

Coteau Community Market  
Board Meeting, October 9, 2021  
Watertown Regional Library patio

1. Motion to approve minutes: 5/17/2021, 6/29/2021, and 7/3/2021 (attached)
2. Motion to affirm email action: vote to appoint Ron Hagen to fill Maria's term until June 2022; interim term approved
3. Set date and time for monthly meetings
4. Motion to appoint third signatory on checking account
5. Motion to approve reimbursement for Annie
  - (a) \$300 in kind stock – hosting website August 2020 through July 2021
  - (b) \$152 for printing, mileage, and presentation expenses (food for National Night Out and Lake Area Technical College) – check to be signed
6. Motion to approve Bruce \$100 in-kind stock for meat bundle prize for memberships (Julie Gonsor won.)
7. \$50 raised @ Summer Fiesta – donated as thank you to GLMC for translation of membership form and small flyer. Check to be signed. Food was donated.
8. Financial update (attached)
9. Sharing of efforts to gain memberships (marketing)
10. Sharing of fundraising efforts
11. Budget to open (attached) – updated version of one given to board on May 1, 2021
12. Presentation of draft Board Orientation Packet
13. Topics for discussion from Bruce
  - (a) E-sales of products:
    - i. What is the process?
    - ii. How does pricing work?
    - iii. Is this something that needs more focus to raise awareness and funds?
  - (b) Is GoFundMe an option for fundraising?
  - (c) Should committees be formed to further the Market's priorities?
  - (d) Is the board a decision making entity requiring majority approval on initiatives or an advisory council to the board president?
14. Topics for discussion from Stacy:
  - (a) Store:
    - i. How are we planning to get the space ready to open.
    - ii. How do we get the space opened this year, to capture holidays sales.
    - iii. What is the NEW wish list to get the space open.
    - iv. What staff do we need to get the store open.
  - (b) Board:
    - i. Forming committee to work on various items and provide weekly feed back.
    - ii. Communications - how do we make sure all question brought before the board are addressed, discussed, and voted on.
    - iii. Member Code of Conduct.
    - iv. Review e-mail communication system.
  - (c) Media / Investors / Suppliers
    - i. How are we going to interact with the media
    - ii. media training for all board members.
    - iii. Identifying sharable and non sharable details of COOP operations.
    - iv. Review questions asked of potential suppliers.
    - v. Responsibility of board to investors.
15. Open

Coteau Community Market Board of Directors  
Minutes of the May 17, 2021  
Regular Meeting  
Virtual Meeting via Google Meet

Board Chair Annie Mullin called the meeting to order at 7:32 p.m. Members participating: Brad Drake, Annie Mullin, Mike Mullin, Jan Mullin, and Stacy Roberts. Members absent: Jen Moos and Bruce Stauffer.

Motion to approve the Minutes from the April 15, 2021 and the May 1, 2021 meetings by Stacy Roberts and second by Jan Mullin. Motion passed with four votes.

The members present agreed that the motion passed by email to "hold the annual meeting at 1:00pm, that we NOT have a potluck in conjunction with the annual meeting because of the pandemic, that masks and social distancing be required" was still what they wanted to do.

Motion to approve the Treasurer's Report by Stacy Roberts and second by Mike Mullin. Motion passed with four votes.

Motion by Mike Mullin to appoint Brad Drake to finish Michelle Turbak's term on the Board that ends in June 2022. Second by Stacy Roberts. Motion passed with four votes.

Annie reported that she had met with the new Director of the Watertown Development Corporation (WDC) and two of his staff and that the only funding currently available was a five year loan through downtown Urban Renewal.

Annie asked that Board members come up with people to be on the capital campaign committee who are good at raising money and who know people with money. Annie is meeting with Cooperative Development Services in Eagan MN to discuss a Memorandum of Understanding (MoU) as a fiscal sponsor for tax-deductible donations.

Discussion of the compiled lists (attached) started with Mike pointing out that as a governing board that going into this fine a detail is not the norm and is only being done because there is not a general manager at this time. That a governing board makes the broad policies and the manager then makes the decisions about how to implement those policies. During the discussion it was agreed that not all things on the lists were likely to be possible when the store first opens and that the things with the higher numbers would be given the most priority.

Annie reported that she was informed by the local representative of the State Department of Health (DOH) that the store would not require a DOH food service license as there will be no food preparation in the store. That means no triple sink required, nor an additional hand-washing station. Discussion ensued about various licenses needed by the store (none other than current sales tax) and by the producers for specific products like meat, eggs and dairy and about what licenses are required in other states.

The annual meeting will be held at 1:00pm on June 12, 2021 at the shelter in McKinley Park. Maria Gruener has agreed to run for Jan's position on the board. Annie will run again.

On the open:

- 1 Brad asked if the location on Hwy 212 was being kept in mind as a fall back if the one on Kemp fell through. Discussion followed about the status of interactions with both owners. Annie will update both on the reduced need for remodeling since we will not have to have Department of Health inspections. Stacy offered to do any drawing that may be needed to show the owners.
- 2 Brad said that he is in contact with the developer who is doing The Lofts and will ask him about cost for a store space there.
- 3 There was talk about how to raise awareness of the co-op.
- 4 Stacy will have co-op fliers at her table at the Pride in the Park and said she would welcome any help.

Meeting adjourned at 8:34pm.

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Mike Mullin, Secretary

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Annie Mullin, Chair

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Approved Date

## SERVICES

mill for bulk items: 4  
accept all forms of payment: 4  
hospitality table: 4  
online/phone ordering: 4  
curbside/delivery: 4  
special/bulk orders: 4  
classes: 3  
email receipts: 2  
hours: 2  
guest wifi: 2

## PRODUCTS

bulk: 5  
meat: 5  
produce: 4  
green living: 4  
eggs/dairy: 3  
purified water: 2

## POLICIES

no single-use bags/containers: 5  
accessibility: 4  
food safety: 4  
employee benefits/wages: 3

policies have written already, just need adopted:  
annual meeting  
patronage refunds

Minutes  
Coteau Community Market  
Board of Directors  
June 29, 2021 Virtual Meeting

Board Chair Annie Mullin called the meeting to order at 7:30pm. Members participating: Brad Drake, Maria Gruener, Annie Mullin, Mike Mullin, Bruce Staufer, and Stacy Roberts. Absent: Jen Moos. Also present was Jan Mullin.

Maria Gruener was elected as Vice-Chair and Brad Drake was elected as Treasurer by unanimous agreement.

Stacy made the motion to approve the pre-order of a grain mill. Second by Maria. Motion passed unanimously.

Stacy made the motion to approve order of a water purifier. Second by Brad. Motion passed unanimously.

Brad made the motion to reimburse Annie \$85.10 for printing. Second by Bruce. Motion passed unanimously.

Annie reported that she will be getting 500 copies of the capital campaign brochures printed for a cost of \$75.00 before tax.

On the open it was decided to have an 11:00am meeting on Saturday July 3<sup>rd</sup> at the proposed location to set the focus of how to proceed with the capital campaign and designate responsible parties. An email is to be sent to the membership inviting them to come from noon to 1:00pm.

Meeting adjourned at 8:10pm

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Mike Mullin, Secretary

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Annie Mullin, Chair

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Approved Date

Coteau Community Market Board of Directors  
Minutes of the July 3, 2021  
Special Meeting  
5 West Kemp, Watertown SD

Board Chair Annie Mullin called the meeting to order at 11:06 a.m. Members participating: Brad Drake, Maria Gruener, Annie Mullin, Mike Mullin, Bruce Stauffer, and Stacy Roberts. Members absent: Jen Moos. Also present was Jan Mullin.

Annie told the Board that Eric Skott told her that we could just keep the key and not to worry about the security deposit at this time.

During the discussion of how to proceed with the capital campaign the following ideas were brought up and in some cases people agreed to do them:

1. Hand out flyers at:
  - (a) July 4<sup>th</sup> parade – Brad volunteered
  - (b) Cooking on Kampeska
  - (c) Thursday Night Live
  - (d) Municipal Band concert – Colleen Lindberg has previously volunteered
  - (e) Multicultural Center Fiesta – Annie volunteered
  - (f) National Night Out – Annie volunteered
  - (g) Vintiques auto show
2. Brad has a canopy that can be used
3. Contact SDPB
4. Have cooking class at Maxwell's – Annie volunteered
5. Bruce suggested making a list of events and sending it out to the membership and asking for volunteers to pass out flyers
6. Maria suggested having a pop up market at Gather – Annie volunteered
7. Brad and Maria asked if DocuSign could be used on the website. It is something that will be evaluated when time is available.
8. Maria asked if cash donations can be made. The answer was yes they may.
9. Stacy said that she would draw the store space.
10. Brad said he will talk with the owner of Maxwell's about donating a three door cooler.
11. Brad will contact the program people with the local service clubs about Co-Op presentations.

Meeting adjourned at 12:00pm.

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Mike Mullin, Secretary

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Annie Mullin, Chair

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Approved Date

# Financial Report

October 4, 2021

	Details	Total
<b>Balance May 17, 2021</b>		<b>\$6,225.55</b>
<b>Income</b>		
Membership equity		\$5,000.00
Individual	\$3,500.00	
Institutional	\$1,500.00	
Student	\$0.00	
Stock		\$13,000.00
Donations		\$1,468.35
Member sales		\$408.62
Non-member sales		\$188.02
Sales tax collected		\$38.82
Sales tax collection allowance		\$0.58
Melio		\$3.14
<b>Total income</b>		<b>\$20,107.53</b>
<b>Expenses</b>		
Administration		-\$434.55
COGS		-\$375.00
Fixtures		-\$1,055.75
Governance		-\$28.10
Marketing		-\$506.49
Operating		-\$7.88
Sales tax remitted		-\$38.78
<b>Total expenses</b>		<b>-\$2,446.55</b>
<b>Balance October 4, 2021</b>		<b>\$23,886.53</b>

	35 new members
	3 new members
	2021 Q2 & Q3
	CPA, postage, card stock, envelopes
	meat (doesn't include mileage)
	water purifier
	paperwork for board and member meetings
	FB/IG ads, flyers, forms, letters, handouts, bags, domain renewal,
	plugins
	credit card fees
	2021 Q2 & Q3

**2021 South Dakota State Sales Tax Remitted by Coteau Community Market**

<b>Quarter</b>	<b>Sales tax state</b>	<b>Sales tax Wtn</b>	<b>Sales tax total</b>	<b>Taxable total</b>	<b>Tax collection allowance earned (1.5% of taxes collected)</b>	<b>Amount remitted</b>	<b>Date remitted</b>	<b>Confirmation number</b>
Q1	\$52.802	\$23.463	\$76.269	\$1,173.37	\$1.14	\$75.13	04/01/2021	1144328822462815737
Q2	\$1.268	\$0.563	\$1.831	\$28.17	\$0.03	\$1.80	07/13/2021	1190158822462950308
Q3	\$25.581	\$11.369	\$36.950	\$568.46	\$0.55	\$36.40	10/04/2021	1133104822463065937
Q4	\$0.000	\$0.000	\$0.000	\$0.00	\$0.00			
<b>Total</b>	\$79.650	\$35.395	\$115.050	\$1,770.00	\$1.73	\$113.33		



<b>Capital Campaign Summary</b>				
<b>May 13 through October 4, 2021</b>				
<b>What</b>	<b>Pledged</b>	<b>Received</b>	<b>Outstanding</b>	<b>Count</b>
Stock	\$34,000.00	\$13,000.00	\$21,000.00	17
Direct donations	\$1,440.00	\$1,440.00	\$0.00	6
Tax-deductible donations	\$2,250.00	\$1,800.00	\$450.00	5
Memberships	\$5,000.00	\$5,000.00	\$0.00	38
Totals	\$42,690.00	\$21,240.00	\$21,450.00	
campaign goal	\$120,000.00			
% of goal	35.58%			

## Coteau Community Market Startup Budget Covers three months to get the store open

What	
<b>Location</b>	
rent (base + 3% of sales, estimate)	\$1,500.00
renovate (estimate)	\$10,000.00
rent deposit	\$410.00
phone & internet	\$150.00
equipment & fixtures (listed below, rounded)	\$37,000.00
start up inventory (\$45 per retail sq. ft., rounded)	\$31,000.00
start up marketing	\$1,500.00
Payroll (GM for 4 months, rounded)	\$13,200.00
POS monthly fee (software)	\$267.00
working capital (6% of projected sales, rounded)	\$12,300.00
subtotal	\$107,327.00
overrun allowance (15% of subtotal, rounded)	\$15,800.00
<b>Total</b>	<b>\$123,127.00</b>

### NEEDED TO OPEN

portion-control bulk bins – \$11,100  
 point of sale (POS) system – between \$2,200 and \$6,000 (depends on system chosen)  
     computer, monitor & mount, cash drawer, receipt printer, scanner, scale, cables, credit card  
     machine & mount, customer monitor & mount, UPS backup  
 upright three-door cooler – \$5,900  
 commercial grain mill – \$2,700  
 shelving – \$2,000  
 stainless steel work table – \$1,840  
 water purifier – \$1,060  
 chest freezer – \$1,000  
 stainless steel sink & faucet – \$900  
 two-tier shopping carts – \$640  
 printer – \$500  
 phone, modem, router, adapter – \$450  
 hand baskets – \$272  
 everything else – \$2,638  
     including but not limited to: hand cart, food safe buckets, gamma seal lids, scoops, tongs, food prep  
     gloves, aprons, fire extinguishers, fire extinguisher mounting brackets, signs, first aid kit, CCM sign,  
     weight & measures certification of POS scale, parking signs, file cabinet, office chair, various  
     cleaning supplies, various office supplies

September 7, 2021

# Coteau Community Market Board Member Orientation Packet

Thank you for becoming or considering becoming a board member for Coteau Community Market.

If you don't understand something, please ask. Chances are, if you don't understand, other members of the market may not either.

## What is Coteau Community Market?

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Coteau Community Market is a member-owned, near-zero-waste, cooperative, local food market in Watertown, South Dakota. The goal is to have a storefront open year-round, filled with as much locally produced, sustainable, healthy food as can be found. Gaps in types of local products that can be produced will be filled in with regional, national, and international products that follow the market's product policy.

## What Coteau Community Market is not

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- A nonprofit
- Food pantry
- Restaurant
- Deli
- Bakery
- Butcher
- Kitchen
- Farmers market
- Online-only store

## What the CCM Board of Directors Is

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The Coteau Community Market Board of Directors is a governing board, meaning that it sets policies and oversees the operation in general of the market. Board members must be members of the co-op.

## What is a Board Member's job?

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Board members are **representatives** of the general membership.

The job of the Coteau Community Market Board of Directors is four-fold:

1. Advocacy
2. Fundraising
3. Writing policies
4. Hiring and overseeing the General Manager

The specifics of these responsibilities are explained in more detail below.

## What is not a Board Member's job

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- Micromanaging the General Manager
- Bossing employees
- Organizing the store
- Setting prices
- Choosing products to be carried in the market
- Doing any of the day-to-day activities required to run the market

As with any co-op member, suggestions, questions, and problems should be brought to the attention of the board chair and the GM.

## Expectations of Board Members

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Expectations before your first meeting as a board member:

1. Read the articles of incorporation
2. Read the bylaws
3. Read all past minutes
4. Go through the market's entire website
5. Understand what a conflict of interest is as it pertains to board members
6. Ask questions if you don't understand any of what you've read.

General expectations:

1. Attend board meetings
2. Be prepared for all board meetings by reading the documents prepared or emails sent with information for the meetings
3. Read and provide feedback to all email communications promptly and regularly
4. Ask questions
5. Support all board decisions, once decided, in public. This doesn't mean you can't disagree in board discussions (alternate points of view are vital for an organization to function at its best). It does, however, mean that once the board has come to a decision, you do not contradict or badmouth the decision or the other board members to the membership or general public. Doing so is grounds for removal from the board for conduct contrary to the cooperative (Bylaws 4.4).

Again, if you have any questions or need clarification, say so.

# Board Members' Jobs

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## *Advocacy*

First and foremost, you must believe in the mission and goals of the market. If you can't explain why the market is important to you, how can you explain why it's important for our community, our collective health, and the planet? And why do you want to be on the board, if you can't?

Does this mean you need to have every single detail memorized? No. But you *should* know where to either find that information or who to ask about it.

## *Fundraising*

This goes hand in hand with advocacy, as getting new members to invest in the market (by becoming members, donating, and/or by purchasing stock) will be a never-ending process.

Especially during capital campaigns, it is important to talk with **everyone** around you about the market, inform them why it's important, and why their financial participation is needed.

## *Writing policies*

Policies are the broad brush strokes that state the goals and mission of the market, without focusing on details for implementation. These are the guidelines that the market's GM will put into practice on a day-to-day basis.

## *Hiring and overseeing the General Manager*

The board is responsible for finding and overseeing the general manager. This entails writing and understanding the GM's job description, as well as evaluating how the GM is implementing the co-op's policies.

The board is responsible for understanding, evaluating, and giving input on the budgets and financial information the GM is responsible for writing and maintaining.

# Board Positions and Responsibilities

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## *Chair*

Coordinates and organizes board meetings. Guides the board in the process of their jobs. In the absence of a general manager, acts as general manager for any activities or responsibilities that would normally handled by the GM.

## *Vice Chair*

Helps chair. In the absence of the chair for a board meeting, runs the meeting.

## *Secretary*

Takes minutes, coordinates with the board chair communication with the co-op membership and general public. Assists the chair with the annual report to the South Dakota Secretary of State. In the absence of the chair and vice chair, runs the meeting.

## *Treasurer*

Works with the general manager and/or board chair to provide oversight of the financial activities of the co-op.

# **Information Board Members need to know**

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## *Organizational*

The annual report to the South Dakota Secretary of State is due on November 1st. The chair and secretary are responsible for submitting the required information.

## *Financial*

The co-op's/market's business checking account is at Reliabank, negotiated with no charges for deposits or withdrawals. No interest is received on the account. The chair, vice chair, and treasurer are the signatories on the account. Currently, the chair is the only officer with a debit card for the account. Once the GM is hired, they will be added as a signatory and issued a debit card.

Bookkeeping and federal taxes are currently being done by the chair. Taxes are sent to a CPA who specializes in food co-ops to be checked over before submission to the IRS.

State sales taxes are due quarterly. Once the market opens, they will be due monthly. The GM is responsible for reporting these. The chair is currently handling this responsibility as acting GM.