

Breadroot Natural Foods Co-op

Agenda

Board of Directors Meeting – November 5, 2022, 2:30 p.m. – 4:30 p.m.

Location: Love I NC

Zoom Link:

<https://us02web.zoom.us/j/81139738773?pwd=bTQza3UvRklINGxQQXFUaIRCL0dpUT0>

9 Meeting ID: 811 3973 8773 Passcode: 507509

MEMBERS PRESENT: Twyla Stanifer (President), Kim Tilsen-Brave Heart (Vice President), Dowell Caselli-Smith (Treasurer), Curt Voight (Secretary), Paul Cohen, Jamin Hubner . Laurie Hawes, Tiffany Knight

Zoom Attendees: None

Guests Present: None

Members Absent: None

Meeting Called to Order

I. Open Meeting and Approve the Agenda (2 min) ; Motion: Dowell Caselli-Smith (Treasurer 2nd :Kim Tilsen-Brave Heart (Vice President), : Unanimous

II. Meeting minutes - approve October 17, 2022 (Curt- 2 min)

Motion: Jamin Hubner, 2nd: Kim Tilsen-Brave Heart (Vice President), Approve: Unanimous

III. Coop member time (10 min) : None present

IV. President's update (Twyla- 30 mins)

- Member Appreciation
- President demands
- Annual meeting date set for election timeline
- V. Budget & Finance Committee update (Dowell – 10 min) No meeting; Sharissa reported

VI. Board Development Committee update (Jamin- 5 min) meeting 10/31. Attending Jamin Hubner, Tiffany Knight , Sharissa .

- Review of Application requirements of new board members
- Continued Board Manual review
- Presented draft Grievance Policy; Motion to approve draft Dowell Caselli-Smith (Treasurer), 2nd Laurie Hawes; Approve: Unanimous
- New election policy, Motion to approve Dowell Caselli-Smith (Treasurer), 2nd Laurie Hawes; Approve: Unanimous
- Motion to allow employees to serve on board Dowell Caselli-Smith (Treasurer) Laurie Hawes; Role call Twyla Stanifer (President) Yes, Kim Tilsen-Brave Heart (Vice President) Yes, Dowell Caselli-Smith (Treasurer) Yes, Curt Voight (Secretary) No, Paul Cohen No, Jamin Hubner Yes, Laurie Hawes Yes, Tiffany Knight Yes Passed 6-2
- Motion to schedule board meetings every other month Dowell Caselli-Smith (Treasurer), 2nd Kim Tilsen-Brave Heart (Vice President), approve 6, 1 no, 1 abstain; Passed

VII. General Manager's Report (Sharissa – 10 min)

- Store Updates

- Quarter 3 financial report
- Budget draft will be available 1 week prior BOD meeting
- General Manager meeting Minneapolis
- 2023 Budget pending
- Request pay consideration for staff; Motion Dowell Caselli-Smith (Treasurer) , 2nd Laurie Hawes ; Friendly amendment – Effective immediately Unanimous approved. Motion approve motion as amended ; 6 yes, 1 no; Motion passed

VIII. Old Business (2 min)

IX. New business (3 min)

- December BOD meeting
- Strategic Plan regarding facility

X. Motion to adjourn:, Laurie Hawes 2nd:Kim Tilsen-Brave Heart (Vice President),
Approve: Unanimous

XI. Next meetings

12/5 BOD Meeting

Budget and finance committee

Member engagement committee

Board development committee

Respectfully submitted

Dr. Curt Voight

BOD Secretary

Addendum-

The Policy on nominations has been [added to the Register](#) as C6 - "Board Member Admission Procedures":

The Nominating Committee is responsible for processing board member applications and, with the rest of the Board, seeking new candidates. Candidates that meet the requirements below are presented to the Board by the Nominating Committee Chair once a year. The Board must then approve the candidates for appearance on the ballot within the time frame specified in the Bylaws.

All Board members, including those applying for re-election and those nominated by the membership, must submit/complete the following required application materials to the Nominating Committee:

1. Have been a member of the Breadroot for at least 12 months (as demonstrated by records provided by the GM).
2. CV/Resume
3. Two letters of recommendation
4. Complete a formal interview with a current Board member
5. Complete application form, along with Code of Conduct and Conflict of Interest Disclosure.
6. Background Check

The grievance procedures were added as C7 - Board Grievance Procedures:

Complaints by the General Manager about Board Members must adhere to the following process:

1. The GM should make an attempt to resolve the conflict with the Board Member directly.
2. If this step fails, the GM should submit a written complaint to the Board President, who will establish and chair a Grievance Committee within 14 days to look over the complaint, conduct any necessary investigation, and hear from the concerned Board Member and work towards a resolution in a timely manner.
 - a. Note: If the Board Member in question is the President, the GM may submit the complaint to the Vice President or Secretary, who will follow the procedures in step 2 as the Grievance Committee Chair.

Complaints between Board Members that cannot be resolved in a meeting may be resolved by the following grievance procedure:

1. The complainant must first attempt to resolve the conflict with the other Board Member directly.

2. If this step fails, the complainant may submit a written complaint to the Board President (or Vice President if the complaint is about the President), who will establish a Grievance Committee within 14 days to look over the complaint, conduct any necessary investigation, hear from the concerned Board Member, chair the Grievance Committee, and work towards a resolution in a timely manner.
 - b. Note: The Chair of the Grievance Committee must include at least two other board members to preside on the Grievance Committee—members that the original complainant and Chair agree to be the most disinterested/unbiased in the conflict.
3. If the Grievance Committee is either unable, uncertain, or unauthorized to ultimately resolve the problem, the Chair must submit a resolution to the entire Board to be voted on at the following Board Meeting.