

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

January 30, 2024

5:30 PM

Co-op Classroom

Board Members Present: Bailey Lutz, Brennan Allsworth, Scott Timm, Carl Peterson, Hannah Breckbill, Detra Dettmann

Board Members Absent: Bill Iverson

GM Present: Nate Furler

Co-op Staff: Nikki Sanness; Phil Janhke Sauer

Member/Owners Present: Jeanine Scheffert (Board Admin Asst) via phone; Nathan Dietzenbach
Timm called the meeting to order at 5:35 p.m.

Motion by Peterson to amend agenda by moving board compensation from 9.1 to 3 on agenda and add approval of minutes.. Second by Allsworth. All ayes, motion carried. **Motion by Breckbill to approve amended agenda.** Second by Allsworth. All ayes, motion carried.

A **board compensation committee** composed of member-owners Peter van der Linden, Mike Bollinger, Jeanine Scheffert, Hannah Breckbill, and Scott Timm have met to discuss board compensation. Traditionally, co-op board members have been compensated with a co-op discount. While this discount is appreciated, this practice favors those who have the need and ability to spend more money on food and co-op products and does not provide equal compensation to each board member. In an effort to have all board members compensated equally, and in an effort to open the opportunity to serve on the board to a younger and more diverse group of people, the committee is proposing a bylaw change that would allow the co-op membership to vote on a dollar amount for board compensation rather than a percentage of purchasing dollars. The dollar amount would be a credit on the board member's co-op account, so funds would still go back to the co-op.

The compensation committee is also discussing an appropriate dollar amount to propose, should the bylaw change be passed. This proposed dollar amount will be based on a number of factors, including research on what other boards and co-ops are providing, a comparison between the proposed amount and what the co-op currently spends on the discount, and the co-op's current financial condition.

The bylaw change will be added as a ballot initiative. If the bylaw change is passed, the dollar amount will be proposed and voted on at the annual meeting.

During **Board Learning** board discussed **D: Global Governance - Management Connection policy** which will be monitored next month. This report ensures that we're completing all other reports.

Also as part of Board Learning, Dettmann reviewed **Board Secretarial Duties** and shared a document she created that details these duties. The G10 specifies procedures assigned to the board secretary. Secretary records what is needed for each month's meetings, gathers meeting materials from all board members, GM, and administrative assistant, refines board notes to create board minutes, and takes

and/or files approved executive session meeting notes. In addition to these written duties, in her time as board secretary, Dettmann has updated the compliance data table, drafted the board calendar, and created calendar and text reminders for board meetings. The board secretary is also the owner of the board's Google Drive. The board has the authority to hire out more administrative duties. Board thanks Dettman for her time as secretary and notes she has done great work tightening the system. A new board secretary will be nominated at the time new officers are elected.

During **Member Comments** Nathan Dietzenbach introduces himself to the board. Nathan is on the Oneota Film Festival board and is a member of the co-op.

Board discussed Policy Monitoring for G2 Board Job Description. Examples of the work board has been doing include bringing back potlucks, putting together celebrations at Luna Valley, going to trainings, administrating a survey, and reflecting together on governance policy. Ends have been updated recently. **Motion by Breckbill to report compliance G2 Board Job Description.** Second by Lutz. All ayes, motion carried.

Policy monitoring discussion for L8 Communication and Counsel to the Board noted this report uses data tracking to make sure the board is fully and accurately informed, and outlines any noncompliance. **Motion by Breckbill to report compliance on L8 Communication and Counsel to the Board.** Second by Peterson. All ayes, motion carried.

L6: Budgeting/Financial Planning monitoring report outlines a fiscally responsible plan for the coming year, using the Ends as the guiding document. The plan includes removing the hot bar by the end of the quarter, expanding the definition of "local" from 100 miles to 150 miles to reflect what can reasonable be procured in Decorah, revising our merchandising plan, augmenting the kitchen classroom, and possibly joining the kitchen classroom building with the main building. The main building is still sinking; we'll need to address this. Thanks to O'Connor and Sanness for their help in prepping this report. Board commends Furler on well-written report. **Motion by Peterson to approve L6: Budgeting/Financial Planning.** Second by Lutz. All ayes, motion carried.

GM Furler presented the **Business Plan**. The business plan is based on data gathered from NCG trends and results of our customer and owner surveys. We've learned that member-owners prioritize having a well-paid staff over receiving dividends. Member loans will need to be repaid. We are focusing on having a sustainable business plan.

In the **GM Report** Furler reported are making ground financially after hitting a low \$4 million in sales during the pandemic. We are up to \$5.3 million in annual sales and hoping to hit \$5.5 in 2024. Checking and savings are solid; we're putting away in order to pay off member loans and complete upcoming

projects. We have a 5.9% year-over-year growth. Labor is solid; it is over budget but corresponds to sales exceeding budget. The wellness desk remodel is complete. We've installed a garage door at our receiving bay, which is very helpful. We have frozen pipes getting fixed; no major damage was done. We need more walk-in freezer space and are discussing how best to make this happen. The new digital system for Double Up Food Bucks continues to be difficult to implement due to the low number of

transactions compared to the training it takes to do this transaction. However, we have key positions now trained to do it.

Shopper survey showed that there is more education we need to do. For the most part the results were good, but hard to see the things people didn't understand. Will report further at next meeting. \$25k is allocated in the business plan for combining the kitchen classroom building with the main building. We are receiving structural recommendations and city consultation. We'll have a full audit this year, which will be reported on at the February board meeting. We're on track to exceed \$90k for 2023. Co-op staff remain diligent and successful at managing operations. Our Fresh Manager is moving, so that position will be open. We are looking to fill it with someone who will keep up the focus on local foods. Furler is proud of the co-op team and is working to deepen organizational relations and member/customer communications.

2024 Year End Board Treasurer Report was presented by Sanness in the absence of Board Treasurer Iverson. Last year the board lowered its budget to match the reality of expenses the previous year. This year board is bringing the budget back up to match the intention of being a more active board. 2023 spendings were over budget, but under the allowable expense threshold. This was done purposefully at the end of a successful year in order to facilitate the future success of one of the new projects the board is overseeing: the Grow the Good project. **Motion by Breckbill to approve Year End Board Treasurer Report.** Second by Allsworth. All ayes, motion carried.

The **Board Assessment of Annual Member Payments** was discussed. As of January 8, 2024, the co-op has 3,478 members in good standing. Of these, we do not have contact information for 311. We'll send election info to the 3,167 members in good standing we have contact info for. 1868 of them by email and 2952 of them by mail (some receive both). Mailing is a considerable expense that the board would like to eliminate by going fully digital, with the option of picking up paper ballots at the store. The digital voting platform we currently use, Simply Voting, is also an expensive platform to use for digital elections and there may be better options.

Board discussed **upcoming election**. Board vice president is charged with overseeing the election. This includes mailing everyone their voting login credentials. This will cost a minimum of \$1/person, although in the future it could be a postcard. Board discussed possibility of foregoing the mailing process in uncontested elections. Board also discussed changing bylaws so email can be considered a form of notice, and/or so that voting is not required during an uncontested election. All of these possibilities would save a considerable amount of money.

Board determined that since this is an uncontested election, a candidate "meet and greet" is not necessary this year.

Motion by Breckbill to nominate Nathan Dietzenbach and Piper Woods as board member candidates. Second by Lutz. All ayes, motion carried. Dietzenbach is an IT professional and a local foods small business owner (Prickly Ash Cooperative). Woods works for Women, Food and Agriculture Network (WFAN) as a communication specialist. In the past she has worked for Luther and NICC in sustainable agriculture, and she has worked for the Oneota Community Food Co-op as well.

Reminder **Board candidate statements** are due at the end of next week. Candidates can still run by petition with a later deadline.

Reminder the **financial audit report** will be presented at the February board meeting.

Board learned during the **Grow the Good** update that ~\$12k has been raised for the Grow the Good grant funding program. Recent updates include Decorah Farmers Market contributing \$4k. There are a few others we're still waiting to hear from and potential for long-term businesses collaborations. The grant application is published and we have one application so far. The review committee will consist of Brennan Ellsworth, Hannah Breckbill, and member-owners Kristin Eggen and Rachael Munn. Grant awards will be announced at the annual meeting, where we will also give a big shout out to the grant sponsors. Board thanks Breckbill for her significant work with this project.

Next meeting held February 27 Meeting at 5:30 Co-op Classroom

Motion by Lutz to adjourn meeting. Second by Allsworth. All ayes, motion carried.
Meeting adjourned at 7:33 p.m.