

Breadroot Natural Food Co-op

Board of Directors Meeting – January 17, 2022 - 5:30 p.m. – 7:00 p.m.

Location: Project Solutions, 505 Kansas City Street, Rapid City SD 57701 (Host: Sandra Burns)

Zoom Link: <https://us02web.zoom.us/j/81139738773?pwd=bTQza3UvRklhNGxQQXFUaIRCL0dpUT09>

Meeting ID: 811 3973 8773

Passcode: 507509

Members Present: (*In-person*) **Laura Piening, Pam Bonar, Paul Cohen, Dowell Caselli-Smith, Anu Shende, Jed Beadle, Tiffany Knight, Christina Lamothe**

Guests Present: **Anna Chief (GM), Sharissa Hermanson (Operations Manager), Joshua Youngblood (Columinate representative via zoom)**

Members Absent: **Kim Tilsen- Brave Heart**

Meeting Called to Order: 5:31 pm

- I. Open Meeting and Approve the Agenda (Laura - 2 min)
Motion to approve: Dowell, 2nd: Jed, Approve: All, Oppose: 0

- II. Meeting minutes - approve November 15, 2021 (Pam - 3 min)
***Note that December 20, 2021 BOD Meeting was canceled.**
Motion to approve: Pam, 2nd: Anu, Approve: All, Oppose: 0

- III. Coop member time (10 min) **Members Present: None**

- IV. General Manager's Report (Anna – 20 min)
 - o Monthly Update (7 min)
 - o 2022 Budget Draft (13 min) **Motion:**
 - \$5175 for annual Columinate fee; \$5,800 for tax return and annual review
 - Until budget is approved by board of directors:
 - o All contracts and agreement/engagement documents committing Breadroot to pay money must be reviewed and approved with either President or Treasurer.
 - o All expenditures outside of regular grocery expenditures (those included COGS categories) that will, cumulatively, be \$1,000 or above must be reviewed and approved with either President or Treasurer.
 - o Salaries remain at 12/31/21 levels and will not be adjusted retroactively.

Move to accept this motion: Dowell, 2nd: Tiffany, Discussion: This will be part of the developed budget. All in favor: all, Oppose: 0

- V. Committee Reports (12 min)
 - A. Member Engagement Committee (Paul – 6 min)
 - B. Budget and Finance Committee (Dowell – 6 min)
 - C. Nominating Committee (Tiffany – 6 min)

- VI. Policy Governance (Laura and Anna – 25 min)
 - o Quick review and how it is used at Breadroot (Laura – 10 min)

- o Governance Policy B3 – Asset Protection (Anna – 15 min)
Motion to accept as in compliance with or as demonstrating accomplishment of a reasonable interpretation of Governance Policy B3 and the follow up as stated in the report: Dowell, 2nd: Laura, no discussion, Accept: all, Oppose, none

VII. President’s Report (Laura – 10 min)

- A. The next five months

VIII. Old Business (2 min)

- A. Reminder to send email to Sharissa certifying with whom you share kitchen/home and therefore who may use your discount.

IX. New business (3 min)

X. Adjourn

Motion to adjourn: Dowell, 2nd: Jed, Approve: all, Oppose: none

Meeting adjourned at 7:15pm

XI. Next meetings

- Board of Directors meeting: Monday, February 21, 2022 at 5:30-7 pm at Project Solutions, 505 Kansas City Street, Rapid City SD 57701
- Budget and Finance Committee: February 3, 2022 at 4:30-6 p.m. at Co-op offices
- Member Engagement Committee: Meeting dates TBD
- Nominating Committee: Meeting dates February through June TBD