

Breadroot Natural Foods Co-op

Board of Directors Meeting Packet

June 21, 2021

Breadroot Natural Foods Co-op

Board of Directors

June 2021 monthly business meeting agenda

Meeting scheduled for: Monday, June 21, 2021 from 5:30-7pm

Location: Hybrid in-person and Zoom-based meeting, with link available for coop members by request at [manager@breadroot.com](mailto:manager@breadroot.com)

Previous board leadership suggests that Dowell Caselli-Smith chair this meeting - at least to the point where the new leadership is elected. Dowell has agreed to this.

Members Present: **Dowell Caselli-Smith, Pamela Bonar, Paul Cohen, Anna Chief, Christina Lamothe, Joshua Youngblood, Jedediah Beadle, Paul Cohen, Kim Tilsen-Brave Heart, Laura Piening, Tiffany Knight, Sharissa Hermanson, Jen Owen**

Members Excused: **Dreely Tabor**

Call to order: **5:35pm**

- I. Approve the Agenda (3 min) **Motion: Laura, 2<sup>nd</sup>: Tiffany Approve: All, Oppose/Abstain: 0**
- II. Introductions and ground rules (led by Dowell - 15 min)
  - A. Keep to the agenda and honor scheduled time allotments. If more time is needed to address a topic, schedule another meeting.
- III. Approve previous meeting minutes and certify previous board decisions (5 min)
  - A. May 2021 scheduled monthly board meeting minutes **Motion to accept May meeting minutes: Pam, 2<sup>nd</sup>: Kim, Approve: All, Oppose/Abstain: 0**
  - B. Certify that on May 20-21, 2021 the board voted unanimously via email in support of this motion and the motion passed:

Elliott made a motion that the board declares patronage dividends for 2020 and that we will refund the minimum 20% of the member patronage sourced income to members based on purchases and retain the other 80% as equity in the name of the ownership as retained patronage dividends. **Motion to approve this action: Pam, 2<sup>nd</sup>: Kim, Discussion: Jedediah asked how much is distributed to members. Jen Owen, bookkeeper, was asked to share the amount. Joshua described the 20% amount.**
  - C. Annual meeting minutes

By approving the annual meeting minutes, the board is certifying the results of the election of board officers, the results of which are included in the minutes.

**Motion to approve: Tiffany, 2<sup>nd</sup>: Laura, Approve: All, Oppose/Abstain: 0**

- IV. Coop member time (10 min) **Coop members present:**  
**Andrejka Coklyat spoke about a symbol (clenched fist) used on Instagram by the coop which can represent Marxism and Communism. The marketing manager who has posted this symbol has been informed by this coop member via email.**
- V. Board Leadership Discussion (10 min)
- A. The Role of the board of directors **Document that has a detailed description of the roles will be updated.**
  - B. What is policy governance and how do we use it? **Dowell gave a description.**
  - C. Resources and commitments: Columinate, NCG **\*Note upcoming training opportunities.**
  - D. Conflict of Interest Form: **All members need to fill out and sign the form.**
- VI. New business (10 min)
- A. Elect board officers
    1. **President** (chair of executive committee)  
**Nominations: Laura Piening**  
**Motion: Pam, 2<sup>nd</sup>: Tiffany, All in favor: All, Oppose: 0**
    2. **Vice President** (member of executive committee)  
**Nominations: Kim Tilsen-Brave Heart**  
**Motion: Dowell, 2<sup>nd</sup>: Tiffany, All in favor: All, Opposed: 0**
    3. **Treasurer** (member of exec committee and chair of finance committee which meets quarterly)  
**Nominations: Dowell Caselli-Smith**  
**Motion: Jedediah, 2<sup>nd</sup>: Pam, All in favor: All, Opposed: 0**
    4. **Secretary** (member of executive committee)  
**Nominations: Pam Bonar**  
**Motion: Laura, 2<sup>nd</sup>: Jedediah, All in favor: All, Opposed: 0**
  - B. Elect Committee Chairs
    1. **Nomination & Recruitment Committee: Tiffany Knight**  
**Motion: Tiffany, 2<sup>nd</sup>: Paul, All in favor: All, Opposed: 0**
    2. **Owner Outreach & Engagement Committee: Paul Cohen**  
**Motion: Dowell, 2<sup>nd</sup>: Laura, All in favor: All, Opposed: 0**
    3. **Board Development Committee: Christina Lamothe**  
**Motion: Paul, 2<sup>nd</sup>: Jedediah, All in favor: All, Opposed: 0**  
Committee chairs will be responsible for recruiting committee members and deciding on regular meeting dates/times/locations
  - C. Logistics, locations, date, and time for 2021-2022 board meetings: **Paul would prefer Tuesday. Kim prefers Monday. We will stay with Monday. We will stay in person. Pure Bean is a good location. We can look for other locations. The library is an option. Holiday Inn is an option. Kim offered her store front. Sharissa will follow up on locations and cost. Executive Committee will make the decision.**

- VII. Old Business (10 min)
  - A. Board transition and orientation
    - 1. Next steps: ~~Laura will put on next month's agenda to go through the meeting calendar.~~ **Laura will be bringing the board calendar forward at a future meeting.**
    - 2. Discuss opportunities for self-study
  - B. Patronage for FY2020
    - 1. Board members should familiarize themselves with patronage dividends for co-ops. If you have time, [read the primer by Columinate](#). At a minimum, review the section that is included in the board packet.
    - 2. Voted as above to distribute 20% of member-sourced net income as cash dividends (payable in store credit) and retain 80% of the member-sourced net income to re-invest in the store on behalf of the members.
    - 3. Update from Anna or Jen about finalized numbers for patronage based on the above and how soon the dividends can be distributed to members. **Jen Owen, coop bookkeeper, reported. \$27,000 split between members and how much they spent in 2020.**
  
- VIII. GM Time (5 min)
  - A. Updates, concerns, requests from GM to the board: **Point of Sale next month.**
  - B. Progress on budgeting and reporting: **Anna delegated to Jen Owen reported.**
- II. GM policy compliance reports - (15 min)
  - A. B1: Financial Condition (carried forward from last month as the board needed more information) **Motion to accept report with updated reports with specific data in the future (next month): Laura, 2<sup>nd</sup>: Pam, Approve: All, Opposed: 0**
  - B. B2: Planning and Budgeting (carried forward from last month as the board needed more information) **Motion to accept report with updated reports with specific data in the future (next month): Laura, 2<sup>nd</sup>: Pam, Approve: All, Opposed: 0**
  - C. A: Ends
- III. Committee reports
  - A. No reports this month as committees are being formed
- IV. Board Calendar & education (5 min)
  - A. Review board compliance regarding policy C5: Code of Conduct
    - 1. Every board member should complete a conflict of interest form upon election, yearly or when circumstances change.
  - B. Board education topic for the month was moved to earlier in this agenda.
- VI. Adjourn: **7:13pm Motion: Pam 2<sup>nd</sup>: Kim, Approve: All, Oppose/Abstain: 0**
  
- VII. Next meetings
  - 1. Executive committee no longer meets regularly but will have ad hoc meetings as deemed necessary by the board president.
  - 2. Finance committee has decided to meet quarterly to review quarterly financials, with next meeting date/time to be decided by board treasurer in collaboration with general manager.
  - 3. General BOD meeting: Monday, July 19th, 5:30-7 pm, with location to be determined as above