

MINUTES - Breadroot Natural Food Co-op

Board of Directors Meeting – April 18, 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=bTQza3UvRklINGxQQXFUaIRCL0dpUT09>

Meeting ID: 811 3973 8773

Passcode: 507509

MEMBERS PRESENT: Laura Piening, Paul Cohen, Tiffany Knight, Kim Tilsen-Brave Heart in person and Anu Shende, Dowell Caselli-Smith, and Jed Beadle via Zoom

Guests Present: Anna Chief (GM), Sharissa Hermanson (Operations Manager), Joshua Youngblood, Columinate Consultant (via Zoom)

Members Absent: None

Meeting Called to Order: 5:30pm

- I. Open Meeting and Approve the Agenda (Laura - 2 min)
Motion to approve the revised agenda
Moved: Paul; Second: Anu; Approve: All; Oppose: 0

- II. Meeting minutes - Approve meetings March 21, 2022 and April 5, 2022 (Laura - 3 min)
Motion to approve the minutes of March 21 board meeting
Moved: Dowell; Second: Tiffany; Approve: All; Oppose: 0

Motion to approve the minutes of April 5 special board meeting
Moved: Kim; Second: Paul; Approve: All; Oppose: 0

- III. Coop member time (10 min)

- IV. President's Review – Preparing for new members (Laura - 15 min)
Laura reviewed a draft of the 2022-23 board calendar and the steps to engage the new board members and prepare for a board retreat in the Fall.
Motion to approve the 2022-23 board calendar as presented.
Moved: Kim; Second: Tiffany; Approve: All; Oppose: 0

- V. Treasurer's Report (Dowell – 10 min)
 - **February financials:** Dowell reviewed the results which showed Net Income of \$3,701 for the one month. Balance sheet and P&L looked appropriate with positive results.
 - **On Patronage,** Dowell shared information from Wegner CPA. The preliminary amount available for Patronage is \$25,611; must pay-out at least 20%, which is \$5,122 in cash/register credit.
Motion: Dowell moved that the Breadroot Board agree to pay the patronage available on the 80/20% formula allowed by law. Second: Jed; Approve: All; Oppose: 0.

- VI. Member Engagement Committee (Paul – 5 min)

- Paul reported that logistics and communications are going well to encourage voting in election and Annual Meeting attendance.
- Election begins April 21. Voting booth is ready to go.
- Board members are asked to encourage members to vote and attend Annual Meeting.
- Breadroot will have a booth at Earth Day event at Dahl Art Center on April 22 at 5:30p.

VII. Nominating Committee (Tiffany – 5 min)

Motion to approve Tiffany Knight as temporary Secretary for purpose of monitoring board election and certifying election results.

Moved: Paul; Second: Jed; Approve: All; Oppose: 0

Motion to approve number of active Co-op member at 2,697 for purposes of determining the quorum for elections.

Moved: Laura; Second: Kim; Approve: All; Oppose: 0

VIII. General Manager's Report (Anna – 5 min)

Breadroot had record sales during the month. Working on curbside shopping and pick-up. Board members expressed a preference for staff to focus on bulk order processing for customers.

IX. GM Transition Plan (Anna & Sharissa– 30 min)

Anna reported:

- Transition with Jen – They have been meeting with Jen to define the job and have drafted a bookkeeper job description; will determine if RFS can take on more tasks.
- Looking for external IT support
- Training schedule for Sharissa still in development; said they would include QuickBooks
- Document (10-pages) has been created to define GM duties; Anna will walk through the duties with Sharissa.

Sharissa plan:

- Improve internal communications
- Review internal procedures and processes
- Update special order system
- Ensure all staff fully trained
- Looking for external IT support; recommends CyberAdvisors
 - Laura asked them to get a quote from a local IT support provider to compare with cost of CyberAdvisors.
- Finalizing job descriptions for bookkeeper so they can adequately define what is needed to support the Co-op
 - Laura voiced concern that we need an experienced, confident bookkeeper for the initial transition and organization of function but may not need that level of expertise after the first few months.
 - Kim suggested we see how much support RFS could provide. This would give us the expertise we need and be consistent with the support they now provide.
- Sharissa accepted board recommendation that office admin support position be a temporary assignment for 4/30-7/30 term.

Sharissa and Anna left meeting before board vote on Sharissa's appointment and contract.

Motion to approve appointment of Sharissa Hermanson as Interim General Manager for term of April 30 through July 30, 2022

Moved: Kim; Second: Tiffany; Approve: 6; Oppose: 0; Abstain: Jed

Motion to approve \$500 stipend per biweekly paycheck for Sharissa Hermanson to compensate for assuming additional duties of General Manager for the period from April 30 through July 30, 2022.

Moved: Laura; Second: Dowell; Approve: 6; Oppose: 0; Abstain: Jed

Sharissa and Anna returned to meeting. Sharissa was congratulated on her appointment, and board members shared their appreciation to Anna for her service to the Co-op over the years.

- X. Old Business (2 min)
- XI. New business (3 min)
- XII. Adjourn
Motion to adjourn meeting at 7:05 p.m.: Jed; 2nd: Tiffany; Approve: All; Oppose: 0
- XIII. Next meetings
 - **Budget and Finance** Committee: May 5, 2022 at 4:30-6 p.m. at Co-op offices
 - **Member Engagement** Committee: May 11, 2022 at 12-1 p.m. at Co-op offices
 - **Board of Directors meeting:** Monday, May 16, 2022 at 5:30-7 pm at Project Solutions, 505 Kansas City Street, Rapid City SD 57701
 - **Nominating** Committee: May 18, 2022 at 11 a.m. - 12 p.m. at Co-op offices
 - **Annual Membership Meeting:** Saturday, May 21 – 10-11:30 a.m. at Minneluzahan Senior Center, 315 N Fourth Street, Rapid City, SD 57701