

Breadroot Cooperative

Board of Directors monthly meeting agenda

Date: Monday August 17, 2020

Allotted Time: 5-6:30 pm

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

Attendees: Pam Bonar, Lindsey Hays, Jeffrey Thouron, Dowell Caselli-Smith, Curtis Westburg, Anu Shende, Elliott Warshaw, Karen Psiaki, Breann Mayforth, Kimberly Tilsen-Brave Heart, Dreely Tabor, Jessica Ries

Call to order: 5:04pm

I. Approve agenda (2 min): Approved

II. Approve previous meeting's minutes – July 2020 (5 min): Approved. Colminate spelling to be changed. Dowell had a question on Jeffrey's support: page 9 should read \$18,000. Correction to be made.

III. Coop member time (5 min): No discussion

IV. Nominating committee recommends the following members to be added to the board of directors as interim appointments until the next BOD election (10 min):

Discussion:

1. Kimberly Tilsen-Brave Heart

2. Breann Mayforth

Please see their applications in the board packet: Discussion of what both would bring to the board. Dowell moved that we accept both of these candidates as interim board members. Vote: approved. Lindsey explained some of the responsibilities and will be in touch with both members.

V. Old business (18 min)

1. Background checks (3 min): Discussion: Executive committee will follow up by the end of the month.

2. Conflict of interest forms (2 min): Discussion: Jeffrey has all except two new members.

3. Update/review plan for board to pick up project of reviewing/updating committee charters, clarify director & officer roles (3 min): Discussion: We are not in compliance with clear roles for BOD members which needs to be updated.

1. Address in September? Board retreat is usually in Aug or Sept. Lindsey does not feel we should meet in person. How can we get this done? Anu suggested meeting in groups. Joshua & Lindsey can produce a template for expectations. How would groups be determined? General director and committees/3 committees. Lindsey will make a list of positions that need to be updated and then let us know. Karen suggested adding a "member outreach" committee. Karen will spearhead that group. Breann has ideas like Google Teams. Breann & Kim can work together on this. Lindsey will follow up on Freedcamp with spreadsheets by the end of the month.

4. Mask use in store (10 min): Discussion:

1. Review results of staff survey: Discussion
2. Review recommendation from Joshua: Discussion: Results of staff survey are in the packet. 60% support customers to wear masks.
3. Hear Jeffrey's recommendation: Discussion: Jeffrey feels the best thing is recommended masks as we have in place now. How would this be enforced? Do we have masks at the door? Lindsey summarized: the staff is hesitant as to what to do if someone does not want to wear a mask. Lindsey wants to require masks. It is up to the management to make the decision. Kim shared that Breadroot is being advertised as a safe place to shop which we need to consider. She feels that we need to require it. Will the board make the decision or the GM? Right now the decision to require masks is done by GM. A motion is to have the board make the decision. How will the board make the decision? Vote: Lindsey opposed; all other board members in favor. The motion carries. 2nd motion: Does the board want to manage the requirement. Curtis moves that we post a sign on the door that masks are required. See for a month what the response is. Dowell said we could use the wording: by order of the board of trustees for the membership. Breann said there is a tax credit to provide masks. Summary: The board moves that we require the GM to post a sign at the front door that by order of the board of trustees we require masks be used. We will try to provide masks at the door. Vote: Approved unanimously. GM instructed to effect that order by next Monday, August 24th.

VI. New business (5 min): Discussion

1. HR audit active and in progress with Carolee Colter: Discussion: Lindsey said we are in the HR audit! Carolee Coulter met with Lindsey and she will review all HR for the coop. She will report back to the board, vulnerabilities and how to support Jeffrey.
1. President met with Carolee via video chat for 1 hour to review current organization of the coop, board's needs and concerns, documents she will need: She will email Lindsey & Jeffrey as to what documents she needs.

VIII. Committee Reports (12 min)

- a. Executive Committee (3 min): Discussion: Met last week. Jeffrey reported a complaint and the board hired an outside consultant. The report will be submitted to us.
- b. Finance Committee (3 min): Discussion: Met last Monday. Our revenue is exceeding all expectations. Costs have been contained. \$289,466 in sales in July 2020. Daily average was \$9648. **Highest in coop history.** Karen had questions for the committee in reference to the minutes in regard to HR and PPP loan. Lindsey will address this with Karen at a later time.
- c. Nomination & Recruitment Committee (3 min): Discussion: Karen reported on who she had approached as candidates.
- d. Board Development Committee: discuss future of this committee (3 min): Discussion: Lindsey does not want to dissolve this committee. The roles we will be working on can add to this committee. We will table this discussion until that work is done.

IX. GM Report (10 min): Discussion

- a. GM Monitoring: B1, B6 (5 min): Discussion: Lindsey asked Jeffrey to submit an early B6 report. Jeffrey has been working very hard on this. Motion on Jeffrey's work on B1. Karen moved to accept B1 report as in compliance. All voted in approval. Motion

carried. Regarding B6. Jeffrey has made substantial changes from previous B6. Curtis suggested we wait to see the HR report to compare to the B6. More time to read the report. The HR report should be in by next week. Karen asked Jeffrey a few questions about the B6. Karen would like a person trained as an HR person for the coop. We will continue to review B6. We can remove the October B6 from the calendar. Motion to delay judgment on B6 until September and not require one in October; voted by all unanimously.

a. GM Operational Activities Report - includes construction update, status of major projects, staff status, NCG Implementation, coronavirus updates (5 min): Discussion

X. Board Calendar & Education (27 min): Discussion

a. This month's board education (3 min): Discussion: Review principles of policy governance. Google: Columinate policy governance.

1. Review principles of policy governance: Lindsey described the principles. Important to review why we do this. Karen listed the importance of accountability.

b. Jeffrey will review capital expenditure status/plans and his 3-year vision over zoom and allow for questions along the way (10 min): Discussion

1. Forwarded to this month from last month's agenda due to time
2. The board will then review the business plan once it has been updated.

c. 2021 Budget: finance committee is now reviewing this, hope to present to full board next month (3 min): Discussion

d. Finance key indicator review: Days of Cash (3 min): Discussion, We are doing well.

e. Board Monitoring: Discuss and vote whether to accept the board as in

compliance with policy C7: Committee Principles (3 min): Discussion: It is our responsibility to review our own performance as a board. Karen read the C7 policy.

Lindsey believes that we are not in compliance. Dowell moved that we find ourselves in compliance with parts 1 & 2 of the policy; *not* in compliance with part 3. Motion 1st/2nd and motion carried. We have work to do.

f. Discuss progress with goal of improved member engagement (5 min): Discussion:

Karen suggested we have a committee for this. Member/owner Days might be an opportunity to do this. What could the board do better to engage the membership to better understand the needs of the members? We will discuss this at the next meeting.

XI. Adjourn: Time: 6:30pm

Next meetings – will all take place virtually.

a. Executive committee meeting: Wednesday, September 9th at 1-2 pm (via phone call)

b. Finance committee meeting: Monday, September 7th at 5-6 pm (via zoom call)

c. General BOD meeting: Monday, September 21 st , 5-6:30 pm (via zoom call)

Due to the Rally, start of in-person classes at RCAS, and surges of COVID-19 cases throughout

the country, it does not appear that it will be wise to hold in-person board meetings anytime soon. The board president continues to re-evaluate the situation in our area when determining whether to have virtual meetings. Of course it is best to meet in person but it is not the safe choice at this time.