

Keweenaw Cooperative, Inc.  
Board of Directors Meeting  
1035 Ethel Avenue — Hancock, MI  
Approved Minutes of November 18, 2009 (DRAFT)

Board members present: Robyn Johnson, Cory McDonald, Diane Miller, Sigrid Resh, Roger Woods, Cindy Drake, Libby Meyer (arrived 5:46)

Others present: Dan Schneider (Recording), Co-op General Manager Curt Webb, Daniel Krueger, Anitra Bennett

1. Preliminaries

- a. The meeting was called to order at 5:37 p.m. by Roger Woods
- b. Owner-member issues/comments
  - i. None were presented.
- c. Monitoring Affirmation
  - i. All Board members affirmed they had read the board packet.
- d. Agenda Review
  - i. Changes to the agenda:
    - (6. Monitoring Board Performance) "GP6: Annual Agenda & Board Calendar" removed, replaced with consideration of Draft Governance Budget.
    - (3. Policy/Ends Development) "Definition of maintaining Board files" delayed until December meeting.
    - (5. Board Decisions) "Approving old minutes" removed from this agenda
- e. Finlandia Cafe Possibility
  - i. Deli manager Daniel Krueger presented a proposal to establish a Co-op annex in a currently unused cafeteria space at Finlandia University. The Deli did a four-week trial run, selling catered food in the space. It went well, by all reports. from the Co-op, it went well. Daniel, Curt and assistant deli manager Anitra Bennett were seeking the Board's approval to further investigate this opportunity.

The Board agreed the proposal fits with the Co-op's mission and authorized Daniel, Anitra and Curt to investigate it further. They will look at the market, they will look at expenses, etc and put together a small business plan for the proposal.
- f. Approve minutes
  - i. **MOTION:** A motion to approve the September 2009 minutes with changes was made by Robyn Johnson and seconded by Cory McDonald. The motion passed without opposition.

2. Member Linkage

- a. Transition
  - i. The Co-op will be a board-less organization on January 1, since the Board won't be able to sign up until the store opens on Jan. 2, and board members are required to be members of the organization. Curt will investigate ways to get Board members signed up as members of the reincorporated Co-op in time to prevent this from being an issue.
  - ii. The Board is in the process of developing paperwork for the new membership system. This includes membership applications and membership cards, etc. The Co-op will continue printing Frequently Asked Questions brochures, related to the transition, through the end of the year. Sigrid will find out what needs to be updated so the next printing of FAQs will be current. Text must be developed for a new Co-op general information brochure.
  - iii. People will be able to keep their current numbers.
  - iv. Keweenaw Co-op, Inc. has now been officially incorporated in Ohio.

v. Rhiannon Schmidt's signature is necessary on the merger agreement, which was approved by a vote of the membership.

vi. The Board discussed a membership drive to take place in January. It will be necessary to have someone in the store during this drive to help members sign up. This is especially important for the first week of January.

vii. Curt will look into the costs and availability of "Co-op" reusable bags as an incentive for people to sign up and purchase their shares.

viii. The board said it is important that documents be available to explain to member/owners what their roles are and what it means to be member/owners in the reincorporated Co-op.

ix. The board will seek input and questions from the current membership related to the transition.

b. Prospective Board Member packet

i. The board will weigh in on an early draft of a Prospective Board Member packet. Board Members were encouraged to add information concerning what they wished they'd known before becoming members of the Board.

ii. There are several documents on the Web site that may be of interest to prospective board members (co-op history, our Co-op's history, The Seven Cooperative Principles). These could be duplicated in the proposed packet. Policy Governance is another subject potential Board members should know about.

3. Policy/Ends Development

a. GP8: Cost of Governance, BOD training

i. The Board discussed what additional training is necessary for the Board, especially new members. Policy Governance monitoring would be especially helpful. Financial training (reading financial statements, etc.) is another important subject for training.

ii. The Board will resume annual Board retreats.

b. CoCoFiSt participation plan

i. The transition to CoCoFiSt reporting standards could take a full 18 months, as there are some data that cannot be retroactively included in the reports and 18 months must elapse before these data can be gathered.

c. Definition of maintaining board files

i. Delayed until December meeting.

4. Assurance of GM Performance

a. EL3: Financial Planning & Budgeting

i. This Monitoring Report included charts showing quarterly profit and loss as well as annual sales and profit comparisons. These charts were well-received by the Board.

ii. (See November Policy Monitoring Check Sheet)

b. EL4: Financial Condition & Activities

i. Curt reported that CoCoFiSt participation will generate more usable data related to this report.

ii. (See November Policy Monitoring Check Sheet)

c. EL8: Communication & Support to Board

i. No discussion (See November Monitoring Check Sheet)

5. Board Decisions

- a. Consent Agenda
  - i. No Consent Agenda items this month.
- b. GMM date
  - i. The Board set April 8th as the tentative date for the Co-op's Annual Meeting. This is a change from tradition, since the General Membership Meeting usually takes place in February. The later date will make it easier to get the 2009 financials finalized in time for the meeting. The Co-op's new Bylaws, as approved by the membership, call for an "Annual Meeting" rather than our current "General Membership Meeting."
- c. Initiate Audit
  - i. The Board will determine its auditing needs for the 2009 fiscal year, then choose an auditor to perform the tasks.

## 6. Monitoring Board Performance

- a. 2010 Draft Governance Budget
  - i. The Board examined the draft 2010 governance budget submitted by Cory (See November Board Packet. The Board discussed budgeting more for Professional Development next year to allow more Board Members to attend the CCMA conference. The Board approved the draft budget.
- b. GP8: Cost of Governance
  - i. No Discussion (See November Monitor Check Sheet)
- c. GP3: Board Members' Code of Conduct
  - i. No Discussion (See November Monitor Check Sheet)
- d. GP4: Officers' Roles
  - i. Rescheduled for December's meeting

## 7. Closings

### Review Decisions, Tasks, Assignments

- a. Update Board Task List Reminders with owners/dates
  - i. Find out what needs to be updated so the next printing of transition FAQ brochures will be current. Produce materials for a new Co-op general informational brochure (Sigrid, Cindy).
  - ii. Look into the cost and availability of "Co-op" reusable bags as an incentive for people to sign up and buy their shares (Curt).
  - iii. Look into how to get Board members signed up as members of the reincorporated Co-op on Jan. 1, though the Co-op will be closed on that day (Curt).
  - iv. Facilitate interaction with the membership to get comments and questions related to the upcoming transition (Diane).
  - v. Weigh in on draft materials for possible inclusion in a Prospective Board Member packet (Board).
  - vi. Create a template for Policy Governance monitoring reports, as well as find definitions for maintaining Board files (Dan).
  - viii. Seek Rhiannon's signature on the merger proposal approved by the membership (Robyn).
  - ix. The Board will decide on its compensation.
  - x. Revisit EL3 and EL4 (Curt).
  - xi. Monitor GP4 (Cory, Chris).
  - xii. Look into current auditing requirements (Cory).
- b. How did we do? Review meeting.
  - i. All agreed things went pretty well.
- c. The next board meeting will be December 16 at 5:30 p.m. in the Co-op Community Room.
- d. Draft December Agenda

e. Closed Session

i. The Board went into closed session to discuss the general manager evaluation

f. Adjourn meeting

i. **MOTION:** Cindy Drake moved to adjourn the meeting, Cory McDonald seconded. The motion passed without opposition. The meeting adjourned at 7:43 p.m.

Minutes prepared by Dan Schneider.

Submitted by \_\_\_\_\_ Date \_\_\_\_\_