Breadroot Cooperative
Board of Directors monthly meeting agenda
Date: Monday January 20, 2020
Allotted Time: 5-6:30 pm
Location: Co-op Mezzanine
Meeting called to order: 5:01pm
Attendees: Jessica Ries (BOD, Secretary)
               Kelsey Murray (BOD, Vice President)
               Karen Psiaki (BOD)
               Dowell Caselli-Smith (BOD)
               Peter Fischer (BOD)
               Jeffrey Thouron (GM)
               Elliott Warshaw (BOD, Treasurer)
Absent: Dora Tilles (BOD)
               Lindsey Hays (BOD, President)

I.   Approve agenda (2 min)
II. Approve previous meeting's minutes – Dec 2019 (5 min)
III. Coop member time (5 min) 2 potential board members Emma and Anu enjoyed our meeting to see if they would like to serve on the board.
IV. Committee Reports (25 min)
     a. Executive Committee (5 min) Kelsey gave her resignation and tonight's meeting will be her last; Jan was removed as a board member after accepting her verbal resignation.
     b. Finance Committee (5 min) Finance report was uploaded 1-19-2020 for our review. Final results showed a -$38,000 loss. However, this was not unexpected as the co-op dealt with the road construction and some additional add-ons.
     c. Nomination & Recruitment Committee (5 min) We have 6 board members left and new board of director nominations are due 2/18/2020. We have 5 open spots. We need a total of 7 board members.
     d. Board Development Committee (5 min) Karen has another potential new board member she has reached out to and is awaiting her application.
     e. Building Committee (5 min) It was decided this Committee is no longer needed since the lease has been signed and completed through 2025. All approved the disbanding of the Building Committee.

V.   GM Report (20 min)
     a. GM Monitoring: Discuss and vote whether to accept GM's Policy Compliance Reports
        a.i. B10 Building & Grounds It was discussed and decided that this policy will be kept on as a cyclic strategic planning process. It will be updated to get input from BOD, staff, member owners for opinions. Approved as in compliance.
     b. GM Operational Activities Report (includes Construction Update, NCG Implementation) We were the winner of the NCG 2019 Thanksgiving Challenge for our exceptional percentage growth in a day before Thanksgiving sales. Amazing!!! We will also be starting a Windows 10 update and installing new firewalls for internet safety and improve our backup system. We are also having a produce specialist come in and will upgrade our produce department. Exciting!
     c. Recap of the Co-op in 2019 A wonderful slide show was presented highlighting the Co-ops accomplishments and achievements throughout the year.
     d. GM's Legal & Compliance Checklist Review We reviewed the checklist and it was approved.
     e. Approve Member Applications Approved with no discussion/concerns.

f. Board vote on Patronage Dividends Due to the loss in profit for 2019, it was decided that that we would not receive any dividends. Approved.

VI. Board Calendar & Agenda (20 min)
   a. Board Education & Admin Agenda
      a.i. Board Annual Self-Evaluation The board evaluation was asked to be filled out and returned to Kelsey by the end of the month so that she can compile the results and return a full report to us. Kelsey will make this document editable and send it out to the BOD.
      a.ii. Annual GM Evaluation Will get first page by Monday 1/27/2020.
   b. Board Monitoring: Discuss and vote whether to accept the board as in compliance with policy D4: Monitoring GM Performance GM (5 min) There was discussion regarding item 5 as to a review of the language and a change of the completion date. It was decided at the next meeting we will review this and approve for rewrite. Approved as an amended motion.
   Member/Community Engagement: BOD Election Planning & Nominating Committee It was discussed and approved that the three board members on the committee will be Jeffrey Thouron, Karen Psiaki, Dowell Caselli-Smith.
   c.

VII. Adjourn at 6:22 p.m.

VIII. Next meetings – all located in the coop on the mezzanine unless directors are otherwise notified:
   a. Executive committee meeting: Monday, February 10th 4:45-5:30 pm
   b. Finance committee meeting: Monday, February 10th 5:30-6:15 pm
   c. General Board meeting: Monday, February 17th 5-6:30 pm