

**Oneota Community Co-op  
Minutes for Regular Board Meeting**

April 25, 2023

5:30 PM

First Lutheran Church Fireside Room

**Board Members Present:** Scott Timm, Bailey Lutz, Aaron Detter, Hannah Breckbill, Bill Iverson, Brennan Allsworth, Detra Dettmann; Scott Hawthorn until 5:54 p.m. after 9.1  
Recognition of Outgoing Board Members

**Board Members Absent:** None

**GM Present:** Nate Furler

**Co-op Staff :** Niki Sanness

**Member/Owners Present:** Jeanine Scheffert (Board Administrative Assistant)

**Call to Order**

Timm called the meeting to order at 5:33 p.m.

**Agenda Review and Approval**

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

**Board Learning - G4: Code of Conduct**

Board reviewed what the Conde of Conduct policy. Iverson will report on G4: Code of Conduct at the May meeting.

**Minutes Review and Approval**

**Motion by Hawthorn to approve the March 2023 Special Meeting Minutes.** Second by Breckbill. All ayes, motion carried.

**Motion by Detter to approve the March 2023 Regular Board Meeting Minutes.** Second by Iverson. All ayes, motion carried.

**Policy Monitoring**

**Global Governance Commitment**

**Motion by Breckbill to approve Global Governance Commitment report.** Second by Lutz. All ayes, motion carried.

**L5 Financial Condition (Quarterly Report)**

Sanness reports compliance on all but L5.2: allowing operations to generate inadequate net income according to benchmarks. Although we report noncompliance according to NCG benchmarks, we are doing better than budgeted and satisfied where we are. Quarter 1 is always budgeted to be the slowest, so to see this growth now is encouraging for the rest of the year. We remain steady with financial ratios and in a great position. We have normalized our Joint Liability Fund with NCG, which indicates we are doing well, and transfers assets that were tied to this fund back to cash, making these funds unrestricted. This gives us the freedom to make

decisions on projects we've been researching. **Motion by Breckbill to approve L5 Financial Condition as presented.** Second by Dettmann. All ayes, motion carried.

### **Other Board Business**

#### **Recognition of outgoing board members**

Board thanks Scott Hawthorn for his 8 years of board member service. Hawthorn contributed a great deal to the board and the co-op and has been a steady voice who calls in concerns and been a great team player. He leaves with a lot of institutional knowledge. His final action is to certify election results.

#### **Certification of Election Results**

**Motion by Breckbill to certify board election.** Second by Hawthorn. All ayes, motion carried. Board binders were transferred from outgoing board member to incoming. Board welcomes new board member, Brennan Allsworth.

#### **Election of Officers**

**Motion by Breckbill to nominate Timm as Board President .** Second by Iverson. All ayes, motion carried. This will be Timm's last year on the board. Lutz will shadow Timm and work with Furler to learn more about being a board officer. **Motion by Breckbill to nominate Dettmann as Board Secretary.** Second by Detter. All ayes, motion carried. **Motion by Breckbill to nominate Iverson as Board Treasurer.** Second by Detter. All ayes, motion carried. **Motion by Lutz to nominate Detter as Board VP.** Second by Dettmann. All ayes, motion carried.

#### **Annual signing of Code of Conduct and Ethics**

All board members sign Code of Conduct and Ethics annually. This document has agreements for Board of Directors to clarify their role and outlines the limitations of the board's authority and expectations for conduct. Board members must disclose all economic conflicts of interest. Board members verbally shared where they may have a conflict of interest: Timm has two children employed by the co-op, so there may be conflict of interest in any discussion of staffing, staff salaries, and benefits. Timm uses the family discount on his children's accounts because it is a bigger discount than he gets as a board member. Timm may abstain from discussion and voting in matters of co-op staffing. Breckbill grows produce that sometimes gets sold to the Co-op. Lutz is employed by a producer that sells to Co-op

#### **Treasurer Quarterly Report (through March)**

Every quarter we spend about \$1000 to pay for food and admin assistant position. This quarter we spent another \$6400 for the election. The budget also includes insurance and a fall event and we have upcoming professional development opportunities and a retreat. We're on target. **Motion by Lutz to approve Treasurer Quarterly Report.** Second by Breckbil. All ayes, motion carried.

#### **New board member training**

Lutz will mentor Allsworth as a new board member. On Friday, April 28 from 2 - 4pm, Furler, Timm, Dettmann, Lutz, and Allsworth will do new board member training.

**Advise management to update board member discounts**

Advised

**Approve management to destroy 2023 election materials**

Approved

**GM Report**

Things are going well. Through March, sales are up \$38,000. Q1 is usually the slowest quarter, so we're excited to see this. Sales growth vs budget is up 3.18% and Year over Year is up 6.32%. The increased prices and cost of goods are part of this increase. Labor is under control. We have strong sales per labor hour. We are fully staffed for the summer. The NCG Joint Liability Fund normalized, shifting \$19,000 back into cash flow. Will soon be launching a new payroll software.

**Seedling purchases for staff**

**Motion by Breckbill to approve up to \$400 for seedlings as staff gifts .** Second by Detter.

All ayes, motion carried.

**Columinate training reminder: May 9: Effective Meeting Facilitation (Hannah), May 17: Navigating the GM Compensation and Evaluation Processes (Detra, Scott)**

Hannah will not be able to attend the May 9 trainings. Dettmann and Timm will be attending the May 17 training.

**New Business - Retreat Planning**

Board will have a half-day retreat on Sunday, July. Agenda will be created between now and then but will include looking at last year's accomplishments and discussing what we want to accomplish next year, including planning the Co-op's 50th anniversary. Agenda may also include policy changes about committees and looking into bylaws. Timm will be the point person and Breckbill may facilitate.

**May Meeting: In Person** - May 23, 6:30, Fireside Room at First Lutheran

Timm will not be at this meeting, so VP Detter will run the meeting

11.1 Policy Monitoring

- a. G4: Board Code of Conduct - Iverson
- b. L10: Board Logistical Support
- c. L: Global Executive Constraint
- d. E1: Ends
- e. L9 GM Succession
- f. L6 Budgeting and Financial Planning

**Adjourn**

**Motion by Detter to adjourn meeting.** Second by Iverson. All ayes, motion carried.

Meeting adjourned at 6:58 p.m.