

**Oneota Community Co-op**  
**Minutes for Regular Board Meeting**  
October 25, 2022  
5:30 PM  
First Lutheran Church Fireside Room

**Board Members Present:** Scott Timm, Hannah Breckbill, Bill Iverson, Bailey Lutz, Aaron Detter, Scott Hawthorn via phone

**Board Members Absent:** Detra Dettmann

**GM Present:** Nate Furler

**Co-op Staff :** Nikki Sanness, Mercedes Martin, Phil Jahnke-Sauer, Gretchen Schempp

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

**1. Call to Order**

Timm called the meeting to order at 5:31 p.m.

**2. Agenda Approval**

**Motion by Breckbill to approve the agenda.** Second by Lutz. All ayes, motion carried.

**3. Board Learning - D4 Monitoring GM Performance Report**

During Executive Session, Board will go over GM review and give general feedback. The official review where compliance is reported on happens in December. Today is also the time note any revisions in contract so there is sufficient time to discuss before December's official review.

**4. Member Comments**

None

**5. Disposition of Member Comments**

No member comments

**6. Consent Agenda**

None

**7. Minutes Review and Approval**

**Motion by Iverson to approve the September 2022 Minutes.** Second by Detter. All ayes, motion carried. **Motion by Breckbill to approve the September 2022 Executive Session Minutes.** Second by Lutz. All ayes, motion carried.

**8. Policy Monitoring**

**8.1 G6: Governance Investment**

**Motion by Breckbill to approve G6: Governance Investment.** Second by Lutz. All ayes, motion carried. Board will do a member survey in near future and continue to review board policies during the Board Learning section of board meetings.

## **8.2 L5: Financial Conditions (Quarterly Report)**

Sanness reported noncompliance on L5.1 Sales and L5.2 Net Income. We were unable to increase our sales by the 2.64% budgeted and missed margins on the last quarter that were not expected, leaving a large negative net income. However, are not in a dire place. Quarter 4 is usually the strongest quarter and hoping to make up the gap significantly. All other financial ratios, cash flow, and cash reserve look good and reporting compliance.

## **8.3 GM Self Evaluation**

**Motion by Iverson to table GM Self Evaluation.** Second by Lutz. All ayes, motion carried.

## **9. Other Board Business**

### **9.1 GM Report**

Were nearly 1% below budget at \$3.684 million in sales. Checking, cash, and labor are strong. Q4 is usually best quarter so hopeful to catch up in sales to some degree. Continue to adjust wages and discuss benefits for employees. Operations Manager, Nicole is leaving after 7 years of service. Still have fewer staff than needed. Sanness and Furler receiving HR training. Holiday products beginning to arrive. This year supply issues prevent Larry Schultz organic turkeys for Thanksgiving. Working on alternatives. Will be replacing the building perimeter holiday lights. Also getting an estimate for a new front gutter to decrease ice hazard on the sidewalk.

### **9.2 Treasurer Quarterly Report (through September)**

**Motion by Breckbill to approve Treasurer Quarterly Report.** Second by Iverson. All ayes, motion carried. Board budget hasn't changed in the past two year, but spending has. Spending changes include increased spending on staff appreciation and holiday gifts and a lack of utilizing the board training budget. Treasurer will work to match the budget to anticipated expenses for the upcoming year.

### **9.3 Treasurer presents draft board budget**

Iverson will work to firm up the board budget and present it to the board. G6 says it should be 0.5-1% of the store budget.

### **9.4 Nominations Report**

Board Nominations Committee includes Hawthorn, Timm, and Iverson, as well as member-owner Michelle Barness. Committee has not yet received any applications. Marketing is putting together a publicity package. Board discussed moving to a digital-only voting process for 2024, using this coming year to alert membership to the potential change. Breckbill will run again. Hawthorn not yet announced whether running again. Voting begins March 1, 2023.

### **9.5 Holiday Gifts for Staff**

**Motion by Iverson to approve up to \$4000 to be divided equally amongst Co-op staff as a holiday gift.** Second by Detter. All ayes, motion carried.

## **10. New Business**

### **10.1 Board Skills Matrix**

Board is working on a skills matrix to identify important skills to have on the board. As a governing body overseeing a \$5 million dollar store, important to have diversely skilled board members. First step in this process is for the board to identify which skills are important to have on the board. Second step is to identify which of these skills currently exist, which need to be nurtured, and which currently represent gaps in the board's skillset; indicating a need to fill the skillset with future board members.

Some of the commonly agreed upon most-important skills include committee experience and teamwork. Board discussed the idea that this is necessary to have on the board, but also something the board would like to be able to nurture and mentor with new or younger board members. Board also discussed whether the current board is the right size and pointed out that there are advantages of a bigger board, including having the capacity to do more things.

## **11. November Meeting - November 29, 5:30, First Lutheran Church Fireside Room**

### **11.1 Policy Monitoring**

- D4: Monitoring GM Performance - Timm
- L7: Asset Protection - GM
- Executive Session – update and revise GM Employment Agreement
- L2: Staff Treatment - GM
- L3: Compensation & Benefits - GM
- GM Self Evaluation - GM

### **11.2 Other Business**

- Nominations Report - Hawthorn
- Discuss Board Budget for Upcoming Year - Iverson
- Discuss next year's board learning plan (What do we want to tell the members we have accomplished next year?) - Dettmann

## **12. Executive Session**

**Motion by Detter to adjourn regular meeting to enter Executive Session.** Second by Breckbill. All ayes, motion carried. Regular meeting adjourned at 7:12 p.m.

## **13. Adjourn**

**Motion by Hawthorn to adjourn meeting.** Second by Detter. All ayes, motion carried. Meeting adjourned at 7:36 p.m.