

Breadroot Cooperative

Board of Directors monthly meeting minutes

Date: Monday May 18, 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 prior to the meeting for instructions for participation.

Attendees: Jessica , Lindsey, Jeffrey, Karen, Pam, Curt, Dreely, Anu, Dowell

Meeting called to order at 5:06p.m.

- I. Approve agenda (2 min) **Approved with Amendment of adding hazardous pay for Jeffrey under Roman numeral X.**
- II. Approve previous meeting's minutes – April 2020 (5 min) **Approved. Unanimous.**
- III. Coop member time (5 min) **None present**
- IV. Get to know your fellow board members (15 min) **We gave a brief introduction of ourselves to get to know our fellow board members.**
- V. New director orientation update (5 min) **Thursday, May 28th 5-7p.m. for board orientation, Monday, June 1st 5-7p.m. (specific financial focus).**
- VI. Annual meeting & voting & annual report (5 min)
 - a. Voting starts May 27 and concludes on the day of annual meeting, June 27 **Board members are asked to attend the annual meeting via Zoom meeting Saturday, June 27 10a.m.**
 - b. Meeting & voting will be virtual **Approximately 130 people need to vote online in order to achieve a quorum of members. There was discussion about virtual voting and a virtual annual meeting potentially not being in line with bylaws. Due to the fact that these are unprecedented times and that there is no safe way to hold an in-person meeting for members, and that there are members who are using curbside pickup or staying home due to COVID-19, the board finds that the current plan to vote online and have a virtual annual meeting is appropriate. Jeffrey secured access to eBallot (NCG recommended secure voting system) and used the funds already allocated for fees associated with this. Discussed potential incentives to offer members to participate in the annual meeting.**
 - c. Set meeting time **Saturday, June 27 10a.m. via Zoom will be annual meeting**
 - d. Delegate responsibilities **Deferred**
 - e. **Plan for annual report Discussed. Jeffrey and Lindsey will write the report, will send out two weeks before annual meeting.**
- VII. Board director update (5 min) **The Board approved Elliott's request for a leave of absence for 60 days beginning this date. We will review again in July.**
 - a. Elliott is no longer able to commit to meeting times due to changes at work which are a direct result of COVID-19. He would prefer to find a way to finish out his commitment to the board as much as able and not resign at this time.
 - b. Board president suggests giving Elliot a leave of absence for 60 days, at which point we would re-evaluate. Elliott would accept this plan if approved by the board.

- c. Lindsey asked Elliott to resign as treasurer due to his work schedule and inability to commit to consistent finance committee meeting time. He resigned from his position as treasurer verbally to Lindsey by phone. Lindsey filled in as chair of the finance committee this month.

VIII. Committee Reports (15 min)

- a. Executive Committee (5 min) The annual review summaries are posted in Freedcamp for everyone
- b. Finance Committee (5 min) Discussed current significant increase in cash status due to increased sales since beginning of COVID-19 pandemic. Produce Department improvements were paid for in cash instead of previously approved plan for securing a loan. The coop is in a healthy financial state at this time and has a very good cash status.
- c. Nomination & Recruitment Committee (5 min) Need to look at new member applications between January 2019 to present in search for members who checked that they are interested in serving on the Board. Details will be worked out between Jeffrey and Karen.
- 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. B1: Financial condition The board finds the GM in compliance with this policy in a unanimous decision. Discussion was had that the Board needs to follow up on membership issues identified in maintaining and recruitment of members.
 - 2. B2: Planning & Budgeting The board finds the GM in compliance with this policy in a unanimous decision.
- a. GM Operational Activities Report (includes construction update, status of major projects, staff status, NCG Implementation, coronavirus updates) May member appreciation day is cancelled. The staff will be making videos of appreciation for members and post to social media. Still looking to fill the vacant Front End Manager position. Supply chain is still strong. The produce reset is coming along nicely and will be expanding moving forward with the selections we are able to offer. New coolers will be installed shortly.
- b. Membership application review (follow up from last month) Jeffrey will post to Freedcamp for board review

X. Board Calendar & Agenda (20 min)

- a. This month's board education: roles and responsibilities Karen will get her draft to Lindsey so this can be finalized and presented.
- b. Nominate and Elect new executive committee members:
 - i. President Lindsey Hays elected unanimously
 - ii. Vice President Jessica Ries elected unanimously
 - iii. Secretary Tabled due to lack of volunteers (Pam is thinking about it)

- iv. Treasurer (also serves as finance committee chair) **Dreely Tabor elected unanimously**
- b. Nominate and elect new committee chairs
 - i. Nomination & recruitment committee **Karen Psiaki**
 - ii. Board Development Committee **Tabled.**
- d. Hazardous pay for Jeffrey **This was suggested by the finance committee. Motion to award Jeffrey \$1,000 bonus in hazardous pay for his outstanding efforts during this time. Motion approved- unanimous.**

Also discussed additional members to serve on this year's finance Committee: Chair is Dreely, Curtis and Dowell will be members. President will continue to serve as ex-officio member.

Board Education & Admin Agenda

- i. Certify 2020-2021 board calendar **Approved as posted in board packet. Board calendar Includes finance committee calendar with board education schedule**
 - a. Board Monitoring: Discuss and vote whether to accept the board as in compliance with policy C4: Meetings **The board finds itself in compliance with policy C4 with unanimous approval.**
- XI. Adjourn **6:32**

- I. 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: Monday, June 8th 5:15-6 pm (via phone call)
 - b. Finance committee meeting: Monday, June 8th 4:30-5:15 pm (via zoom call)
Note changes to times of executive and finance committee meetings based on current committee member preferences. Next month, we can change time by a majority vote of committee members to find what works best for everyone.
 - c. General BOD meeting: Monday, June 15th 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.