

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

August 23, 2023

6:30 PM

Co-op Classroom

Board Members Present: Bailey Lutz, Brennan Allsworth, Detra Dettmann, Scott Timm, Hannah Breckbill, Bill Iverson, Aaron Detter

GM Present: Nate Furler

Member/Owners Present: Jeanine Scheffert (Board Admin Asst)

Timm called the meeting to order at 6:31 p.m.

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

Motion by Detter to approve the July 2023 Meeting Minutes. Second by Lutz. All ayes, motion carried.

Motion by Iverson to approve the G5 Board Committee Principles monitoring report submitted by Timm. Second by Dettmann. All ayes, motion carried.

In the **GM Report** Furler reported sales are up compared to budget through July. Staff breakroom moved downstairs and is well liked. Next project is to remodel the wellness desk area. Vesterheim held their first class in the Co-op classroom and enjoyed it. We have a per-hour charge for the space and once we have a liquor license for consumption in the space, we will open the space for public rental. Annual staff reviews are underway. Staff survey was completed; will report on it next month. Furler went to a GM conference for medium-sized central-corridor co-ops recently. 50th anniversary update: for the annual meeting celebration - Footnotes and Trout River Catering are confirmed. We'll add kids' activities, do a call-out to membership. Applying for a grant to add to the festivities. Switchback is confirmed for Fall Frolic 2024. We're hoping for 400 people. Anniversary swag is being made.

Dates for the **Board Election Process** were discussed and agreed to. Key dates include ballots and candidate statements with announcement of annual meeting presented to members in good standing March 1, 2024; Voting ends at end of business day April 1, 2024; Administration of ballot counting Early April; Election results officially announced April Annual Business Meeting (4/12/24); New board members start service April board meeting (4/23/24).

Board is considering expanding the number of board members as well which would require a bylaw change. Bylaws can be changed by unanimous board vote or by including the membership. Board feels it will be important to announce this decision to owners and make sure to invite owners to contribute to the discussion at a board meeting. Board also discussed pros and cons of holding elections every other year. It would save ~\$6k of board expenses, but elections are direct engagement with the membership. There may also be less expensive ways to run the election, although we will keep a paper mailing in the form of a postcard so that it isn't reliant on people being connected via email.

Board reviewed their self-identified skills captured on a survey. Top five skills the board felt are important: experience with the cooperative model, agri-value-added food, organizational management, committees and teamwork, and leadership. With Dettmann and Timm leaving, the board wants to fill in any gaps in the remaining board experience. Board will also want to find new board members with risk assessment and accounting skills. Board will reach out to potential new board members and let them know of upcoming projects they might fit well into.

In new business Breckbill proposed the **idea of a capacity-building grant program for local producers**. Board discussed what this would mean. Would we need a nonprofit arm? A fiscal agent? An endowment? Corporate sponsorships? How could it be self-sustaining? Who could potential collaborators be? Whose responsibility would it be to oversee the administration of such a program? There have been local small business programs in the past and supporters have included/may include Food Hub, Winneshiek County Development, Northeast Iowa RC&D, Community Foundation of Northeast Iowa, Decorah Chamber of Commerce. The idea is one many would like to support; the question is where the funding could come from. Other questions include how it would tie to the Co-op. It is a part of the Co-op's Ends to help build a thriving local food system. Would this program also be tied to current Co-op needs, or be separate from it? If thinking about what the Co-op needs and what gaps there are in our current local food system, we have a lot of produce farmers, but don't currently have processing facilities or storage here. Would be nice to fill those gaps. If we were to move forward we could start with a pilot program with a minimal amount of money and number of grants; see if it works, and take it from there if successful. It will be important for the Co-op staff and membership to understand how this action fits into board responsibilities and is not a direct conflict with operational costs and capacity. Board does not (and is not allowed to) oversee Co-op day-to-day operations but is in charge of making sure the Co-op moves towards and incorporates the community-based organizational Ends.

Ad-hoc board compensation committee of Hannah Breckbill, Scott Timm, Jeanine Scheffert, Mike Bollinger, and Peter Van Der Linden met to discuss **board compensation**. To help incentivize board membership and to work towards equity in terms of socio-economic background, all on committee are in favor of restructuring board compensation. Board is currently compensated with a membership discount. With a bylaw change and/or clarification, this can be restructured. Board would like membership to vote on this and hopes to have wording of a proposed bylaw change before January in order to mail out the proposal to the membership with the election announcement.

Board committee will discuss policy review framework on September 13. Detter, Dettmann, Iverson, and Furler are committee members.

Next meeting is September 26, 6:30 p.m. at the Co-op Classroom. Policy Monitoring includes L2: Staff Treatment and L3: Compensation & Benefits.

Motion by Breckbill to adjourn meeting. Second by Allsworth. All ayes, motion carried. Meeting adjourned at 8:16 p.m.