

Breadroot Natural Foods Coop Board of Directors
January 2021 monthly business meeting agenda
Scheduled for: Jan 18, 2021 from 5-6:30 pm
Location: Zoom meeting

Members Present: **Attendees: Lindsey Hayes, Pam Bonar, Allan Burkhard, Dreely Tabor, Kim Tilsen-Braveheart, Curt Voight, Karen Psiaki, Sharissa Hermanson, Dowell Caselli-Smith, Elliott Warshaw**

Members Absent/Excused: **Jessica Ries, Curt Westburg, Anu Shendi,**

Motion to begin meeting: **Motion: Karen, 2nd: Elliot Approve: all Oppose: 0 Meeting Begins: 5:05**

I. Approve agenda – 3 min **Motion: Elliot 2nd: Karen Approve: All Oppose: 0 Abstain: 0**

II. Approve previous meeting minutes (Dec 2020) – **Motion: Dowell 2nd: Elliott Approve: All Oppose: 0 Abstain: 0**

III. Coop member time – 10 min **Members Present: Curt Voight, Sharissa Hermanson**

Curt Voight brought up that some volunteers have been told that they were no longer needed. Curt is concerned about this and wants to know why. Jessica responded that it is a liability to have the volunteer program. This was a GM decision. Allan also responded. Explained that it is a liability for the coop. Dowell explained Department of Labor requirements for volunteers in the coop.

IV. Old Business (10 min)

A. BOD communication with members: discuss establishment of a board outreach committee, which will be discussed at upcoming retreat. Board needs to establish regular communication with the membership. **Discussion: Lindsey discussed a board outreach committee and can follow up with Curt to draft that before the retreat. Lindsey meets regularly with GM and will look at what needs to be shared with board members.**

B. Reminder: board retreat planned for Saturday Jan 30th. The agenda is included in this month's board packet. **Lindsey reviewed the agenda of the retreat.**

C. Follow up regarding re-writing of coop's internal policies to improve compliance with standards of practice and local laws (Allan): **Allan reviewed the employee handbook and how it has been distributed to the current staff.**

II. New business (10 min)

A. Board of Directors 2021 election planning: discuss nominations and timeline (Karen)

Discussion: Karen discussed. Membership contact list need to go out by certain dates according to bylaws via email blast and needs to make sure this is in place under new GM. Allan said that this is in place. Anna would be good to assist with this. Allan and Karen will meet to discuss. Dowell would like to be on this committee. Karen is currently the committee chair.

- B. The board will not conduct yearly evaluation of the GM as prescribed in the board calendar due to current GM started in December of 2020.

III. GM Time (10 min)

- A. Discuss updated role of board support person. Discussion: Allan introduced Sharissa Hermanson as Executive Assistant. Allan emailed her responsibilities to the board. She will be organizing freedcamp. Pam will publish the minutes and Sharissa will distribute them.
- B. Updates, concerns, requests from GM to the board. Discussion: Dowell brought up the business plan and update on budget.

IV. GM policy compliance report - B10: building and lease information (8 min)

The board will discuss the GM's report of compliance to policy B10 and will determine if Allan's performance demonstrates that he is in compliance based on a reasonable interpretation of the policy. Lindsey discussed the B10 report.

Motion in regard to Allan's performance to push this review to next month: Pam 2nd: Dowell

Discussion: Karen wants GM to address building lease. Allan said he can do this and asked for an email from Karen stating what the board needs. Kim asked for a cost comparison analysis if we were to expand. Allan agreed that this would be beneficial. Elliott asked for clarification for the future needs as to the space of the coop and commended him on the work he has done thus far. Allan asked that the board make expectations clear.

All in favor: all Oppose: 0 Abstain: 0

V. VIII. Committee reports (15 min)

- A. Executive committee report (Lindsey – 5 min): Lindsey reviewed minutes.
- B. Finance committee report (Dreely – 5 min): 3rd Thursday of the month meetings. Lindsey reviewed the report. We have a great net income for the year. Dowell asked where the ppp loan fits into this. Allan said that would be reviewed with the accountant in the near future. Patronage allocation was asked by Karen. Lindsey said that would be addressed.

B.1. Review budget vs actual from 2020 Q4

- C. Nomination & recruitment committee report (Karen – 5 min)

VI. Board Calendar & education (20 min)

- A. Determine board compliance regarding Policy D4: monitoring the GM: Are we in compliance? Dowell reviewed #1, 2, 3, and 4. Karen discussed items 2 and 3, weaknesses and solutions. Item 1c, Karen thinks we failed at. Direct observation is a solution Karen

thinks is a way to improve this. Dowell discussed the practice of the treasurer periodically review the bookkeeping. Allan would be happy to provide information to the board when asked. He asked for written clarification of expectations.

Motion of our performance in B4, meeting expectation other than timely GM evaluations which we expect to fulfill in the future: Elliott 2nd: Pam Discussion: Elliott asked for clarification Approve: all Oppose: 0 Abstain: 0 Motion carries.

B. Board self-evaluation and discussion. Discussion: Will be tabled to email in the future.

C. Discuss finance key indicator of the month: sales growth: Karen discussed. Elliott commented that the growth at 40% is not sustainable due to Covid. When/if the world goes back to "normal" this percent will likely change.

Motion to move meetings to 5:30pm: Dowell 2nd: Elliott Approve: All Oppose: 0

VII. Adjourn. Motion: Elliott 2nd: Dreely Approve: All Oppose: Abstain: 0

Meeting adjourned at: 6:31pm

VIII. Next meetings – will all take place virtually:

A. Executive committee meeting: Wed, Feb 10, 1-2 pm via phone-based conference call

B. Finance committee meeting: Thursday, Feb 11, 5:30-6:30 pm via Zoom

C. General BOD meeting: Monday, Feb 15, 5-6:30 pm via Zoom

D. BOD retreat: Saturday, Jan 30th at 9 am via Zoom

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.