

Breadroot Cooperative

Board of Directors monthly meeting minutes

Date: Monday August 17, 2020

Allotted Time: 5-6:30 pm

Location: Zoom electronic meeting, with code/link to be distributed to board directors via email by noon on day of meeting. Community members can contact the board president at president@breadroot.com prior to the meeting for instructions for participation.

Attendees: Pam Bonar, Lindsey Hays (President), Jeffrey Thouron (GM), Dowell Caselli-Smith, Curtis Westburg, Anu Shendi, Elliott Warshaw, Karen Psiaki, Breann Mayforth, Kimberly Tilsen-Brave Heart, Dreely Tabor (Treasurer), Jessica Ries (VP)

Call to order: 5:04pm

I. Approve agenda (2 min): Approved

II. Approve previous meeting's minutes – July 2020 (5 min): Approved. Columinate spelling to be corrected. Dowell had a question about the section describing Jeffrey's report: page 9 should read \$18,000. Correction to be made.

III. Coop member time (5 min): No discussion

IV. Nominating committee recommends the following members to be added to the board of directors as interim appointments until the next BOD election (10 min): Discussion:

1. Kimberly Tilsen-Brave Heart
2. Breann Mayforth

Please see their applications in the board packet: (These were posted separately onto [Freedcamp](#).) Discussion of what both would bring to the board. Karen and one other director has already met with these candidates to discuss the role. Dowell moved that we accept both of these candidates as interim board members. Motion seconded. Vote taken: Jessica abstained, remaining directors present approved. Lindsey explained some of the responsibilities to these new directors and noted that she will be in touch with both new directors.

V. Old business (18 min)

1. Background checks (3 min): Discussion: Executive committee will follow up by the end of the month.

2. Conflict of interest forms (2 min): Discussion: Jeffrey has forms on file for all except two new interim members added during this meeting.

3. Update/review plan for board to pick up project of reviewing/updating committee charters, clarify director & officer roles (3 min): Discussion: We are not in compliance with clear roles for BOD members which needs to be updated.

1. Address in September? Board retreat is usually in Aug or Sept. Lindsey does not feel we should meet in person. How can we get this done? Anu suggested meeting in groups. Joshua & Lindsey can produce a template for expectations. Jessica will make a list of positions that need to be updated and then let us know. Karen suggested adding a "member outreach" committee. Karen will spearhead that group. Breann has ideas like Google Teams. Breann & Kim can work together on this. Lindsey will follow up on [Freedcamp](#) with spreadsheets by the end of the month.

4. Mask use in store (10 min): Discussion

1. Review results of staff survey: Discussion. Majority of staff support requiring masks in store.

2. Review recommendation from Joshua: Joshua reports that per policy governance, the decision regarding mask use policy would be up to the general manager

3. Hear Jeffrey's recommendation: Discussion: Jeffrey feels the best thing is recommended masks as we have in place now. How would this be enforced? Do we have masks at the door? Lindsey summarized: the staff is hesitant as to what to do if someone does not want to wear a mask. Lindsey believes requiring masks is best in line with coop's vision. Our CBLD consultant noted that this is a decision that should be left to the management. Kim shared that Breadroot is being advertised as a safe place to shop which we need to consider. She feels that we need to require masks. Will the board make the decision or the GM? Right now the decision regarding mask use is made by GM.

1st motion: Anu moved for the mask wearing decisions in the store will be made by the board. Discussion regarding how that would be done. Motion vote: Lindsey opposed; all other board members in favor. The motion carries.

2nd motion: Regarding board decision regarding mask use in the store. Curtis moves that we post a sign on the door stating that masks are required, but not otherwise enforce/confront shoppers if they refuse to do so. Motion seconded. Discussion: we would see for a month what the response is and then re-evaluate. Dowell said we could use the wording: "by order of the board of directors on behalf of the membership." Breann said there is a tax credit to provide masks in store. Motion revised: The board moves that we require the GM to post a sign at the front door that by order of the board of directors we require masks be worn by everyone in the store. Motion carried by unanimous vote. GM instructed to effect that order by next Monday, August 24th. We will try to provide masks at the door.

VI. New business (5 min):

1. HR audit active and in progress with Carolee Colter: Discussion: Lindsey said that after over a year of working on this, we are now able to start with the HR audit. Carolee Coulter met with Lindsey and she will review all HR policies and procedures for the coop. She will report back to the board with vulnerabilities and how to support Jeffrey to make changes.

1. President met with Carolee via video chat for 1 hour to review current organization of the coop, board's needs and concerns, documents she will need: She will email Lindsey & Jeffrey as to what documents she needs.

VIII. Committee Reports (12 min)

a. Executive Committee (3 min): Discussion: Met last week. Discussed the board's decision made in executive session to hire an outside consultant to investigate an HR complaint regarding the GM. The report will be submitted to us.

b. Finance Committee (3 min): Discussion: Met last Monday. Our revenue is exceeding all expectations. Costs have been contained. \$289,466 in sales in July 2020. Daily average was \$9648. **Highest in coop history.** Karen had questions for the committee in reference to the minutes in regard to HR and PPP loan. Lindsey will address this with Karen at a later time.

c. Nomination & Recruitment Committee (3 min): Discussion: Karen reported on who she had

approached as potential candidates.

d. Board Development Committee: discuss future of this committee (3 min): Discussion: Lindsey does not want to dissolve this committee. Established plan to clarify board roles and responsibilities. We will table this discussion about this committee and need for a charter until that work is done.

IX. GM Report (10 min): Discussion

a. GM Monitoring: B1, B6 (5 min): Discussion: Lindsey asked Jeffrey to submit an early B6 report. Jeffrey has been working very hard on this. Motion on Jeffrey's work on B1. Karen moved to accept B1 report as demonstrating compliance with policy B1 given a reasonable interpretation of the policy. All voted in approval. Motion carried. Regarding B6. Jeffrey has made substantial changes from previous B6. Curtis suggested we wait to vote on compliance until we can see the HR investigator's report and the results of the HR audit for additional information. We also need more time to read the B6 report. The HR investigation report should be in by next week. Karen asked Jeffrey a few questions about his B6 report. Karen would like a trained HR professional to be available to the coop to handle HR-related concerns at the coop as well as complaints related to the GM. She is concerned that the service Jeffrey selected may not hire adequately trained professionals and wants more information. We will continue to review B6 and vote on compliance next month. Motion to delay judgment on B6 until September and not require one in October; vote unanimously in favor of motion. Motion carries.

b. GM Operational Activities Report - includes construction update, status of major projects, staff status, NCG Implementation, coronavirus updates (5 min): Jeffrey gave his report. Discussion.

X. Board Calendar & Education (27 min):

a. This month's board education (3 min): 1. Review principles of policy governance: Discussion: Encouraged board directors to review principles of policy governance. Resources available on Columinate's website. Lindsey described the principles. Important to review why we do this. Karen listed the importance of accountability.

b. Jeffrey will review capital expenditure status/plans and his 3-year vision over zoom and allow for questions along the way (10 min):

1. Forwarded to this month from last month's agenda due to time. Jeffrey requests to table this again. Tabled.

2. The board will then review the business plan once it has been updated. Will wait until Jeffrey has this ready.

c. 2021 Budget: finance committee is now reviewing this, hope to present to full board next month (3 min): Discussion

d. Finance key indicator review: Days of Cash (3 min): Discussion, We are doing well.

e. Board Monitoring: Discuss and vote whether to accept the board as in compliance with policy C7: Committee Principles (3 min): Discussion: It is our responsibility to review our own performance as a board. Karen read the C7 policy out loud. Lindsey believes that we are not in compliance with a portion of this policy due to lack of clear committee charters and

expectations. Dowell moved that we find ourselves in compliance with parts 1 & 2 of the policy; *not* in compliance with part 3. All in favor; motion carried. We have work to do.

f. Discuss progress with goal of improved member engagement (5 min): Discussion: Karen suggested we have a committee for this. Member-owner days might be an opportunity to do this. What could the board do better to engage the membership to better understand the needs of the members? We will discuss this at the next meeting.

XI. Adjourn: Unanimous. Time: 6:30pm

Next meetings – will all take place virtually.

- a. Executive committee meeting: Wednesday, September 9th at 1-2 pm (via phone call)
- b. Finance committee meeting: Monday, September 7th at 5-6 pm (via zoom call)
- c. General BOD meeting: Monday, September 21 st , 5-6:30 pm (via zoom call)

Due to the Rally, start of in-person classes at RCAS, and surges of COVID-19 cases throughout the country, it does not appear that it will be wise to hold in-person board meetings anytime soon. The board president continues to re-evaluate the situation in our area when determining whether to have virtual meetings. Of course it is best to meet in person but it is not the safe choice at this time.