

Oneota Community Co-op
Minutes for Regular Board Meeting
January 24, 2023
5:30 PM
First Lutheran Church Fireside Room

Board Members Present: Scott Timm, Bailey Lutz, Aaron Detter, Detra Dettmann, Scott Hawthorn, Hannah Breckbill via phone

Board Members Absent: Bill Iverson

GM Present: Nate Furler

Co-op Staff : Niki Sanness

Member/Owners Present: Jeanine Scheffert (Board Admin Assistant), Peter Hibbard Sanders (Board Member Candidate)

1. Call to Order

Timm called the meeting to order at 5:30 p.m.

2. Agenda Approval

Motion by Lutz to approve agenda with the amendment of tabling item 9.2.1 Board Budget. Second by Detter. All ayes, motion carried.

3. Board Learning - D: Global Governance - Management Connection

Board discussed next month monitoring report D: Global Governance. The report clarifies the board's role in managing the GM and only the GM. As part of this report the board checks in with GM to make sure the Board is in compliance.

4. Member Comments

Peter Hibbard Sanders is a board candidate who introduced himself to the board. He comes to Decorah with past experience in nonprofit work including bicycle advocacy, Montessori-based school, and past experience on an organic food farm.

5. Disposition of Member Comments

None

6. Consent Agenda

None

7. Minutes Review and Approval

Motion by Lutz to approve the December 2022 Regular Minutes. Second by Dettmann. All ayes, motion carried. **Motion by Lutz to approve the December 2022 Executive Session Minutes.** Second by Hawthorn. All ayes, motion carried.

8. Policy Monitoring

8.1 G2: Board Job Description

Compliance reported by Detter although there are differences to what is in this policy and what was available to us during the pandemic. Differences include: Scoop no longer printed, haven't done a survey, and member engagement was affected by pandemic. Board has done well with current reality including bringing Co-op potlucks back. Board will refocus on board development this coming year.

Motion by Lutz to approve G2 report. Second by Dettmann. All ayes, motion carried.

8.2 L8 Communication and Counsel to the Board

The L8 mandates what information the GM provides to board, ensuring board is kept abreast of all important store happenings. It also mandates that GM reports and explains noncompliance on any policies in the event benchmarks aren't met. Furler reported compliance.

9. Other Board Business

9.1 GM Report

Furler reported the store broke the \$5 million mark in 2022 with good sales in the last quarter. The store was 3% below budget for the year overall. Cash on hand, checking, and savings are all doing well. Sales per labor hour still very good. Biggest downfall in 2022 was not meeting margin due in large part to dramatically increasing cost of goods sold and not adjust pricing quickly enough. Now have protocols in place to keep a closer eye on inventory costs, including assigning a weekly review of a price file from the biggest distributor. Winneshiek County Conservation is planning an Earth Day event at the fairgrounds, so we are stepping back and hoping to participate in their event rather than have our own. Look forward to planning a larger Earth Day celebration in 2024 for the Co-op's 50th anniversary. Hired a prepared foods manager who was the former assistant prepared foods manager. Staff benefits kicked in January 1. This is a \$30k investment which management is very glad to be able to offer. Furler and leadership team are discussing the future of some of the deli equipment.

9.2 Year End Board Treasurer Report (through December previous year)

Motion by Dettmann to approve Year End Board Treasurer Report . Second by Detter. All ayes, motion carried.

9.2.1 Approve Board Budget

Tabled until February

9.2.2 2023 Board Calendar

Motion by Hawthorn to approve board calendar with board development opportunities. Second by Lutz. All ayes, motion carried. Board members have signed up to participate in board development trainings for the coming year and will share what they learned at the following board meeting.

9.3 Proposed 2023 Budget

Furler shared the preliminary 2023 store budget. Board will vote on the budget as part of the L6 at the February meeting.

9.4 Board education plan

Was discussed in agenda item 9.2.2 Board Calendar

9.5 Assessment of annual member payments

Furler reported 3,374 member owners in good standing at this time. All member owners in good standing will be able to vote in the upcoming board election. There are several member owners who have either email or street addresses on file but not both. As of today, there are 3,159 electors the Co-op will be able to send communications to including 1,862 by email and 3,005 by mail. If a member owner has both on file they will receive both forms of communication. These numbers will be updated weekly and every member in good standing at the time of election will receive election communication.

9.6 Upcoming board election

Board will use Simply Voting to oversee the upcoming board member election. Although this is a cost to the board it will be the most inclusive way to manage the election.

9.6.1 Survey results regarding online-only election

Board reviewed comments about a survey that gathered input on possibility of online-only election. There was support and some concerns expressed. Though the board planned to have in-store voting available to those without email, some respondents expressed concerns thinking there would be no other option aside from electronic voting.

9.6.2 Election options

Board discussed sending out in-house designed election notices or using Simply Voting. Simply Voting costs more but provides a way for non-virtual voting, making it more inclusive.

9.6.3 Annual Meeting Date (April 2023)

Motion by Lutz to set Annual Meeting for Thursday, April 20 at 6:00 p.m. Second by Hawthorn. All ayes, motion carried.

9.6.4 Annual meeting location

Furler and staff will look into accessible meeting location options.

9.6.5 Candidate nominations for election

Nominations Committee submitted names of five board candidates. **Motion by Detter to approve slate of five candidates.** Second by Lutz. All ayes, motion carried.

9.6.6 Board Candidate Statements

Confirmed all five board candidates have submitted statements.

9.6.7 Deadline for Board Candidate Statements to be published

It was noted other people could still run by petition until February 10, therefore candidate statements will not be published until after that date.

9.6.8 Board Candidate Meet and Greet

Motion by Lutz to hold Board Meet and Greet Monday, February 13 at 5:00 p.m. Second by Dettmann. All ayes, motion carried. There will be cake and an opportunity to answer questions from member owners.

9.7 Audit/Financial Review Update

Was covered in Agenda Item 9.1 GM Report

9.8 Bank Account Updates

Motion by Hawthorn to update names on bank accounts at Viking State Bank savings account removing David Lester and Debbie Reiling and adding Nate Furler and Niki Sanness. Second by Lutz. All ayes, motion carried.

10. New Business

GM Furler signed an updated two-year contract.

11. February Meeting: February 28, 5:30, Fireside Room at First Lutheran

11.1 Policy Monitoring

- a. D: Global Governance - Management Connection - Timm
- b. L9: GM Succession - GM
- c. L6: Budgeting & Financial Planning (includes business plan) - GM/Sanness
- d. L5: Financial Conditions (Quarterly Report, End of Year Financials) - GM/Sanness
- e. Board Budget - Iverson

11.2 Other Business

- a. Board Member Linkage Committee presents plan for year
- b. Reminder ballots sent out with candidate statements (Election held March 1 – 31) - Hawthorn
- c. Audit/Financial Review Update - GM

12. Executive Session

None

13. Adjourn

Motion by Hawthorn to adjourn meeting. Second by Dettmann. All ayes, motion carried. Meeting adjourned at 7:13 p.m.