

Breadroot Natural Foods Coop Board of Directors
December 2020 Monthly business meeting minutes
Scheduled for: Dec 21, 2020 from 5-6:30 pm

Location: Zoom meeting

Meeting began at 5:05 pm

Attendees: Lindsey Hays, Pamela Bonar, Allan Burkhard (GM), Karen Psiaki, Jessica Ries, Elliott Warshaw, Dowell Caselli-Smith, Curt Westburg, Dreely Tabor, Joshua Youngblood (CBLD consultant, guest)

Absent: Anu Shende and Kim Tilsen-Braveheart (both notified board president in advance of conflicts preventing attendance)

- I. Approve agenda – 3 min **Motion: Elliot 2nd: Curt Approve: All Oppose: 0**
- I. Approve previous meeting minutes (Nov 2020) – 3 min **Motion: Elliott 2nd: Pam Approve: All Oppose: 0 Abstain: 0**
- II. Introductions - 10 min
- III. Coop member time – 10 min **No members in attendance**
- IV. Old Business (5 min)
 - A. BOD communication with members: send out announcement that we have hired Allan. **Lindsey voiced options to introduce Allan to the coop membership. Curt reminded her that was done via email and Facebook. Curt inquired about communications. Joshua explained the function of an outreach committee for maintaining communications calendar, etc. and coordinating with marketing. Curt agrees that this is something we need and said he would chair the committee to work with Allan. Staff would also be good to have on the committee. This can be looked at during the retreat.**
 - B. Reminder: board retreat planned for Saturday Jan 30th with details to come in early Jan. Objective of retreat is to come away with organized and clear written expectations for board directors, committees, and officers. **Lindsey will get the agenda out. This will be via zoom with breakout sessions. Joshua will work with Lindsey on the agenda.**
- V. New business (10 min)
 - A. Welcome Allan!
 - B. Introductions
 - C. GM report
 - C.1. PPP loan update: **Allan inquired about the PPP loan with Jen. Jen is working on the report with the CPA (currently out with covid.) Most of the loan will be forgiven is expected.**
- VI. GM policy compliance report (10 min)

- A. Per our schedule, the following policies are due for report: B7: Board Communication and B8: Board Support. I do not expect Allan to report on these as he has only been with the coop for two weeks. **Garland and Allan worked on this together.**
 - B. Please review these policies (in packet) and we will discuss as a group. **A discussion took place. Lindsey asked about progress/changes regarding internal policies that were noted as needing significant updates. Allan reviewed what he has been doing on this and offered to share with the board. Lindsey requested that Allan update the board when changes are made to internal policies, or if we are out of compliance. Allan assured Lindsey he would. Board President, Lindsey will set up a time to regularly meet with the general manager, Allan. Motion to find GM performance B7 and B6 in compliance with the policies and welcome the fact that Allan understands them: Karen, 2nd: Dowell. Discussion: Curt brought up reanalysis of freedcamp and whether it is the proper tool to do this in. All in favor: All, Oppose or Abstain: 0. Motion carries.**
 - C. Next month, we will return to the previous reporting schedule.
- VII. VIII. Committee reports (20 min)
- A. GM search committee report (Curt – 5 min) **Curt reported and said we can disband it.**
 - B. Consider a vote to retire this committee **Motion: Elliott 2nd: Dowell Discussion: Karen asked about the contract. Signed and executed. All in favor: All Oppose or Abstain: 0. Motion carries.**
 - C. Executive committee report (Lindsey – 5 min) **Lindsey reported.**
 - D. Finance committee report (Lindsey – 5 min) **Lindsey reviewed the written report. Sales were up by 40% in November 2020 over last year (November 2019). Increased costs contributed to net loss for the month of November. Year to date the coop is profitable with net profit at about \$116,972. Elliott talked about the 3 paycheck months and how we can budget for these in advance so we can better track budget vs actual. Curt said the finance committee meetings will be moved to the Thursday before the board meeting. Curt will schedule the zoom meeting send an invite to the finance committee members.**
 - E. Nomination & recruitment committee report (Karen – 5 min) **Karen is looking at next year's calendar to ensure compliance with timeline for recruitment and board elections. It looks like we will be adding six new members to the board. Dowell moves that we have the annual meeting May 22, 2021, 2nd: Karen, All in favor. Oppose or abstain: 0 Motion carries. President to check GM calendar to make sure he can attend.**

- VIII. Board Calendar & education (10 min)
- A. Determine board compliance regarding Policy D3: delegation to the GM: **Lindsey reviewed Policy D3. Dowell stated that it is an ongoing understanding if there are any major changes at the coop affecting reporting under policy governance, these changes should be reported to the board president ASAP rather than waiting up to one year before the official report on the particular topic is due for board review. Karen moves that we accept the board as in compliance with Policy D3 at this moment. 2nd: Curt Discussion: Elliott discussed that we have not been in compliance during the last 5 months. We have made mistakes and have made adjustments. Karen withdrew her motion. Curt withdrew his 2nd. Curt reviewed our failings and lessons learned. New motion: Elliot moves that we are not in compliance with policy D3 but we have new direction and new management and plan to keep ourselves in compliance moving forward. 2nd: Jessica. All in favor. Motion carries.**
 - B. No finance indicator or special topics for review this month per the schedule. Had planned to participate in member appreciation days but this has changed due to COVID-19.
- IX. Adjourn **Motion: Pam 2nd: Elliott Approve: All Oppose: 0 Abstain: 0 Adjourn: 6:32pm**
- X. Next meetings – will all take place virtually:
- A. Executive committee meeting: Wed, Jan 13, 1-2 pm via phone-based conference call
 - B. Finance committee meeting: Thursday, Jan 14, 5:30-6:30 pm via Zoom
 - C. General BOD meeting: Monday, Jan 18, 5-6:30 pm via Zoom
 - D. BOD retreat: Saturday, Jan 30th, hours TBD

The board president continues to re-evaluate the risk of COVID-19 infection and public health guidance in our area when determining whether to have virtual meetings. Of course it is best to meet in person but in-person meetings continue to be unsafe at this time.