

**Oneota Community Co-op**  
**Minutes for Regular Board Meeting**  
December 17, 2024  
5:30 PM

**Board Members Present:** Bill Iverson, Hannah Breckbill, Piper Wood, Carl Peterson, Bee Lutz via Zoom, Nathan Dietzenbach

**Board Members Absent:** Brennan Allsworth

**GM Present:** Nate Furler

**Co-op Staff:**

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

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

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

### **Board Learning**

Upcoming training opportunities include:

- a. [UWCC Finance Basics for Board Directors \(virtual\)](#)
  - i. The board will register and plan to gather in February to watch the recording.
- b. [Financial Glossary of Terms from a Bookkeeping Cooperative \(link\)](#)
  - i. Board will create a “resources” folder in the drive and add this link, recording, and onboarding resources.

**Member Peter van der Linden sent in a comment** regarding bylaw language. This will be discussed during the bylaw amendment discussion.

**Motion by Iverson to approve amended October 2024 Meeting Minutes.** Second by Peterson. All ayes, motion carried.

**Amendment: correct spelling of Grand Marais**

**Motion by Breckbill to report compliance with G3: Agenda Planning.** Second by Peterson. All ayes, motion carried.

**Motion by Peterson to accept L7: Asset Protection.** Second by Iverson. All ayes, motion carried.

### **GM Report**

November was a good month. Looking at the year, checking and saving remains solid. Replacing the HVAC unit was \$50k, our biggest hit. Sales are doing really well. We've exceeded the 3% growth for the year.

Q4 saw an increase in sales beginning in November, with the whole quarter seeing decent growth. Some departments still struggling compared to budget. We have a new grocery manager since March and a new manager in the fresh department. Predictable that it takes a little while to get into the job, but both are doing extremely well.

November's stackable discounts on member appreciation day received lots of appreciation. We saw a 20.6% increase in sales for that week. We're budgeting to do this again next year.

The leadership team did strategic visioning on December 5 with Scott Timm. We'll use that to help produce a business plan and get us on a more unified vision.

We received an employee retention credit of \$19k.

PCI compliance (credit card industry) — needs to be certified to be compliant. We'll switch companies next year. Credit cards charge a lot depending on the card. We will encourage shoppers to use check or cash for a discount. It is a substantial amount.

Staffing going into holiday and new year feels okay. One staff member leaving, a few returning HS students over break, some involved or not with J-term; a balancing act.

**Motion by Breckbill to table the bylaw amendment vote.** Second by Peterson. All ayes, motion carried. Board will vote over email before next meeting.

Bylaw change will need a unanimous vote. We want to write it legally correct and accessible way. We don't know of any member concern over the bylaws. Tabling the vote so we can have all members vote on it. The decision will change the timeframe for preparing for the election and the budget.

Breckbill will craft the first draft of new language and share with co-op attorney Karl Knudson before the vote.

**Motion by Peterson to approve the 2025 Board Budget.** Second by Dietzenbach. All ayes, motion carried.

The proposed budget would be \$3k over. With large contributing factors being board compensation and board member linkage. Employee gifts may be more appropriate for Nate's budget than the board budget. Board compensation changed the dynamics.

Voting has been \$5k historically, with a large portion mailing ballots. The proposed budget puts election at \$2k, with \$1k being mailings.

Is the fall frolic something the board doesn't pay for? If you look at fall frolic and board gifts, those maybe shouldn't be in the board budget. Any money not spent at the end of the year can be spent for staff gifts as per the original thinking of staff gifts. Removing these items brings the budget to the correct 1/2 of 1%.

**Motion by Breckbill to table Board Calendar for an email vote.** Second by Iverson. All ayes, motion carried.

**2025 is a review audit year.** Board appreciates Hacker and Nelson's review.

### **Clarification of board benefits**

Woods and Furler had a conversation. Pre-board compensation, members received discounts for various times they've served the board outside of traditional capacity. Now that shifted to compensation model, what does it mean for things like potluck hosting - we're still currently getting a discount as hosts.

After discussion, the board decided to leave the compensation alone, but try to get more people to host so it isn't the board member's job. Breckbill was the host most of the time until about a year ago. Then tried to spread it out when Breckbill started to become busy. Let's try for another year of encouraging hosting by non-board members. Review in a year and see if it is working.

Both benefits are happening at the same time. General sense is that it is a good thing. Let's keep supporting people in hosting potlucks.

### **Nominations Report**

Currently, we have 2 applications for the 2025 board. Allsworth tabled at the co-op recently and talked to 7 people, 3 of which left with an application. The board nomination committee will meet in January to review applications. Peter Kraus has joined the nomination committee. We may have another non-board member on the committee.

**Due dates for board candidate statements** have been set according to board procedures manual. Due date: Jan 10. Board will let candidates know and ask for standardized statements.

### **Member Linkage Committee Updates**

Working on Grow the Good. Talked with Tanya and Carl and Hannah and Piper to make sure have info about the program and a sponsorship letter. There will be a

round-up-at-the-register in January. Breckbill will put a spreadsheet together, so the board can send info to potential sponsors.

Wood will send a spreadsheet out at the start of the year to get volunteers for hosting potlucks. This document is an internal doc, but will print something to put on the bulletin board for people to sign up. Will also put something together describing the host details.

### **Board Development Committee Updates**

Excellent visioning session — should have more often — development committee will keep researching co-ops with employee representation and other models of co-op boards. Will have notes from that meeting by next week with a recap of the meeting.

### **Discussing a course of action for political issue policy development (tabled from 11/24 meeting)**

Furler forwarded emails from different member owners expressing frustration with the co-op not doing advocacy in the way they felt the co-op should. Should take a stand in different political situations.

Would love to draft a policy/procedure within the next 6 months. Starting conversation now. Furler will keep researching and sharing what he is finding. It is a thick topic. Perhaps a subcommittee of board members and member-owners?

Peterson is willing to be on subcommittee, as board member and after leaves board. Other board members are interested, barring availability. Will bring this back up in earnest with new board members.

Worker cooperative: [AORTA](#) — may be useful. Work on anti-oppression resource training. May be able to offer resources about forming values that may want to incorporate in forming the policy. They are really great and in high demand as facilitating body, but they've created community agreements that are available. These could be added to the resource library.

### **New Business**

Jeanine Scheffert is leaving as board administrative assistant. Do we want to rehire? Want to put out a job description and recruit someone. Taking notes during the meeting.

Abilities — typing, synthesizing,  
Interest in policy governance, cooperative model, having interest in Oneota co-op  
Communication with secretary

Wood will draft a description, share with Scheffert and board for review.  
Dietzenbach will take notes next meeting if a new hire has not yet been made.

Board thanks Scheffert and tells her to come back anytime.

**January Meeting – 6:00 p.m. Tuesday, January 21**

Breckbill and Iverson will not be here, but will get a link.

11.1 Policy Monitoring

- a. G2: Board Job Description
- b. L8: Communications and Counsel to the Board
- c. L6: Budgeting/Financial Planning, including Business Plan

11.2 Other Business

- a. Board Treasurer Year End Report (through December previous year)
- b. Board Assessment of Annual Member Payments
- c. Discuss plan for upcoming board education
- d. Board nominates candidates for election
- e. Develop Election Communication Process per bylaw change
- f. Reminder of deadline for Board Candidate Statements to be published
- g. Remind staff to reserve annual meeting space with ADA access
- h. Audit/Financial Review Update

**Motion by Breckbill to adjourn meeting.** Seconded by Dietzenbach, All ayes, motion carried. The meeting adjourned at 7:54 p.m.