

## **Finland Cooperative Board Meeting July 8th, 2019**

**Present: Honor Schauland, Kaare Melby, Matt Morris, Andy Gomez, Sue Rian, Julia Kloehn, Stacy Breden, Interim Manager Karl Klinker comes in at 7:35pm**

Meeting called to order at: 6:07pm.

Kaare welcomes Julia Kloehn to the Board.

Officer elections - Right now, Kaare is President, Stacy Breden is Vice President, Michelle was Treasurer, Honor is Secretary. Andy nominates Kaare for president. Kaare declines. Honor nominates Stacy, Stacy declines. Andy nominates Matt, Matt declines. Sue nominates Andy. Andy accepts the nomination. Andy nominates Sue, she declines. Kaare calls for other nominations. No other nominations, Kaare calls for a vote. All are in favor.

Kaare nominates Stacy as vice-president. Stacy dodges the question and nominates Matt. Matt expresses that he's not sure he can do more on the board, not accepting the nomination. Stacy accepts her nomination. Andy asks for other nominations, no others, calls for a vote. All are in favor.

Kaare thanked for years of service as the President.

Andy asks for nominations for treasurer. Kaare nominates Julia. She accepts. No other nominations. All in favor. Andy calls for nominations for secretary. Kaare nominates Honor. She mumbles acceptance. No other nominations, All in favor.

The new officers are: Andy (Andres) Gomez - President, Stacy Breden - Vice President, Julia Kloehn - Treasurer, Honor Schauland - Secretary.

Check signers - The Board authorizes Andres Gomez, Board President and Julia Kloehn, Board Treasurer, as check signers.

Matt has a question, has a hard time with business decisions being made on Slack. Wants it to be done in a sit down, legal business meeting. Easy to have things taken out of context. Kaare explains that according to bylaws, decisions made outside of meetings have to be unanimous and in writing. We're not doing our job if we have to wait an entire month between meetings. Andy agrees with Matt. Honor explains that Slack is a private encrypted forum. Slack can be printed and added to minutes if necessary. Stacy: Slack is a tool to communicate in between meetings. Bylaws outline guidelines for decisions without meetings. After heated discussion, Andy moves that we table the issue to another time.

Sue motions, Kaare seconds to approve the minutes from the June 13th meeting.

Treasurers report - Board account is explained to Julia, Julia will talk to Michelle to get login info. Andy and Julia will go sign at the Credit Union.

Old Business - Discuss what to do with Karl and the Manager position. Since Mike quit, he has gone without days off, he is down employees, he has dealt with many crises, we're getting into the busy season now. He's telling us that he needs help but isn't sure how to address time off, projects and work that needs to be done using the existing employees. He needs another person. Hiring a manager is going to take time. Maybe a long time. Concern that we will lose him in the meantime. Employees and public support for Karl is high. Board received a letter from a member in support of moving Karl into the Manager position. Member also posted letter at store. People began to sign it.

Discussion gets heated. There is disagreement about Karl's qualifications and how best to proceed. Honor expresses discomfort with how to record the disagreement/discussion.

Kaare needs to leave for family reasons. Andy needs to leave for another obligation. Andy motions we offer Karl \$ with insurance and if he refuses, we offer \$ without the insurance for moving from Interim Manager to Manager. Honor seconds. Discussion. All in favor. Matt abstains.

Board agrees that we need an assistant manager immediately. Board wants Karl to hire them, and Board just wants to see the info on reasoning for decision made - report after he hires someone.

Andy and Kaare leave at 7:34pm. Karl comes in.

Stacy updates Karl on changed Board roles. Offers \$ with insurance for Karl to move into the Manager's position. Karl asks some questions about insurance. He is confused or suspicious why we would suddenly come back and offer him a higher salary than at last month's meeting. He says he might want to think about it for 2 weeks. Board wants Karl to hire Assistant Manager ASAP. Karl asks what is the pay range for that job? Two possible ideas for candidates.

Karl accepts the offer of \$ . He wants to get an ad in the paper ASAP for an assistant manager. When is his rollover/annual review - would be July meeting each year. Asks about vacation. Vacation accrual date is March and annual review will now be in July. Asks for backpay - retroactive for one month.

Karl leaves the room for board to discuss backpay.

Sue motions for to give Karl \$ backpay, Julia seconds, all in favor, motion passes.

Karl comes back. Stacy tells Karl. Karl thanks the board, says that means a lot. Honor will send copy of minutes to accountant.

More questions. Asks about bonuses for the employees. Karl states that he owes a lot of respect and gratitude to employees. Board will address later in the meeting.

Manager's report: Just got fuel, owe CHS \$40,000 right now. There was a gas shortage, but we got gas as quickly as possible. Got us a discount on gas because of the shortage, covered our freight, plus some. Making decent margin right now. There are going to be issues with gas going forward. Karl is doing what he can to have availability, but it's a lot of work. We're not branded. MPCA stopped in today asking about things that aren't fixed. Past citations about leaks and fuel probes. They could put locks on the pumps in 2-3 weeks if it's not addressed. B and D pump will be up ASAP. Working to get things fixed. Will be calling B and D every day until it's fixed. Last 9 days have been very busy, late trucks, broken product. Charge accounts are doing ok for now, lots of charging happening because it's summer. Karl wants to put an additional \$10,000 in the ATM temporarily because Our Place's ATM was struck by lightning and we ran out of cash in our ATM last weekend. Discuss credit card transaction fees and encouraging folks to use cash. #25 has not paid, have not talked to her, wants to talk to her before sending to collections. Have not heard anything from collections. Another strange purchase incident, thought it could have been a scam, but it turned out to be ok. Go over snapshot report. Go over accounts receivable. **\*Karl will try to make the accounts receivable report more comprehensible, because the 30, 60, 90 days columns are not accurate and it would help the Board to understand better.** <end manager's report>

Food Chain - GFAP grant - MDA says we can pick which part(s) of the project that we'd like to do. We don't need to do the full \$45,000 project in order to access our \$17,100, and there is no matching requirement. We do have to spend the money first and then submit our documentation for reimbursement. Karl is still working on getting bids.

No updates on former manager Mike Coyle for now.

Security system update - board consensus is that we need to move to get this implemented. Stacy will ask Andy to get the plans to Kenny.

Bonuses for employees. Karl would like to not have it be payroll related. Motion by Sue, second Matt, to give bonuses based on time with the store, \$500, \$300, \$200, \$100 for new employee. All in favor.

Rounding up purchases - Karl has been trying to get employees to round up, they're doing better with it. Get them on board for the month of October when it can be matched. Might not make a ton of money but every bit helps and shows Twin Pines that we are serious about growing our fund.

Andy comes back and board updates him on decisions that have been made in his absence.

Discuss store improvements. Brad will be brushing and cleaning, packing class 5 over parking area. Will be calling Ulland brothers to see what they charge. Cheap fix for now, but with the work we are having to do on tanks etc best for now.

Once a month employee meetings going well. Elaine is still on 4 weeks with no weight on her leg. Shuffling things around but getting through it.

Share approval: Caleb Lines, Sarah Thomson, Mary Jo Taintor, Stefan Meyer, Amber Reppe, Patricia Lyon, Ed Lyon, Dan Waxlax, Julia Kloehn, Diana Uppgard, Quentin Uppgard, Lisa Topp, Robert Nelson, Suzanne Nelson, Terry Olson, Ken Banks, Art Ernest, Luke Lindeau, Greg Westergard, Kim Wolfgram-Salz, Rick Salz, Matt Barthelemy, Senja Ahlbeck-Bates. Stacy motions to approve all, Matt seconds, all in favor.

Motion by Honor to adjourn, seconded by Sue, all in favor. Meeting adjourned at 9:05pm.

Respectfully submitted

Honor Schauland, Board Secretary