

MINUTES - Breadroot Natural Food Co-op

Board of Directors Meeting - August 16, 2021 - 5:30 p.m. – 7:00 p.m.

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

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

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

Members Excused: Kim Tilsen- Brave Heart, Dreely Tabor

Members Absent: 0

Meeting Called to Order: 5:33 pm

- I. Open Meeting and Approve the Agenda (Laura)
Motion to approve agenda: Pam, Second: Paul, Approve: All, Oppose/Abstain: 0
- II. Meeting minutes - approve July 19, 2021 (Pam)
Motion: Pam, Second: Paul. Discussion: No written resignation has been submitted by Josey Eagle Bull. Laura has documentation of cell phone text messages with Josey. Documentation is in Co-op files. Motion to accept minutes: Approve: All, Oppose/Abstain: 0
- III. Coop member time (10 min) No coop members present or via zoom.
- IV. Financial Review (Dowell & Anna - 20 min)
 - A. Review Second Quarter 2021 Income Statement and Balance Sheet as of June 30, 2021
 - Dowell: Review of data on Profit & Loss (sales are up/profits down.) Budget and Finance Committee will be looking into what things factored into that decline.
 - Balance Sheet – Assets increased by 51%.
 - Budget - Anna spoke to NCG in regard to the budget. She will forward a budget for the remainder of the current year and a projected budget for next year to Laura. On August 26, 2021, finance committee will review the budget draft. Laura asked and board members agreed they would like more detail on the quarterly financial statements presented for review.
 - B. Review Point-of-Sale (POS) System Costs & Obligations
Jen reported on the guide to Breadroot IT/POS upgrade. Once the new systems are in place, accounting procedures will be rewritten by staff and finance committee.
 - C. Questions & Discussion: Jen and Anna clarified the costs and ongoing obligations for the new POS and related systems and answered questions from board members.
- V. Policy Compliance Report: B1 – Financial Condition and Activities (Anna – 10 minutes)
Policy B1 – Financial Condition and Activities was reviewed by GM.

Dowell would like written specifics in a report as to things that have been done.
Jen can submit a printout report from QuickBooks with dates and amount paid to the finance committee.

Motion to accept GM B1 report, Paul, 2nd: Anu, Approve: all, Oppose: 0

VI. Committee Updates (15 min)

A. Board Development Committee (Christina) (5 minutes)

Motion to accept 55 new members: Dowell, 2nd: Jed, Approve: all, Oppose: 0

B. Budget and Finance Committee (Dowell) (5 minutes)

August 26th meeting. Anna will submit the budget for 2021-22 one week prior.

C. Owner Outreach & Engagement Committee (Paul) (5 minutes)

Committee has three directors as members: Paul (chair), Tiffany and Laura. Anna is talking with staff and will recommend staff to join committee. Paul will review and update the committee charter. He suggested we promote Bulk/Online ordering for member outreach. Two coop members that have use the ordering system successfully will come to future board meeting.

VII. Policy Governance (Laura - 12 minutes)

A. Review Policies D, D1, D2, and D3 – Board-Management Relationship

Motion to table D Review: Tiffany, 2nd: Jed, Approve: all, Oppose: 0

VIII. Old Business (3 min)

A. Confirm ongoing location for board meetings (Sharissa) We have the option to stay at the current location. Paul asked if the Co-op could donate healthy food to the location snack shelf. Sharissa spearhead this.

IX. New business (5 min)

X. Adjourn

Motion: Jed Second: Tiffany Approve: All Oppose/Abstain: 0

Meeting Adjourned at: 7:04pm

XI. Next meetings

- Board of Directors: Monday, September 20th, 5:30-7 pm at Project Solutions, 505 Kansas City Street, Rapid City SD 57701
- Budget and Finance Committee: August 26, 2021 at 4:30-6 p.m. at Co-op offices