



May 23, 2018

# Open Meeting Minutes

## Attendance

**Board members present:** Kelli, Caitlin, Jon, Wannette, Cal, Patrick, Zara

**Board members absent:** None

**Staff attending:** Matt, Tim, Linda, Jesse

**Owner(s) attending:** Otis

## Call to Order

Open session meeting called to order 6:27 pm

## Owner Open Forum

No comments from member-owners in attendance

## Minutes Approval

April 25, 2018 Regular Meeting Minutes

Zara moved to approve minutes; Wannette seconded; passed 6-0-1

Jon abstained; he was not in attendance at the last meeting

## Board Retreat Reflection

Wannette agreed with a comment Zara made at our retreat, echoing that we didn't spend as much time on the policy governance (C and D policies) because we spent so much time with the vision of the Co-op's future.

Caitlin suggested using the board survey that Mark proposed at regularly scheduled times throughout the year to monitor C (Board Process) and D (Board-Management Relationship) policies. She will share the samples that Mark brought with board members before the next board meeting. Cal recommends we have these reflections/discussions about the board surveys in our open meetings; all agreed.

Matt did a great job 'closing the gap' with some of the information we needed to hear regarding plans for the co-op in the changing grocery climate.

## Articles of Incorporation - Article VI, Section 7 (Expansion of the Retail Business)

Governance committee is assigned to this task - Kelli (chair), Jon, Patrick, Caitlin (de facto)

### **Committee will:**

- Make a language change suggestion for this article
- Make a timeline suggestion for bringing this language to vote
- Develop a suggested communication plan for sharing this with member-owners

Cal made a motion that the Governance committee propose a plan to modify or rescind Article VI, Section 7 of the Articles of Incorporation; Patrick seconded.

Jon made a friendly amendment to use the word “update” instead of “modify or rescind”.  
All agreed.

Passed 7-0-0

## Annual Member-Owner Meeting Update and Review Timeline

Jen and Tim are looking into an online ballot system. Zara mentioned coordinating with auditor who handles paper ballots so the results from the two systems are synced.

Date will be Sunday, October 28th at Indian Creek Nature Center (5300 Otis Road SE, Cedar Rapids). The election timetable that was drafted will be modified to be one week later on all proposed.

Board members are encouraged to ask possible candidates to apply and will save the date. Jon moved to approve the election timeline, adding 7 days to each date; Wannette seconded; passed 7-0-0

## Finance Committee Report

Good news overall this month. Personnel costs are lower, gross margins are looking good (repaired damage from prior months). Attributed to many factors, including disciplined purchasing budgets and loss control in perishable departments, streamlining ordering, careful scheduling by Store Team Leads and attention to labor management (variable and fixed).

As a measure of perspective, Cal mentioned the finances this month are similar to what we would have seen five years ago.

This positions us to capitalize on potential growth opportunities.

## Calendar Review and Upcoming Events

Next open board meeting: Wednesday, June 27, 2018 at the Iowa City Administrative Offices. Focus will be on budget and business plan. We will have a Governance Committee report to review.

Applications will be open for board elections.

### **Meeting Adjournment**

Kelli moved to adjourn; motion passed 7-0-0

Meeting adjourned at 7:35 pm