

Breadroot Cooperative

Board of Directors monthly meeting agenda

Date: Monday April 20, 2020

Allotted Time: 5-6:30 pm

Location: Zoom electronic meeting, with code/link to be distributed to board directors via email on day of meeting. Community members can contact the board president at president@breadroot.com for instructions for participation.

Attending: Lindsey, Jessica, Karen, Pete

Absent: Dowell, Elliott

Voted in: Curtis, Pam, Anu, Dreely

Called to Order: 5:05p.m.

- I. Approve agenda (2 min) **Approved**
- II. Approve previous meeting's minutes – Mar 2019 (5 min) **Approved**
- III. Coop member time (5 min) **None present**
- IV. Interim board appointments (will be in place until elected with member vote at June 27th annual meeting) (5 min): **Approved**
 - a. Pam Bonar
 - b. Dreely Tabor
 - c. Anu Shende
 - d. Curtis Westberg
 - e. Dowell Caselli-Smith will need to be re-installed as an interim appointment by the board in May in anticipation of being re-elected during the June vote.
- V. Summarize and certify results of virtual vote via Freedcamp that concluded on March 29th (5 min): **Approved**
 - a. The board certifies that on March 25-29, 2020 there was an electronic vote via Freedcamp to move the annual meeting to June 27th, 2020, and delay voting in new directors until voting takes place between May 27-June 27, concluding at the new date of the annual meeting.
- VI. Discussion on plans for orientation for new board directors (10 min)
 - a. Freedcamp **The new members will now get added to Freedcamp and were encouraged to read the highlights that will be sent.**
 - b. Virtual training with coop consultant Joshua Youngblood
 - i. Training available to current board members as well **New and current members will have training available with Joshua Youngblood moving forward.**
- VII. Committee Reports (15 min)
 - a. Executive Committee (5 min) **Lindsey has been in contact with Joshua and the feedback was positive and was very impressed by Jeffrey's performance during these changing times. Jeffrey and Lindsey have had monthly check-ins regarding COVID-19 and it has proven to be very valuable. Jeffrey has mask guidelines in place. Our taxes have been completed and are posted for review. Jeffrey and Board evaluation drafts will be completed by Jessica.**

- b. Finance Committee (5 min) Reviewed financial documents and sales were increased in March. Labor was increased however that has dropped due to COVID-19. Cash has increased and Jeffrey has been in touch with NCG regarding their recommendation on what to do with that increased flow.
- c. Nomination & Recruitment Committee (5 min) Successfully nominated 4 new members and 1 existing board members for a total of 5 board members. There are 2 current openings available for the Board of Directors.
- d. Board Development Committee report tabled this month as there is no chair. Will elect new chair in May

VIII. GM Report (20 min)

- a. GM Monitoring: Discuss and vote whether to accept GM's Policy Compliance Reports
 - i. B5: Consumers [Approved-in compliance.](#)
- b. GM Operational Activities Report (includes Construction Update, Major project status, staff status, NCG Implementation, Coronavirus updates)
 - Every planned event or trip has been cancelled. April and May MOADs have been cancelled.
 - New items are starting to come into the store and we will start seeing the items marked with a green tag.
 - A recent hire Lilly is working in the office 16 hours weekly. We have also hired 2 new employees to help with curb side pick-ups. Still looking to hire a front end manager and will be more actively pursuing to fill this position once there is more time.
 - Produce refresh project is arriving 2 months in advance as we are the only one with an active order.
 - Cooler purchase is paused to see what is going to happen in the near future as although we have an increase in sales at the moment, other coops are showing a drop negatively in sales so for now, it is paused.
 - The implementation and Network infrastructure is done and is compliant.
 - Construction update: laying rebar and pouring concrete so we may have an early completion date. It is estimated at May 30, 2020.
 - NCG funding of the Joint Liability Fund is at \$11,000/\$21,000.
 - COVID-19: our food distribution chain has not been disrupted and we do receive daily updates of this. We are staying within the guidelines to keep our orders coming. Our sales are high and are expected to be high through the end of the year. We saw a spike in customers in the store as well as a higher ticket. Average of \$47 which is 50% higher than previous times. We started early hour shopping for elderly and immune compromised individuals. Curb side pick-up is also available. The cash registers have been changed with Plexiglas shields and has really opened the area and given the ability for space to keep customers in compliance of 6ft apart.

- c. Annual Report update [Moving back to June 2020 to coincide with annual meeting. Estimated by June 10, 2020.](#)
 - d. Membership application review [A motion was made and approved to post a pdf of new members will be posted for our review for voting.](#)
 - e. Legal compliance & reporting checklist [This document is posted quarterly and is updated as necessary.](#)
- IX. Board Calendar & Agenda (20 min)
- a. Board Education & Admin Agenda
 - i. Certify 2020-2021 board calendar [Tabled until next month.](#)
 - ii. Voting for annual meeting - online? [We discussed having this be a virtual meeting due to COVID-19. It is agreed this is a good idea and it is agreed that Jeffrey will be responsible to advertise this meeting and virtually plan and set this up. Voting is to be done electronically and Jeffrey will look into this set up and cost. There was a motion to allocate \\$600 for this endeavor and was approved.](#)
 - iii. Clarify annual meeting responsibilities
 - b. Board Monitoring: Discuss and vote whether to accept the board as in compliance with policy:
 - i. C5: agenda planning [Approved-in compliance.](#)
 - c. Member/Community Engagement
 - i. Thank you Karen for starting a discussion! [We have adapted to the recent COVID changing times by moving our annual meeting to an online platform. Thank you to everyone for being flexible and for thinking outside the box.](#)
- X. Updates on outgoing board directors (5 min)
- a. Thank you to Pete for your service to the coop, especially in your oversight of the process of renewing our lease. [Thank you Pete for your service. You will be missed!](#)
 - b. Update on former board member Dora [Dora has moved away and is no longer in the state nor on the BOD.](#)
- XI. Adjourn @6:23
- XII. Next meetings – will all take place virtually unless directors are otherwise notified. Virtual contribution instructions will be included in the agendas.
- a. Executive committee meeting: Monday, May 11th 4:45-5:30 pm (via phone call)
 - b. Finance committee meeting: Monday, May 11th 5:30-6:15 pm (via zoom call)
 - c. General BOD meeting: Monday, May 18th 5-6:30 pm (via zoom call)