

Breadroot Cooperative
Board of Directors monthly meeting agenda
Date: Monday June 15, 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.

- I. Approve agenda (2 min) **Unanimous**
- II. Approve previous meeting's minutes – May 2020 (5 min) **Unanimous**
- III. Coop member time (5 min) **Board members expressed satisfaction with new produce reset, congratulated Jeffrey and his team for a job well done**
- IV. New director orientation update (5 min) **Curtis mentioned that it would be useful if we started using the calendar function in Freedcamp.**
- V. Background checks (10 min)
 1. Review previously approved procedure by BOD regarding background checks for president and VP, and discuss reasoning behind this and plans moving forward **Discussed. The board renewed our commitment to the president, VP, and treasurer submitting to a background check prior to access is approved to financial data through BHFCU.**
 2. Designate a board member to be the designated representative to manage background checks and receive training **President will post our procedure for this on Freedcamp. Jeffrey will facilitate the background checks and will report any concerns to the president (or VP in place of the president).**
- VI. Annual meeting, voting (5 min)
 1. Updates and planning for the annual meeting **Lindsey will make the agenda. Lindsey will post the President's message for the annual report to Freedcamp ahead of its publication**
 2. Update from Jeffrey about participation rates thus far with online voting **Participation is nearing 10% of members which is required to reach a quorum**
 3. Annual meeting planned for Saturday, June 27 at 10 AM via Zoom **Reviewed date and time, encouraged participation by all board directors.**
 4. Discuss possible incentives for participation in annual meeting **tabled**
- VIII. Committee Reports (15 min)
 - a. Executive Committee (5 min) **Lindsey reviewed minutes from this month's EC meeting which took place last Monday by phone with Lindsey, Jessica, and Dreely.**
 - b. Finance Committee (5 min)
 1. **Reviewed details of current sales, cash status, and financial situation. It was noted that the recent produce re-set was purchased with cash instead of borrowing money. Jeffrey is doing a great job with budget control. Jeffrey will soon go to a week-long financial health webinar**

sponsored by NCG. It was noted that Dowell did a great job this month of taking detailed minutes at finance committee meeting, and directors are encouraged to review these minutes in Freedcamp.

- c. Nomination & Recruitment Committee (5 min) By the end of July, Karen will have the list of new members with potential interest in board work reviewed and will have contacted everyone.
- d. Board Development Committee report tabled this month as there is no chair.

IX. GM Report (20 min)

- a. GM Monitoring: Discuss and vote whether to accept GM's Policy Compliance Reports

- 1. A: Ends

Motion made and seconded that the board finds that Jeffrey is compliant with our ends policy given reasonable expectations for his conduct as described in the policy.

Discussion: This time last year, the coop was not part of the NCG. Our promotions program was inadequate, and we didn't accept coupons. In one year, we have joined NCG, have new promotions program Co+op basics and Co+op deals, coupons, and explorers. This has reduced the prices for everyone at the coop. This has helped with the price imaging. Increase in access to food of the average consumer. Breadroot farmers market today. Each local vendor is a person that coop staff have a personal relationship with. Peggy from Cedar Creek was dropping off eggs this morning. Jeffrey and Peggy have seen their businesses grow together. Donated 10,000 to Feeding South Dakota (half of which was a match from the coop). She's Nuts is not local anymore as production and the owner have moved out of state.

Need education to expand as outreach to members. 1-2% of projected net income is supposed to be directed toward member education. Hope to see a lot more in that area in the future now that we are projected to have net income. May consider providing support and encouragement to local food production.

Above motion was approved by unanimous vote

- a. GM Operational Activities Report (includes construction update, status of major projects, staff status, NCG Implementation, coronavirus updates) Jeffrey discussed construction progress, movement of closures to the other side of Omaha street. Jeffrey was recently on the local news.
- b. Membership application review (follow up from last two months) Motion that the board certify the results of the vote that took place via Freedamp concluding on this date to approve the member applications for 2020 Q1. Approved, unanimous.

X. Board Calendar & Education (20 min)

- a. Elect board secretary Pam Bonar was nominated, and a motion was made and seconded to install her as board secretary. Motion carries by unanimous vote. Discussed preference for phone or zoom meeting in committee meetings.
- b. This month's board education: Review and update committee charters, clarify director & officer roles. Discussed importance of this, began discussion of when it might happen.
- c. Finance key indicator review: Expenses Had a short discussion of what expenses are and why we track them. Discussed budgeting, cash flow, and ways to control expenses. Discussed history of lack of a budget at the coop. Discussed that as we grow, we should make sure even more that cash is used wisely.
- d. Certify 2019 evaluations of GM and board performance (to be included in board packet) Approved
- e. Board Monitoring: Discuss and vote whether to accept the board as in compliance with policy C5: Code of Conduct

Discussed notes listed at the bottom of the current version of this policy as being made due to changes to the bylaws (specifically to the code of conduct). Dowell asked for the bylaws changes and added the comments listed in the current version of this policy because some legacy board members who were regularly wanting to ignore policy governance and not use the policy register. Dowell moves that we drop the note as we do not need that reminder at this time and it is somewhat confusing.

Dowell offers a motion that the board finds itself to not be in compliance with policy C5 until new directors complete the conflict of interest statement disclosing any possible business conflicts or certifying that there are none. Motion passes with unanimous vote.

The board requests that Jeffrey send the new members a conflict of interest statement that can be completed/signed digitally and returned to him.

Meeting adjourned at 6:33 pm

XI. Adjourn

Next meetings – will all take place virtually. Virtual contribution instructions will be included in the agendas or on Freedcamp where the agenda is posted.

- a. **Executive committee meeting: Tentatively scheduled for Monday, June 8th at 1-2 pm (via phone call), with final time to be determined no later than June 22 and posted in Freedcamp**
- b. **Finance committee meeting: Tentatively scheduled for Monday, July 8 at 5-6 pm (via zoom call), with final time to be determined no later than June 22 and posted in Freedcamp**
- c. General BOD meeting: Monday, July 20th 5-6:30 pm (via zoom call)

I'm hoping that we are back to having in-person meetings by August or September. 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.