

MINUTES - Breadroot Natural Food Co-op

Board of Directors Meeting – November 15, 2021 - 5:30 p.m. – 7:00 p.m.

Location: Project Solutions, 505 Kansas City Street, Rapid City SD 57701

Members Present: Laura Piening, Paul Cohen, Christina Lamothe, Jedediah Beadle, Kim Tilsen-Brave Heart, Dowell Caselli-Smith, Tiffany Knight, Anu Shende (Zoom)

Guests Present: Anna Chief (GM), Sharissa Hermanson (Operations Manager)

Members Absent: Pam Bonar, Dreely Tabor

Meeting Called to Order: 5:30pm

- I. Open Meeting and Approve the Agenda (Laura - 2 min)
Motion: Kim; **Second:** Dowell; **Approve:** All; **Oppose:** 0

- II. Meeting minutes - approve October 18, 2021 (Pam - 3 min)
Paul Cohen asked to amend section VII.E. to add Jed Beadle's name to those wishing to join the Member Engagement Committee.
Motion to accept minutes with correction: Dowell; **Second:** Paul; **Approve:** All; **Oppose:** 0

- III. Coop member time (10 min) – **No additional members present**

- IV. President's Update (Laura - 10 min)
 - Laura presented a proposal from Retail Financial Services (RFS), an accounting company that works with many cooperatives and was recommended by Amy Fields of NCG and Garland McQueen, Columinate contract GM.
 - Laura and Anna recommended Breadroot contract with RFS to provide monthly general ledger and financial statement preparation and asked approval for a one-time assessment to be conducted onsite in December. Jen will focus on bookkeeping responsibilities and receive support from a senior accountant at RFS.
 - Laura also proposed a \$5,000 fund be set aside for additional costs for potential projects to clean up books for 2021. The board declined to consider this proposal. Kim asked for a firm quote from RFS when they had completed the assessment, and the board agreed to vote via email if timing required.
 - **Motion submitted by Laura for vote: Approve: 7; Abstain: Anu – Motion Approved**
 1. To contract with Retail Financial Services (RFS) to provide monthly Accounting Process Service costing \$900 every four weeks (annual cost \$11,700); and
 2. To engage RFS to conduct an On Boarding & Financial Process Assessment in December 2021 with estimated cost of \$3,300, which is \$1,000 above current budgeted amount

V. Financial Review (20 min)

A. Review of financial statements for 3rd quarter 2021 (Dowell)

B. Budget 2022 – Part 1: Revenue and COGS (Cost of Goods Available to be Sold) (Anna)

Motion to approve the budget process: Dowell; **Second:** Tiffany; **Approve:** 7; **Abstain:** Anu

VI. General Manager's Report (Anna - 15 min)

A. Governance Policy B5 – Customers

B. Monthly Update

Motion to accept GM Report: Kim; **Second:** Paul; **Approve:**7; **Abstain:** Anu

Motion to accept new co-op members: Laura; **Second:** Tiffany; **Approve:** 7; **Abstain:** Anu

VII. Committee Updates (15 min)

A. Nominations (Tiffany)

Motion to accept Dreely Tabor's resignation: Tiffany; **Second:** Laura; **Approve:**7; **Abstain:** Anu

B. Owner Outreach & Engagement Committee (Paul)

Paul gave committee report: First meeting held on November 12; voted to change name to Member Engagement Committee; primary activity will engage current members by sharing the good available to them and showing them how they can advocate for the Co-op and recruit new members. Paul will work with Anna to create a talking points handout.

VIII. Old Business (2 min)

Paul Cohen reviewed the contract for LCA (the group financing our POS system) and did not find an option for early payoff. Paul will call our LCA rep and talk with him directly.

IX. New business (3 min)

Sharissa will send each member a copy of their signed Code of Conduct and Conflict of Interest forms by the end of November for their records.

Laura also asked each board member to send Anna an email listing the people eligible to use their individual board discount according to the defined limit of only those people with whom a board member shares a home/kitchen.

X. Adjourn **Motion:** Laura; **Second:** Kim; **Approve:**7; **Abstain:** Anu

Meeting adjourned at 6:55 pm

XI. Next meetings

- Board of Directors meeting: Monday, December 20, 2021 at 5:30-7 pm at Project Solutions, 505 Kansas City Street, Rapid City SD 57701
- Budget and Finance Committee: December 2, 2021 at 4:30-6 p.m. at Co-op offices
- Owner Outreach Committee: TBD at November 12 meeting