

**Oneota Community Co-op  
Minutes for Regular Board Meeting  
May 28, 2013 5:30 PM  
Luther College Campus, Valders Hall, Room 367**

**Board Members Present:** Gary Hensley, Anne Dykstra, Steve McCargar, Lora Friest, Mike Bollinger, Brita Nelson, Deneb Woods

**GM Present:** David Lester

**Co-op Staff, Member/Owners Present:** Lynda Sutherland (Bd Admin Asst)

***1. Call to Order***

President McCargar called the meeting to order at 5:31 PM

***2. Board Learning - Review Articles of Incorporation; Review By-Laws***

Summary:

**Articles of Incorporation**

By-laws are subordinate to the Articles of Incorporation. Policy Governance manual is roadmap for evaluating David's and the Board's performance. The Board Procedures are on the website but some people have had trouble finding these and the other documents. Gary Hensley will post all of these in the Docs for Upcoming Meeting.

Board member terms are three years. Might it be easier to get people to run for the Board if we reduced the term to two years? The review process is a 3-read process, but that is not currently in the by-laws.

Article 2 - In 2009, the Mission Statement for the Co-op was replaced by the Ends Statement, which was adopted as the means by which to evaluate the workings of the Board, the GM, and the Co-op as a whole. The Mission has been allowed to fall by the wayside. Next Tuesday, a Mission Statement discussion will be on the agenda. Is it the Board Mission or the Store Mission we will be talking about.

In the discussions we should use some kind of list or note of the things that have been discussed in the Board Learning sessions.

Article 7:1 - We might want to increase the limit for numbers of members, since we are about half way to the limit. Do we want to consider the language to read "last known address?" This statement does not agree with the By-Laws, which says everyone must be paid up by March 1. We should make these two documents agree. The forfeiture language should be reconsidered.

Section 3 - We probably have several people who are also business entities who own stock that could give them two votes in elections. This is another area where our two governing documents need to agree.

Section 6 - Do we need to establish a separate account to be in compliance with this? The Board is given authority to use some funds for educational purposes, is this something we need to address in our budget? Are we over the 1% number? Does the Board learning travel account count for this? Remaining allocation: need to create a

'revolving fund' for 'deferred patronage dividends' in order to be in compliance with this language? Patronage dividends for partly paid-up members; does the member have discretion over where dividends go (toward unpaid membership OR as a cash distribution)? Another discrepancy between the Articles and the By-Laws.

Section 8 - If we were to ever change the Articles, the Board Secretary must be sure to make those changes available to the members wherever the Articles are posted.

### **By-laws**

Discussion tabled until the next Board Learning.

### **3. Member Comments:**

None

### **4. Disposition of Member Comments:**

No disposition required - No comments

### **5. Agenda Review**

**Motion:** Friest moved, Bollinger seconded to **delete 6.2 G4 Board Code of Conduct and move it to next month as a monitoring report item.**) Motion **passed** by a vote of 7 aye, 0 nay.

### **6. Consent Agenda**

**Motion:** Hensley moved, Friest seconded to **approve the Consent Agenda as amended.** Motion **passed** by a vote of 7 aye, 0 nay.

#### Summary:

#### **6.1 Approval of April Minutes**

**[6.2 G4 Board Code of Conduct - deleted]**

#### **6.3 L10 Gloval Executive Constraint**

#### **6.4 L Gloval Executive Constraint**

### **7. Reports**

#### **7.1 GM Report**

Summary: It is a better year for produce than last year, but the cool, wet weather is slowing down some of the warm-weather crops; but it will probably not translate into shortages. Sales are great. Other indicators look great. Compliments to the staff. David will be installing a warning system on key coolers where he will get a text message if the temperature stays above a certain point for too long.

### **8. Action Items - none**

### **9. Update on June 4th Strategic Plan Meeting**

Meeting location needs to be determined; perhaps at the Energy District Building. Lora will send the agenda to Gary and he will post that along with the meeting location. Times will be 5:30-8:00. Email dietary restrictions to David.

## **9.1 Discussion**

### **Meeting self-evaluations**

Consensus is to continue to use the same form. Suggestion: talk about the evaluations at least every 6 months so we can see what we need to improve on.

### **Farmer's Market Table**

Everyone who does it should think of questions they feel comfortable asking. It is nice to have two people at a time. Bring calendars on Tuesday so you can sign up. Door prize is a great idea; David can select something that would help promote the Co-op and what it's about. .

## **10. Next Monitoring**

**10.1 L1 Customer Treatment - David**

**10.2 L4 Membership - David**

**10.3 D1 Unity of Control - Friest**

**10.4 G1 Governing Style - McCargar**

**10.5 G4 Board Code of Conduct - McCargar**

## **11. Next Meeting**

**Next meeting Tuesday, June 25, 2013, 5:30** at Valders

Self-evaluation forms were not completed for this meeting.

## **12. Executive Session - (none)**

## **13. Adjourn**

**Motion:** Hensley moved, Friest seconded to **adjourn the meeting**. Motion **passed** by a vote of 7 aye, 0 nay.

Meeting adjourned at 6:42 PM