

Breadroot Cooperative

Board of Directors monthly meeting agenda

Date: Monday February 17, 2020

Allotted Time: 5-6:30 pm

Location: Co-op Mezzanine

Meeting called to order: 5:02 p.m.

Attendees: Lindsey Hays (BOD, President)
Elliott Warshaw (BOD, Treasurer)
Peter Fischer (BOD)
Karen Psiaki (BOD)
Jessica Ries (BOD, Secretary)
Jeffrey Thouron (GM)
Dowell Caselli-Smith (BOD)

Absent: Dora Tilles (BOD)

- I. Approve agenda (2 min) **Approved**
- II. Approve previous meeting's minutes – Jan 2019 (5 min) **(5 Aye/1 Nay) Approved**
- III. Coop member time (5 min) **Welcome back Lindsey, 1 potential board member Dreely enjoyed our meeting and is interested in serving as a board member.**
- IV. Committee Reports (25 min)
 - a. Executive Committee (5 min) **No meeting was held so Lindsey used the time to say a few housekeeping things: First was a big thank you to Jeffrey and Anna for all their hard work. Also please keep in your thoughts, suggestions and/or consideration a Board President successor. Please note the annual meeting date of membership is April 18, 2020 (time is pending). We have found an HR auditor and quote that is acceptable and will be scheduling a time soon.**
 - b. Finance Committee (5 min) **Monthly report was submitted 2/16/2020. See detailed report in this month's meeting packet. Of note is our highest sales day in Coop history was January 11, 2020 Wellness Saturday!**
 - c. Nomination & Recruitment Committee (5 min) **A motion was on the table to accept our new board nominees of: Pamela Bonar, Dowell Caselli-Smith, Anu Shende, Dreely Tabor and Curt Westberg. All approved. A big thank you to Karen for all her hard work. We wish well our fellow board members Peter and Dora as they serve out their remaining term but will not be seeking re-election. We thank you for your service.**
 - d. Board Development Committee (5 min) **CCMA Conference is being held June 4-6. It is open to attend, and we would likely get a scholarship so if you are interested please get in your application no later than March 9, 2020.**
 - e. Building Committee (5 min) **Tabled, no longer a committee.**
- V. GM Report (20 min)
 - a. GM Monitoring: Discuss and vote whether to accept GM's Policy Compliance Reports Clarification was need to the first paragraph regarding structure sentence on pg 9/packet pg 15. There was also some discussion was member shares vs. member fees and how different coop models work, tabled for future discussion.
 - a.i. B1 – Financial Activities & Conditions **Accepted as compliant, Approved (5 Aye/1 Abstained)**
 - a.ii. B9 – Emergency GM Succession **Accepted as compliant, Approved (4 Aye/1 Nay/1 Abstained) Some discussion was had on a GM Successor should the need ever arise.**
 - b. GM Operational Activities Report (includes Construction Update, NCG Implementation) **See detailed report on page 27 of the February meeting packet. Of note is the continued construction issues. Jeffrey will be making maps for members on how to access the Coop.**

Jeffrey will also have weekly discussions with staff on how to mitigate the effects of the construction as well as partner with surrounding business, target mailings and making sure people are aware that we do accept EBT. We all received 10% off coupons to hand out to others with our names on the back for a chance to win a gift card.

- c. Approve Member Applications Tabled, quarterly.

VI. Board Calendar & Agenda (20 min)

- a. Board Education & Admin Agenda

- a.i. What to do when staff or member-owners make a complaint to the board. If a complaint is made immediately give that information to the board president. It is our practice that the board respond as a collective group. We also hope to have a better process/procedure for this that will be better answered in our HR audit.

- a.ii. Board Annual Self-Review Turn in immediately if you have not done so.

- a.iii. General Manager Annual Review Turn in immediately if you have not done so.

- b. Board Monitoring: Discuss and vote whether to accept the board as in compliance with policies:

- b.i. C - Global Governance Accepted as compliant – all Approved.

- b.ii. C1 – Governance Style Accepted as compliant – all Approved. Some discussion was had on improving our strategic leadership moving forward as it is an active process not just a “check in” here and there role.

- c. Member/Community Engagement: BOD Election Planning & Nominating Committee Some discussion was had in regard to emailing our potential board members full names and addresses to all of the current members of the coop. It was decided we would be stating the potential board members Name, City, State with a footer notifying all members that more information was available in store. Motion was approved by all.

VII. Adjourn @6:34 p.m.

VIII. Next meetings – all located in the coop on the mezzanine unless directors are otherwise notified:

- a. Executive committee meeting: Monday, March 9th 4:45-5:30 pm

- b. Finance committee meeting: Monday, March 9th 5:30-6:15 pm

- c. General Board meeting: Monday, March 16th 5-6:30 pm