

Breadroot Cooperative
Board of Directors monthly meeting minutes

Date: September 18, 2017
Allotted Time: 5-6:30 PM
Location: Co-op Mezzanine

Meeting called to order 5 PM

Attendees: Lindsey Hays (President – meeting via Skype), Dowell Caselli-Smith (Vice President), Jennifer Benning (secretary), Jeanne Berry (BOD), Tom Berry (Treasurer), Karen Psiaki (BOD), Jeffrey Thouron (GM)
Kristi Langeruk (BOD), Brenda Trace (BOD)

- I. Approve agenda (1-min), [Motion to approve. All approved.](#)
- II. “How is everyone doing?” (5-min) and introductions to welcome new member
- III. Approve previous meeting’s minutes (Aug 2017) (5-min)
[Motion to approve with corrections. All approved.](#)
- IV. Board Calendar & Agenda – Lindsey (15-min)
 - a. Board Education: will be covered at this month’s retreat
 - b. Board Monitoring
 - i. C8: Governance Investment. [Accepted as demonstrating accomplishment of a reasonable interpretation of Policy C8. Motion to approve. All approved.](#)
 - c. Member engagement
 - i. Dowell plan to write article on member engagement to send out to members [Dowell will write an article by the end of the month](#)
 - ii. Plan to introduce the BOD to the membership. [Board webpage needs to be updated to include bios and pictures of Tom, Jeanne, and Brenda.](#)
- V. Insurance and liabilities report and discussion – Karen (10-min)
[Karen noted that there is not current coverage for: employment practices liability and fiduciary liability coverage. Karen will call insurance agent to request more information on coverage.](#)
- VI. Updated BOD calendar proposal - Lindsey (5-min)
[Addition of Sept board retreat and Lindsey at CBL. Dowell suggest CBL Cooperative Grocer’s magazine for ideas. Movement of Prepare for BOD Elections by February. Annual meeting must be held by June.](#)
- VII. September board retreat - Lindsey (5-min)
[Meeting from 12-5 pm; potluck style snacks. 22879 Pine Meadows Court. Near Rimrock.](#)
- VIII. GM Items (15-min)
 - a. GM Needs (5-min) [GM requests approval of a non budgeted item in order to replace a broken freezer and still renovate/create a new customer service area \(already approved\). Motion to authorize GM to purchase non budgeted item. All approved.](#)
 - b. GM Reports (10-min)
 - i. B3: Asset protection. [The policy was reviewed and the policy a motion was made to accept as demonstrating accomplishment of a reasonable interpretation of Policy B3. All approved.](#)
- IX. Committee Items
 - a. Finance Committee – Tom (5-min)
 - i. Review of financial statements
 - b. Executive committee report (20-min)
 - i. Audit Report - Tom (5-min) [Needs a more detailed description of audit tasks](#)
 - ii. BOD recruitment – Dowell (5-min) [Interview scheduled for Friday.](#)

- iii. GM employment agreement progress - Lindsey (5-min) [Still in progress.](#)
 - iv. CCMA recommendation for 2018 – Dowell (5-min) [Annual conference for coops. 2018 will be in Portland, Oregon, date to be determined.](#)
 - c. Non committee items
 - i. Approval of wording of changes to Policy Register B10 [Motion to accept the Policy B10. All approved.](#)

- X. Code of conduct agreement (3-min)
 - a. New board members and those who did not sign this form in July will need to sign at this time

- XI. Next meetings:
 - a. **Board Retreat: Saturday Sept 30, 2017, 11 AM – 6:30 pm** (will confirm time and other details during above meeting)
 - b. Executive committee meeting: Monday, Oct 9, 5-6 pm
 - c. Finance committee meeting: Monday, Oct 16, 4-5 pm
 - d. **General Board meeting: Monday, Oct 16, 5-6:30 pm**