

128 Adjourned at 6:30 PM

129 Respectfully submitted,

130 Anne Dykstra