

March 2021 monthly business meeting agenda

Meeting scheduled for: Monday, March 15, 2021 from 5:30-7pm

Location: Zoom meeting, with link available for coop members by request at manager@breadroot.com

Members Present: **Lindsey Hays, Pamela Bonar, Allan Burkard, Sharissa Hermanson, Anu Shende, Dowell Caselli-Smith, Jessica Ries, Kimberly Tilsen Braveheart, Elliot Warshaw**

Members Excused: **Curt Westburg, Dreely Tabor**

Meeting begins: 5:34

Approve agenda – 3 min **Motion: Elliott 2nd: Jessica Approve: All Oppose/Abstain: 0**

Approve previous meeting minutes (February 2021)

Motion: Pam 2nd: Dowell Approve: 0 Oppose/ Abstain: 0

Coop member time – 10 min **Members present: Curt Voight**

Old Business (15 min)

- A. Approve updated charters for Finance Committee and Executive Committee
Motion to approve: Dowell 2nd: Jessica Approve: 0 Oppose/Abstain: 0
 - B. Discuss ongoing work following our retreat, update deadlines **Discussion: Lindsey encourages all to submit job descriptions.**
 - C. Follow up letters to former volunteers: **Sharissa will send letters out.**
 - D. Update and discussion regarding masking policies and customer feedback:
Discussion: Allan shared mask discussion from members. Most people are in agreement to wearing masks. Enforcement can be an issue. Allan opposes security to enforce mask wearing. Elliott who works at Cabela's shared his experience of mask signage without enforcement. Jessica supports the verbiage on signage: Please wear a mask. Lindsey believes it is important to keep the conversation going, hearing both sides. Curbside pickup will continue. Hand sanitizer stations are positioned throughout the store.
- II. New business (5 min)
- III. **Motion to accept Karen Psaki resignation: Elliot, 2nd: Jessica, Approve: all, Oppose: 0**
- A. Proposed bylaws revision to include on this year's ballot:
 1. 6.3 Unbudgeted Capital expenditures
 - a) Current language: "Unbudgeted capital expenditures over \$500.00 are to be approved by the "Board of Directors." **Dowell would like to wait for a new budget system. He recommended \$10,000 as a reasonable figure. Allan expressed opposition to having it in bylaw, which Columinate agrees with. Suggests putting in board policy. Lindsey: We are in the process of revising and updating policy. Allan suggests putting it on the ballot to move to policy. Lindsey suggests increasing the amount now and putting on the ballot to change from bylaws to policy later.**

Motion to raise to \$10,000 now: Dowell 2nd: Pam Approve: All Oppose: 0

- b) Proposal is to remove this line item and instead create a policy that is not part of the bylaws (thus would not require a vote of the entire membership to change).
- B. Certify email based vote to formally establish nomination and recruitment committee, and to update committee membership.
 - 1. Motion was made by Elliott and seconded by Pam Bonar, then amended and the change was approved by Elliott and Pam via email thread on 3/3/21:
 - a) Motion to establish Dowell as the new chair of the nomination and recruitment committee, and establish the following members for the nominating committee:
 - (1) Dowell Caselli-Smith (BOD)
 - (2) Pamela Bonar (BOD)
 - (3) Anu Shende (BOD)
 - (4) Lindsey Hays (BOD)
 - (5) Anna Chief (member/employee)
 - (6) Sharissa Hermanson (member/employee)
- IV. An email-based vote took place on 3/3/21 and 3/4/21. All board directors voted in favor. Motion passed.
- V.
- VI. **Motion to accept this change: Elliot 2nd: Jessica Approve: all Oppose: 0**
- VII. **Discussion: Sharissa speaking for Anna saying that she voiced would not be a part of this committee**
- VIII. **Motion to remove Anna from the committee per her request: Elliot 2nd: Dowell Approve: 0 Oppose: 0**
- IX.
- X.
- XI. GM Time (20 min)
 - A. Updates, concerns, requests from GM to the board
Point of Sale system discussion. The Counterpoint system is outdated for our store.
Dowell moves that we approve the lease option for a new POS with a new budget in place no later than August 1, 2021 2nd: Pam Approve: 0 Oppose/Abstain: 0
Marketing discussion for the future. Rebranding ideas.
 - B. 2020 taxes: **Extension will be filed. Allan is working on this with the accountant.**
 - C. Patronage
 - D. Request to the board to revise the 2021 budget to allow for new capital expenditure
- XII. GM policy compliance report - (10 min)
 - A. The board will discuss the GM's report of compliance to the policies scheduled for review, and will determine if Allan's performance demonstrates that he is in

compliance based on a reasonable interpretation of the policy and data presented.

XIII. Dowell makes a motion that we accept his report on B4, meeting reasonable expectations, 2nd: Elliott Approve: 0 Abstain/Oppose: 0

- A. B4: Membership
- XIV. Committee reports (20 min)
 - A. Executive committee report (Lindsey – 5 min)
 - B. Succession planning: **Lindsey is retiring and working on that process. Curt is considering the role of president. We will need a vice president.**
 - C. Finance committee report (10 min) **Will be meeting this Thursday, 3/18/21.**
 - 1. Brief Report on coop financials
 - 2. Discuss timing of meetings.
 - 3. Finance topic of the month for board review: quick ratio and current ratio
 - 4. Updates on next required external financial review.
 - 5. Timeline for 2020 finalized financials (need these for annual meeting).
 - D. Nomination & recruitment committee report (5 min)
 - 1. Report on timeline progress, current slate of nominees, and upcoming important dates
Sharissa updated that there are currently 11 candidates. March 23rd is the deadline to submit application forms.
 - E. Board engagement report
- XV. Board Calendar & education (15 min)
 - 1. Determine board compliance regarding Policy C2: Board's Job
 - 2. Board education topic: bylaws review. Please read through the bylaws which are available on the coop website.
 - 3. Planning for annual membership meeting: **Allan suggested looking at in-person meeting. Will follow up with Curt.**
 - 4. **Motion to delay discussion of C2 until next BOD meeting: Elliott, 2nd: Anu Approve: all Oppose: 0**
 - 5.
- VII. Motion to adjourn: **Motion: Pam 2nd: Anu Approve: 0 Abstain:0**
- VIII. Adjourn: **Time: 7:05pm**
- IX. Next meetings – hoping to move to in-person meetings within the next 60 days - still virtual for now:
 - 1. Executive committee no longer meets regularly but will have ad hoc meetings as deemed necessary by the board president.
 - 2. Finance committee meeting: date TBD
 - 3. General BOD meeting: Monday, April 19th, 5:30-7 pm via Zoom

This agenda version was updated on 3/15 at 9:20 AM.