



# February 22, 2017

# Open Meeting Minutes

## **Attendance**

Board members present: Caitlin, Janet, Jon, Calvin, Zara, Patrick

Board member absent: Kelly

Staff attending: Matt, Craig

Owner(s) attending: Caroline Dieterle

## **Call to Order**

Open session meeting called to order 18:35 pm

New Pioneer Co-op, Iowa City, IA

## **Agenda/Minutes Approval**

- Cal motioned to approve revised agenda; all approved (6-0-0)
- January 25, 2017 Regular Meeting Minutes
- Cal moved to approve minutes; Patrick seconded
- Motion passed 6-0-0

## **Owner Open Forum**

Caroline asked about minutes being posted on the Co-op website, as she did not see any posted after July; Matt will make sure they are all uploaded

## Electronic Communication/Email Policy

CBLD document, "Field Guide: Best Practices for (Electronic) Communication"

- Key points of discussion:
  - "Do not use email for making board decisions except in unusual circumstances."
  - Do not email personnel information.
  - Do not debate topics over email.
  - Email should be used for administrative purposes only, such as scheduling and logistics, except in extreme circumstances.
  - Some documents should not leave the meeting room, such as personnel records, salary information, and audit reports.
  - Put documents in PDF format in Dropbox.
  - Need to make sure issues that are not resolved in a meeting are either put on a future agenda, or that there is a decision to end discussion on the matter.
  - There is a tradeoff between how secure information needs to be with the need to review it in advance of meetings.
  - Zara and Janet to make some recommendations on using email and Dropbox for sharing documents.

## Board Succession Committee

Need to make sure we have good, qualified future board members.

Cal motioned to have an ad hoc Director Recruitment Committee, with Patrick as the chair. Seconded by Jon. Approved 6-0-0.

## Board Retreat

- Caitlin, Jon, and Mark met and created a board retreat agenda.

- Will meet on Sunday, March 5, 2017 9:00-12:30.
- Location to be confirmed.

## Finance Committee Report

### Financial Statements

1. Treading water right now; not adding or losing cash
2. Natural Grocer's opening in Cedar Rapids has slowed us down
3. Margins softer than the last 12 months, but still historically high
4. Liquidity pretty good
5. Historically, spring is pretty good time of year for the Co-op

### Treasurer Summary Report

## Member Owner Relations Committee Report

No report.

## Board Calendar

- Board Annual Retreat Date: March 5, 2017
- Co-op Café in Madison at the end of March
- Next board meeting: April 26, 2017 in Iowa City
- Board training available in July in Chicago

## Member Forum

- Caroline mentioned how the issue of board communication had been addressed in the past, and that they felt comfortable that using a Google Group was sufficient.
- Caroline shared her recollection that it used to be difficult to join the board when there was a nominating committee, as it was perceived as exclusionary.

- Caroline suggested reviewing Policy Governance, and shared some insights as to how Policy Governance is working at the school.

### **Meeting Adjournment**

Jon moved to adjourn.

Meeting adjourned at 19:45.