

Breadroot Cooperative
Board of Directors monthly meeting agenda
Date: Monday March 16, 2020
Allotted Time: 5-6:30 pm
Location: Co-op Mezzanine

In attendance: Lindsey, Jeffrey, Jessica, Dowell, Elliott, Karen
Guest: Anu
Absent: Pete, Dora

It was noted that Dora is no longer serving as a board member. Therefore, the board lacks the minimum number of directors called for in the bylaws (7).

- I. Approve agenda (2 min) Lindsey requests update about COVID-19 prevention in the store. Jeff will add to his report
- II. Approve previous meeting's minutes – Feb 2019 (5 min) Approved. Unanimous.
- III. Coop member time (5 min) One member present. No discussion.
- IV. Committee Reports (25 min)
 - a. Executive Committee (5 min) Discussed recent meetings.
 - b. Finance Committee (5 min) Minutes posted to Freedcamp, reviewed recent financials. Sales are up substantially related to increased business due to COVID-19.
 - c. Nomination & Recruitment Committee (5 min) Secretary (Jessica) to follow up with Jeffrey to ensure that ballots are posted and the information about the newly scheduled annual meeting is communicated to members.
 - d. Board Development Committee (5 min) As chair (Dora) is no longer serving as a board member, report is tabled.
- V. GM Report (20 min)
 - a. GM Monitoring: Discuss and vote whether to accept GM's Policy Compliance Reports
 - i. B4 – Membership Rights & Responsibilities
The board by unanimous vote has determined that Jeffrey is in compliance with policy B4 given a reasonable interpretation of the policy.
 - b. GM Operational Activities Report (includes Construction Update, Major project status, staff status, NCG Implementation, Corona virus updates)
Jeffrey reported on significant increases in sales related to COVID-19. He also reported support and leadership from NCG, status on supply chain and deliveries with UNFI, morale among employees remains high.
Jeffrey also reported to the board president that he is offering cash bonuses to staff in appreciation for increased demand and workload. He decided on this plan through communication with other NCG member GMs.
 - c. Update on Emergency GM Succession information
Jeffrey has designated Nell Bender as his successor in the event of his sudden inability to fulfill his job duties. He noted that Maria Thouron, Grocery Manager, would be a more natural successor, however, Maria is his wife and would likely be otherwise occupied in the event that Jeffrey is unable to work.
 - d. Working Member Discount Explainer
Jeffrey described new guidelines for working member discounts that take into account the substantial discounts of Coop Deals items. Working members will continue to receive 25% discount for Coop Basics items. Jeffrey provided a written explainer document describing updates to working member discounts that was included in the board packet.

- e. Annual Report (to be sent on or about 4/8/20), Jeff & Lindsey are planning on writing portions of this report. [Reviewed.](#)

VI. Board Calendar & Agenda (20 min)

- a. Board Education & Admin Agenda
 - i. Bylaws Review: [encouraged board members to read the bylaws in order to remain current in understanding of them and implement them in our work](#)
- b. Board Monitoring: Discuss and vote whether to accept the board as in compliance with policy:
 - i. C2 – The Board’s Job
[The board voted unanimously to note itself as in compliance with policy C2 using a reasonable interpretation of the policy’s requirements.](#)
- c. Member/Community Engagement: BOD Election Begins
[Discussed rescheduling of board elections due to COVID-19. The annual meeting was changed to June 27, 2020 and board elections will start one month prior to this date.](#)

VII. Adjourn

[Meeting adjourned by unanimous vote.](#)

VIII. Next meetings – all located in the coop on the mezzanine unless directors are otherwise notified:

- a. Executive committee meeting: Monday, April 13th 4:45-5:30 pm
- b. Finance committee meeting: Monday, April 13th 5:30-6:15 pm
- c. General Board meeting: Monday, April 20th 5-6:30 pm