

Yahara River Cooperative Grocery Interim Board Meeting
EMS Building-Training Room
516 South Fourth Street, Stoughton, Wisconsin
6:00 p.m.-8:00 p.m., Tuesday, December 5, 2006

MINUTES

Interim Board Members present:

Warren Kmiec, Acting Chair and Business Planning Committee Chair
Phil Caravello, Community Representative and Site Location Committee Member
Myra Hajny, Secretary
Homer Howard, Senior Co-representative
Dick Rem, Senior Co-representative

Also present:

Steve Barnes, Research Committee Chair
Eric Borchardt, Marketing Communications Committee Chair
Mary Condon, Research Committee Member
Jon Hajny, Research Committee Member
Nancy Nedveck, Marketing Communications Committee Member
Norma Sampson, Marketing Communications Committee Member
Kristine Vaughn, Membership Committee Chair
Marlene Widra, Site Location Committee Member

Acting Chair Warren Kmiec called the meeting to order and noted that Co-Chair Caroline Werner was not able to be present due to a new job. Warren announced that Homer Howard and Dick Rem had given him a check for \$200 from Vennevoll Skaalendal residents, and he will hold it with other monies that have been collected for the cooperative effort.

Eric Borchardt referred to a list of concerns he had prepared and distributed prior to the meeting and asked that a discussion take place to try to find solutions to what he and others believe to be problems with the way the Board currently functions. Eric specifically requested that the composition of the Board as well as the role of the Board and Committees be reviewed. On **MOTION** (Kmiec/M. Hajny) and unanimous vote of the Board Members present it was decided to conduct the meeting as a *Committee of the Whole* so everyone in attendance would feel free to discuss issues of concern and would have a vote.

Following discussion there was a **MOTION** (Barnes/J. Hajny) and a majority vote in favor of all standing committees being represented on the Board with a vote.

On **MOTION** (Barnes/J. Hajny) and unanimous vote, the issue of the composition of the Board and election of Board members will be on the agenda for the next meeting. The proposed structure of the Board would be a Chair and Vice Chair (instead of Co-chairs), Secretary, Treasurer, Community Representative, Senior Co-representatives (one vote), and a representative from each standing committee. [The current standing committees are: (1) Business Planning, (2) Finance, (3) Marketing Communications, (4) Membership, (5) Product Buying, (6) Research, and (7) Site Location.]

On **MOTION** (Condon/Barnes) and unanimous vote it was decided that the next meeting of the Board would be conducted as a *Committee of the Whole* so all of the people present at the December 19 meeting would be able to vote on the structure of the Board.

Steve Barnes reported that the Research Committee could present a draft of the bylaws at the next meeting. It was therefore decided that the first part of the December 19 meeting be dedicated to discussing bylaws (which will include the role of committees) and the end of the meeting to voting on Board composition and election of Board members. Minutes of this meeting should be

circulated to people who have been actively involved in the cooperative effort, and they should be encouraged to attend and participate in the conversation relating to bylaws and to vote on reconfiguring the Board. People who have shown an interest in becoming involved should be contacted when the bylaws are closer to being finalized.

It was noted that the Public Relations/Marketing Committee [3 members], Communications/Website Committee [1 active and 1 inactive member], and Outreach/Education Committee [1 member] have been combined and renamed Marketing Communications. It was further noted that a committee might form a sub-committee to concentrate on a specific issue associated with its charge.

Kris Vaughn reported that there are currently 249 people on the list maintained by the Membership Committee. The list includes all individuals who have shown an interest in a new grocery store or co-op in Stoughton; i.e., the Vennevoll Skaalendal residents who appealed to Mayor Johnson last summer to consider their request for a grocery store on the east side of town; individuals who have signed-in at community meetings; people who returned customer interest surveys; and those actively involved in the effort to get a cooperative up and running.

The minutes of the November 21, 2006 meeting were approved.

As a strategy for recruiting financial support or Finance Committee members Warren Kmiec has shared the co-op Business Plan with a few financial people in Stoughton and is hoping to hear back from them. He also intends to check with a few organizations that support entrepreneurs. Warren encouraged everyone to work on filling these important positions.

Steve Barnes distributed notes related to filling out the form required for incorporation and noted that the process is fairly simple; however, it will be necessary to get some legal advice regarding a few of the articles, including those related to capital stock, before the Article of Incorporation and appropriate fees can be filed with the State of Wisconsin Department of Financial Institutions. Research Committee members will seek out individuals with some expertise in forming co-ops and report on findings at the next meeting.

The next meeting, which will be conducted as a *Committee of the Whole*, is scheduled for 6:00 p.m., Tuesday, December 19, 2006, in the Training Room of the EMS Building at 516 South Fourth Street.

Respectfully submitted,
Myra Anderson Hajny, Secretary