

April 2021 monthly business meeting agenda

Meeting scheduled for: Monday, April 19, 2021 from 5:30-7pm (Note later time)

Location: Zoom meeting, with link available for coop members by request at [manager@breadroot.com](mailto:manager@breadroot.com)

Members Present: **Lindsey Hays, Pamela Bonar, Sharissa Hermanson, Joshua Youngblood, Elliott Warshaw, Jessica Ries, Anna Chief, Dowell Caselli-Smith, Kim Tilsen Brave Heart, Dreely Tabor, Anu Shende**

**Call to order: 5:45pm Motion: Dowell, 2<sup>nd</sup>: Elliott Approve: All Opposed: 0**

**Lindsey wants to propose a change of executive time to starting the meeting with change in management: Motion: Dowell 2<sup>nd</sup>: Elliott Approve: All Oppose: 0**

**Approve previous meeting minutes (March 2021) Motion: Elliott 2<sup>nd</sup>: Anu Approve: All Oppose: 0**

Coop member time – 10 min **Coop Members Present: Tiffany Knight, Shaquell Holland, Nell Krsnak, Jen Owen , Maria Thouron, Curt Voight**

**Member Comments:**

**Maria Thouron: Asked about Curt Westburg resigning, bringing BOD openings to #7. Asked about coop focus for new board members. BOD members responded: stability, management skills, imagining what the coop could be, good financial acumen, diversity, a good representation for our committee, strategic budgeting, vision of growth for the coop.**

**Tiffany Knight: Tiffany is running for the board and would like to see stability for the board.**

**Shaquell Holland: Expressed Monday night BOD meetings may be a conflict for staff workers. Lindsey said that the future board can address that in June.**

Old Business (10 min)

- A. Discuss progress on updated charters and job descriptions. **Discussion: Updating charters and job descriptions.**
- B. Follow up letters to former volunteers: **Lindsey signed, Sharissa sent out.**
- C. Masks: note the new sign in front of the door (see Allan's B5 report)
- D. Elections/ballot progress update (Sharissa)
  1. Ballot should include the BOD's recommendation to change the bylaws. Section 6.3 Unbudgeted Capital Expenditures would read as follows: "Unbudgeted capital expenditures over \$10,000 are to be approved by the Board of Directors." Current bylaws refer to a limit of \$500. **Sharissa gave a BOD election update for April 22, 2021. Bulletin board in the store with candidates and biographies, voting booth with paper ballots, and online ballots.**

- II.
- III.
- IV.
- V.

New business

- VI. **Changes in general manager discussion. This morning we let the GM Allan Burkard go. It was an amicable separation. The board has decided to hire from within, and Anna has decided to take this position. Lindsey asked Joshua for any input. The BOD voted on April 16, 2021 to remove Allan.**
- VII. **Motion to verify that we removed Allan as GM via email: Dowell, 2<sup>nd</sup>: Pam  
Discussion: Approve: All Oppose: 0**
- VIII. **Motion for the BOD to hire Anna as new GM pending new contract: Elliott,  
Discussion: Joshua asked if we had a discussion of hiring already.**
- IX. **Motion to hire Anna with no pending contract. Contract will be finalized soon: Elliott is fine with the amendment, 2<sup>nd</sup>: Jessica. Kim wanted to insert that we are all in support of Anna and has been doing the job with support of the staff. Approve: All, Oppose: 0 Motion has been approved.**
  - A. **Accept Curt Westberg's resignation from the board of directors (3 min) Curt has been an incredible board member and needed to move out of state.  
Motion to accept his resignation: Jessica, 2<sup>nd</sup>: Elliott, Approve: All, Oppose: 0, Motion carries.**
- X. **GM Time (10 min)**
  - A. **Updates, concerns, requests from GM to the board: Lindsey asked Jen Owen what she is working on for finalizing taxes and what she is working on. Accountant will be working with Jen in the future. We have gotten an extension on our taxes.**
  - B. **Progress on budgeting and reporting**
  - C. **2020 taxes and patronage**
- XI. **GM policy compliance report - (5 min)**
  - A. **B5: Consumers New marketing person  
Motion to accept the B5 report as providing evidence, treatment of consumers. 2<sup>nd</sup>: Pam, Discussion: Masks, social distancing, suggestion box by the front door by Jon the marketing manager. Annual Meeting Committee members are hoping for coop members to attend. Joshua: decision tree. The decision tree is useful. Questions for GM: did you receive report in timely manner, do you believe data supports compliance.  
Revised motion: Dowell: We accept this report as the minimum of consumer treatment in reference to Allan's report. Joshua stressed that we need a report on the books. If tabled, Anna could review and report later. 2<sup>nd</sup>: Pam  
All in favor: All, Oppose: 0**
  - B. **Next month (May) Allan will be prepared with a report for B1 and B2 This will be done by new GM, Anna, whom we will be working closely with. Jen will be a big part of that reporting.**
- XII.
- XIII.

XIV. Committee reports (20 min)

- A. Executive committee report (Lindsey – 5 min)
    - 1. Support provided to Allan - see written report
    - 2. Succession planning
  - B. Finance committee report (Dreely - 10 min)
    - 1. Brief Report on coop financials - see written report
    - 2. Will need finalized 2020 year end financial for annual meeting and annual report.
  - C. Nomination & recruitment committee - see “old business”
  - D. Owner communication and engagement committee - **needs new leadership** (5 min) **Curt was previous chair. Would anyone like to take over this position to plan the Annual Meeting? We can wait until the new board members are elected.**
    - 1. Committee should work with the marketing manager to determine how and when the board will regularly communicate with members.
    - 2. Needs to plan annual meeting
1. Finance education topic of the month: labor
- I. Review [this article](#) - not to fully understand every term but to grow more familiar with financial reporting for cooperatives. **A third person needs to join this group with Curt gone. Jessica has volunteered to serve on the committee until after the election.**
  - II. **Motion to add Jessica to finance committee for one month: Dreely, 2<sup>nd</sup>: Dowell, Approve: All, Obstain: 0**
  - III. **Joshua reminded group that Columinate is fully available for skill building and support.**

XV. Board Calendar & education (15 min)

- 2. Determine board compliance regarding Policy C2: Board’s Job **Discussion: Have we done our job the past year? The board will be reflecting on the past 9 months for a long time.**
- 3. **Dowell makes a motion that we rate the board’s work as meeting excellence this past year. Lindsey amends the motion to say we have learned a lot. 2<sup>nd</sup>: Jessica. Joshua added: The coop is thriving: we have made money this year, we have 16 candidates running for the board, and commends the board for being able to get through this past challenging year. Members shared their appreciation of Lindsey and all she has done. Appreciation was voiced for the coop staff.**
- 4. **All in favor: all, Oppose: 0**
- 5. Determine board compliance regarding Policy C3: Agenda planning **Annual calendar will be planned.**
- 6. **Motion for performance on C3: Jessica moves that we are meeting requirements on C3, 2<sup>nd</sup>: Dowell, Approve: all, Oppose: 0**
- 7.
- 8.

9. Board education: Four Pillars of Coop Governance
  - I. Please read this short article: <https://columinate.coop/new-governance-model-the-four-pillars-of-cooperative-governance/>
- VII. Discuss 2021-2022 board calendar (will not be included in packet but will be posted separately) **Discussion: This is in Google Docs as a spreadsheet. The calendar is how we plan ahead for the year. Begins with June 2021. B1 report will be done quarterly.**
- VIII. **Motion to accept the 2021-22 calendar as posted: Jessica, 2<sup>nd</sup>: Dreely**
- IX. **Approve: All Oppose: 0**
- X.
- XI. Executive time to discuss sensitive issues (20 minutes) **Discussion: Not needed at this time.**
- XII. Adjourn **Motion: Pam 2<sup>nd</sup>: Kim Approve: All Oppose: 0 Adjourn at: 6:57pm**
- XIII. Next meetings
  1. Executive committee no longer meets regularly but will have ad hoc meetings as deemed necessary by the board president.
  2. Finance committee meeting: 3rd Thursday of each month at 5:30 pm via Zoom
  3. General BOD meeting: Monday, May 17<sup>th</sup>, 5:30-7 pm via Zoom
  4. Annual cooperative membership meeting (board directors required to attend): Saturday, May 22<sup>nd</sup>, with details to be determined

Attachments to be included in board packet:

- March 2021 meeting minutes
- Allan's B5 report
- Committee reports for board review
- Owner Communication and Engagement Committee charter
- Policies C2 and C3

Draft 2021-2022 board calendar will be submitted separately by board president