

Breadroot Natural Food Coop

MINUTES - Board of Directors Meeting - July 19, 2021 - 5:30 p.m. – 7:00 p.m.

Location: B9, 2828 Plant St, Rapid City, SD 57702, Suite 2

Members Present: (*In-person*) Laura Piening, Kim Tilsen- Brave Heart, Christina Lamothe, Paul Cohen, Jed Beadle, Dowell Caselli-Smith, Anu Shende, Anna Chief (GM), and (*Via Zoom*) Dreely Tabor

Guests Present: Sharissa Hermanson (Operations Manager), Jen Owen (Bookkeeper) and (*Via Zoom*) Joshua Youngblood (Columinate)

Members Excused: Pam Bonar

Members Absent: Tiffany Knight, Josey Eagle Bull

Call to Order: 5:40pm

I. Open Meeting and Approve the Agenda (Laura)

Motion: Dowell Caselli-Smith to approve agenda

Second: Kim Tilsen-Brave Heart

Approve: All Oppose/Abstain: 0

II. Meeting minutes - approve June 21, 2021 (Sharissa)

Motion: Dowell Caselli-Smith to approve minutes with point VII.A exception*

Second: Kim Tilsen-Brave Heart

Approve: All Oppose/Abstain: 0

**Point VII.A to be corrected to state that Laura will bring the calendar forward at a future meeting.*

III. Coop member time – No members outside of the Board were present. Directors briefly discussed how to address member concerns.

IV. Finance Committee Report (Dowell & Jen)

A. Finance Committee Overview

B. Board Orientation on 2020 Annual Report & First Quarter 2021 Income Statement (Jen)

Due to time constraints, board members focused on review of the P&L and Balance Sheet for Q1 2021.

Motion: Laura moved to acknowledge review of and to accept First Quarter financials.

Second: Kim Tilsen Brave Heart Approved: All Oppose/Abstain: 0

Motion: Dowell moved to reaffirm the Finance Committee Charter that was approved in February 2021. Discussion about how we can change this to be more accurate and better aligned with the duties of the committee. No changes suggested at this time.

Second: Jed Beadle Approve: All Oppose/Abstain: 0

*Anu Shende volunteered to be on the Finance Committee

V. Policy Compliance report - (Anna & Laura)

A. Board Orientation to the Ends statement

Laura described the current process for reporting and approving the compliance reports submitted by the general manager each month. Discussion about what the Ends Policy is and how it looks moving forward. Kim suggested when the policy is revised, new language be added to include points about diversity and inclusion to better represent our community.

B. General Manager compliance report on A-Ends

Anna Chief gave a report on the A-Ends Policy. Highlights from the report include a new point of sale system, front end register revamp, new volunteer program, member growth and sales, and an increase of local vendors.

Motion: Laura called for a motion to approve Anna's report. Dowell moved.

Second: Kim Tilsen- Brave Heart

Approve: All Oppose/Abstain: 0

VI. General Manager Report (Anna)

A. Updates, concerns, requests from GM to the board

Motion: Laura called for motion to approve new members for June. Kim moved.

Second: Anu Approve: All Oppose/Abstain: 0

VII. Old Business

A. Locations for 2021-2022 board meetings (Sharissa) - Paul Cohen gave Sharissa contact for a new location going forward. Kim will follow-up on using conference room at new NDN Collective offices later in the year.

B. Board Google Docs (Laura) - Laura and Sharissa continue to organize Board documents on Google Docs site including a document with an outline of drive contents

VIII. Committee reports

A. Board Development Committee (Christina)- There will be a CBLD 101 training on October 2 through Columinate. Laura has requested that anyone who hasn't received the training attend. Christina will make a table to track who has attended the trainings.

B. Nomination & Recruitment Committee (Tiffany) – Tiffany not present

C. Owner Outreach & Engagement Committee (Paul) – Paul, Laura and Anna will meet over next month to develop proposal for committee activities and membership aligned with current operations and staffing.

IX. New business

A. Policy C-5: Directors' Code of Conduct – Review & all directors to sign (Laura)

Motion: Dowell moved that we accept policy C5 and that the board is in compliance. Policy C5 has been reviewed and the board is unaware of any violations. Further, all directors

present have signed the conflict-of-interest form and code of conduct form. These will be on file at Breadroot.

Second: Kim Tilsen

Approve: All

Oppose/Abstain: 0

- B. Laura announced that Josey Eagle Bull called Sharissa to resign from the Breadroot board of directors. Sharissa asked him to send a formal resignation via mail or email. Laura explained that she had spoken with Josey who was honored to be elected, but was having trouble attending meetings and with his email provider.

Adjourn Meeting- 7:08

Motion: Jed

Second: Anu

Approve: All

Next meetings

1. Executive committee TBD
2. Finance committee July 29, 2021 at 4:30 p.m. at Coop offices
3. Board of Directors meeting: Monday, August 16th, 5:30-7 pm, Location TBD