

MINUTES - Breadroot Natural Food Co-op

Board of Directors Meeting – March 21, 2022 - 5:30 p.m. – 7:00 p.m.

Location: Project Solutions, 505 Kansas City Street, Rapid City SD 57701 (Host: Sandra Burns)

MEMBERS PRESENT: Laura Piening, Paul Cohen, Dowell Caselli-Smith, Jed Beadle, Christina Lamothe, Tiffany Knight, Kim Tilsen- Brave Heart

Guests Present: Anna Chief (GM via Zoom), Sharissa Hermanson (Operations Manager),

Members Absent: Anu Shende

Meeting Called to Order: 5:30pm

- I. Open Meeting and Approve the Agenda (Laura - 2 min)
Motion to approve the agenda: Jed; 2nd: Paul; Approve: All; Oppose: 0
- II. Meeting minutes - approve February 21, 2022 (Pam - 3 min)
Motion to approve the minutes: Dowell; 2nd: Jed; Approve: All; Oppose: 0
- III. Coop member time (10 min)
- IV. Board Job Descriptions and Policy C4 (Laura – 15 min)
Motion to approve the board job descriptions and Policy C4 as revised and in compliance: Paul; 2nd: Christina; Discussion: None; Approve: All; Oppose: 0
- V. Board Committee Charters and Policy C5 (Laura – 15 min)
**Motion to approve the board committee charters and Policy C5 as revised and in compliance: Dowell; 2nd: Tiffany; Discussion: Dowell asked for clarification on the frequency of Executive Committee meetings. Kim suggested changing the language to “at least one meeting per year”. Dowell suggested adding language to the Finance Committee Charter to state that the treasurer also has a line of contact with GM.
Approve: All; Oppose: 0**
- VI. Nominating Committee (Tiffany – 10 min)
**Motion to approve the slate of nominees for election to the Board of Directors as recommended by the Nominating Committee: Tiffany; 2nd: Jed; Discussion: None;
Approve: 6; Abstain: Kim; Oppose: 0**
- VII. Member Engagement Committee (Paul – 5 min)
- VIII. General Manager’s Report (Anna – 5 min)

IX. Budget and Finance Committee (Dowell – 5 min)

Dowell reported sales and assets are positive in that they continue to steadily increase year over year. However, the profit margin from operations was negative for the month and depending on how we decide to treat depreciation and year end adjustments for payroll, the negative cash flow could be seen as troublesome--especially if it continues.

X. Old Business (2 min)

XI. New business (3 min)- **Christina Lamothe resigned from the board. She will be moving out of state at the end of the month, she has accepted a job in Texas. Pamela Bonar has also resigned due to personal reasons.**

XII. **Adjourn 6:46PM - Motion: Jed; 2nd: Tiffany; Approve: All; Oppose: 0**

6:45 p.m. - Executive Session – To review status of budget development and items to be approved in lieu of an approved 2022 budget.

Next meetings

- Board of Directors meeting: Monday, April 18, 2022 at 5:30-7 pm at Project Solutions, 505 Kansas City Street, Rapid City SD 57701
- Budget and Finance Committee: April 7, 2022 at 4:30-6 p.m. at Co-op offices
- Member Engagement Committee: April 13, 2022 at 12-1 p.m. at Co-op offices
- Nominating Committee: April 20, 2022 at 11 a.m. - 12 p.m. at Co-op offices