

Breadroot Cooperative
Board of Directors monthly meeting agenda

Date: Monday July 20, 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: Lindsey Hays, Jeffrey Thouron, Jessica Ries, Karen Psiaki, Pam Bonar, Dreely Tabor, Elliott Warshaw, Anu Shende

Meeting called to order at 5:05

- I. Approve agenda (2 min): **Approved**
- II. Approve previous meeting's minutes – June 2020 (5 min): **Approved**
- III. Coop member time (5 min): **Thanks to Elliott for being here and continuing to serve as board member. Doug introduced himself as a coop member.**
- IV. Old business (10 min)
 1. Background checks: discuss progress and remaining work to do: **Update from Jeffrey. He sent paperwork today.**
 2. Approve minutes from annual meeting: **Approved. Pam should review name spelling. On page two: Jessica commented that terms are two years and should read Karen. Pam will make those changes and resubmit on freedcamp.**
 3. Conflict of interest forms: **Update from Jeffrey. Dreely needs to submit hers. Dreely will be submitting those.**
 4. HR Audit progress: **There is progress to announce. The consultant that Lindsey was originally speaking with is not able to do this. Another consultant with Caluminate, Carol E., will be able to do this for us. This will be a contract and should be completed this month.**
- V. New business (20 min)
 1. (10 min) COVID-19 statement released by Jeffrey (mask-wearing policy to be discussed below as part of Jeffrey's GM report) **Lindsey posted on freedcamp that someone in contact with the coop tested positive. We are not required, according to the Department of Health nurse, to post this to the public. Our business in in compliance with posting precautions.**
 2. (5 min) The current political climate/coop values of equity, equality, and inclusivity/what role our coop has in the discussion/importance of being fully prepared should we start such a discussion for what would lie ahead

1. A very short discussion led by Lindsey and guided by notes she received from NCG: **What do we need to do politically? NCG said that if the coop wants to take a stand, we would need to hire a PR person to deal with the public. Karen wants someone to find and read our mission statement. Jeffrey read it aloud. Karen said the wording “we have a commitment to the healthy well being of our customers.” In regard to masks, our sign says, “suggested” to wear masks. Karen asserts that masks best aligns with our mission. Elliott suggests that we can tell those not wearing masks can use curbside pickup.**
3. (5 min)Columinate webinars: who attended? Any items to share with the group? **Karen attended both webinars. Visioning was one. Articulating our organizational progress. We have delegated this to Jeffrey but Karen suggested that we carve out time to discuss this as a group. Lindsey has an idea for a retreat to do this and will be discussed in the future.**

VIII. Committee Reports (15 min)

- a. Executive Committee (5 min): **The executive committee met and we are getting close to establishing a permanent monthly meeting. Jeffrey has been advised by our accountant to apply for a PPP loan for corona virus. We need to work on the SNAP requirements. Guidelines will be posted within the month. Jeffrey’s bonus has been approved as part of his contract. 1040C for taxes were signed.**
- b. Finance Committee (5 min): **Met last Monday. Lindsey reviewed the minutes. Sales remain high. We expect this to continue as people are still eating at home. Profit/Loss report was discussed. Wondering why there is so much of a bottle refund. This has been accumulated since 2014 and will be moved to cash in the future. Budget review was tabled as not available at that time. We are nearing our goal of 90 days of cash. We are projected to have a positive income this year.**
- c. Nomination & Recruitment Committee (5 min): **Karen reported. Member applications have been screened with 14 leads for future members interested. Karen is pursuing those leads.**
- d. Board Development Committee: next month would like to discuss future of the committee (no time this month on the agenda)

- IX. GM Report (15 min)
- a. GM Monitoring: no report this month as calendar lists a continuation of Ends and this was fully covered last month.
 - a. GM Operational Activities Report (includes construction update, status of major projects, staff status, NCG Implementation, coronavirus updates) Jeffrey **reported. Will do a Wellness Week/25% off one purchase in August. Window decals will be changed. Jeffrey still intends on hiring a frontend clerk. He has changed the layout of the store. Discussed anniversary years for employees. Covid update. Every other day curbside delivery to match need. Jeffrey talked to the Department of Health in regard to what we are doing in the store. We have new carts. MCG refunded \$1800 into our account. East Blvd. bridge is open. Quarterly Average report was discussed. *Motion to approve member applications. Discussion of follow up email being sent to new members to insure correct spelling of names. Motion approved.**
 - b. GM's report about mask wearing, customer feedback about masks, plans moving forward: **Lindsey reviewed stores in town requiring masks. Enforcement of mask wearing is a concern. Several ways we can approach this. (1) Jeffrey can submit a report on mask safety to submit to the board. (2) We can require them ASAP. Pam asked how Menards is enforcing mask wearing. Dreely reported that she spoke to a manager there and they have had an array of response of the mandate. Managers are enforcing this at the door. Jessica liked the idea of suggesting that if people don't want to wear a mask they could take advantage of curbside pickup. In this case we would have to move curbside pickup to everyday. Anu: Question was brought forward as to what our staff would do if someone refused. Lindsey asked Jeffrey if he had concerns with staff safety. He is concerned. He sees contention on both sides of the mandate. Lindsey said that we could hire someone to "navigate the door." Discussion. Jeffrey asked the DOH about making customer mask wearing is not a requirement. Staff mask wearing and shields on the till is required. Motion to continue this discussion, or motion to require masks. Elliott made a motion to continue discussion at a later time. Seconded. Approved. Karen moved that we ask the GM to discuss with the staff the actions they would need in order to make it safe for them. Security, enforcement. Pam seconds the motion. Vote: Motion carries. (One abstained). Discussion will be on freedcamp.**
 - c. Membership application review (Q2):

X. Board Calendar & Education (20 min)

- a. Last month's board education: Review and update committee charters, clarify director & officer roles.
 - 1. We still have a lot of work to do and not a lot of time to devote to this important work. **This is a big project and we could ask Joshua to assist us with this. Lindsey would like to do this in lieu of a board retreat. Lindsey will work on this with Joshua.**
 - 2. Topic to address for board retreat? Consider this more long term project as an ongoing project with intermittent meetings held in lieu of an in-person daylong retreat?
- b. This month's board education
 - 1. Review the coop's business plan
The business plan is not a useful document at this time due to the occurrences over the last year and has not been adequately updated. This is something Jeffrey will work on.
Jeffrey encourages the board to instead review the strategic planning process that he developed last fall at a Calumniat class. He also recommends we review capital expenditure status/plans and his 3-year vision. Jeffrey will present this over zoom and allow for questions along the way. The board will then review the business plan once it has been updated (may want to discuss timeline for this). **We will table this. Jeffrey has prepared a PowerPoint on this. Jeffrey took the GM financial health class. How to get us where we want to be in three years.**
 - 2. Finance key indicator review: EBITAP Quarterly **reports are suggested to be reviewed by all board members.**
 - 3. Discuss the importance of reviewing quarterly financial reports including budget vs. actual report, where to find this information, when it is available, and how to get help interpreting it.
- c. Board Monitoring: Discuss and vote whether to accept the board as in compliance with policy C6: Officers **Motion that we are adhering to expectations. Seconded. Approved.**
- d. Discuss progress with goal of improved member engagement **Tabled for later.**

XI. Adjourn **at 6:32pm**

Next meetings – will all take place virtually?

- a. Executive committee meeting: Tentatively scheduled for Wednesday, August 12th at 1-2 pm (via phone call)
- b. Finance committee meeting: Monday, August 10th at 5-6 pm (via zoom call)
- c. General BOD meeting: Monday, July 20th 5-6:30 pm (via zoom call)

It does not appear that it will be wise to hold in-person board meetings in August or September as previously was being considered. I continue 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.