

Breadroot Natural Foods Coop
Board of Directors monthly business meeting minutes
Nov 16, 2020 from 5-6:30 pm

Location: Zoom meeting

Meeting began at 5:03pm

**Attendees: Lindsey Hays, Pamela Bonar, Garland McQueen, Karen Psiaki, Jessica Ries, Elliott
Warshaw, Dowell Caselli-Smith, Curt Westburg, Dreely Tabor, Anu Shende, Kim
Tilsen-Braveheart**

Approve agenda **Motion: Curt; 2nd: Dowell; Approve: All; Oppose/Abstain:**

None

Approve previous meeting minutes (October 2020)

Motion: Jessica; 2nd Dowell; Approve: All; Oppose/Abstain: None

Introductions and ground rules for this meeting:

Coop member time (10 min)

Coop members speaking: No members in attendance

New business

New business will be discussed under GM report and committee reports

GM policy compliance report: policies B, B1 – Financial Condition (15 min)

**Discussion: Motion to approve: Curt; 2nd: Pam. Discussion: Jessica asked for
clarification on Policy B; Lindsey clarified. Garland further clarified. Approve: All;
Opposed/Abstain: None**

Interim GM – Garland McQueen

GM monthly report: **Garland gave report.**

Aging summary: **Garland says we have one of the best he has ever seen.**

**Discussion of offering sandwiches at the coop. Garland will talk to Kim about
this. Kim explained that her business is doing this with other businesses in
town.**

Thoughts about future location vs second store: **Garland explained why he has
brought this up. Garland prefers a bigger location with expansion into more**

options. A second location would create more expense in regard to payroll. This might be a 2-3 year goal. Ongoing discussion.

Committee reports

GM search committee report (Curt – 5 min): Curt gave a report for the search committee. They go 35 resumes and interviewed 8 candidates. Narrowed to 5 candidates and then came to the current candidate, Allan Burkhard. Three staff members took part in the second interviews. All are in agreement with the current selection.

Executive committee report (Lindsey – 3 min): Lindsey briefed us on the meeting.

Finance committee report (Dreely – 5 min): Lindsey briefed us on the year to date numbers. We lost money in September which included severance for those who left the coop, lawyer

fees and interim GM expense. Sales went up in September. Dreely explained an account that they found that Jeff had opened up. GM's should not open an account without the board's knowledge. There was no wrong doing with the account. Dowell discussed "patronage" and why coops have them. Lindsey will put it on the agenda for next month.

Nomination & recruitment committee report (Karen – 5 min): Karen will follow up with Kurt Voight, forgoing new appointments before the spring election. There are 6 member slots open this spring.

Board Calendar & education

Review GM's contract – good timing! Need to re-create this – see below.

Discuss progress with goal of improved member engagement: Lindsey discussed improving member engagement. We need a good system in which to communicate with members. Karen reviewed that the vehicle in which to do this is through the GM. Garland recommended having a message from the board in a newsletter. Garland can help us with this.

Review board performance

Policy D2: GM accountability: Lindsey described this policy. Important for us to review. In regard to the board's performance over the past year, Lindsey said

that we have not been in compliance and should review ourselves monthly. Dowell made a motion that we are in compliance with Item #3. Item #2 is problematic. Curt said we have been doing our job, we are performing our duties in regard to the GM successfully. He said that it has been difficult to hold board members accountable for things not done in good faith. Karen feels we are in compliance except for item #2. Dowell makes a motion that we are in compliance with policy D2, however we are not in compliance with second part of D2, as we have concerns with how to hold the GM accountable. 2nd: Curt; All in favor: All; Opposed/Abstain: Elliott opposed

Key finance indicator for review: inventory turnover: How many days for inventory to turn over. Garland explained this. Garland said we are pretty solid in this area.

Old business (moved to end of meeting due to need for executive session)

Retreat to work on board job descriptions, expectations, and committee charters: Jan 23 or 30th 2021? Discussion: Dowell suggested January 30. Retreat will probably be on zoom. Curt will send out a calendar invite on freedcamp.

Hiring new GM

Introduce candidate Allan Burkhard (resume in packet) who will likely be on the call (10 min): Alan will not be joining the meeting.

[Executive session] Discuss details of contract to be offered to the candidate for GM that is selected by the search committee if approved by BOD.

Motion to go into executive session by Curt. Jessica 2nd. All in favor. Oppose or abstain: None

Motion to come out of executive session: Pam. Elliott seconds. All in favor: All Elliott makes a motion to make an offer to the candidate. Anu seconds.

Discussion: Thank you to the committee. Kim said Curt did an amazing job, as well as the other members.

All in favor: All Oppose or Abstain: None

Curt said that Garland had a sample contract that he will post on freedcamp for board to review.

Motion to adjourn: Pam 2nd: Curt Approve: All Oppose/Abstain: None

Adjourn at 6:49pm

Finance Report 11.09.20

Summary for November meeting minutes for publication

Sales Results: YTD sales as of 10/31 39.0%

Gross Margin as a % of Sales: YTD 37.09%

Customer shares: YTD of \$18,400. Average of \$738 per week as of 10/31

Net Profit

2019: -1.34%

YTD: +5.85% \$130,915

New Incentive Program: Will be effective for 1st Qtr of 2121 for all staff