

## Breadroot Natural Foods Cooperative

### Board Meeting Minutes

February 12, 2024 5:30pm-7:00pm

Location: Breadroot Natural Foods Co-op Offices

Members Present: Twyla Stanifer (President), Rachel Lindvall (Vice President), Jamin Hubner (Treasurer), Curt Voight (Secretary) Dowell Caselli-Smith, Tiffany Knight, Jessica Ries, Sharissa Hermanson (GM)

1. Open meeting and approve the agenda (Twyla- 2 min)
  - a. Motion- Dowell Caselli Smith, Second – Jessica Ries, Approval- All
2. Meeting minutes- December board meeting 12/5 (Curt- 2 min)
  - a. Motion- Dowell Caselli-Smith, Second- Tiffany Knight, Approval- All
3. Co-op Member Time- Annie from Good Medicine Lodge requested a partnership with Breadroot. This was referred to our General Manager.
4. President's Update (Twyla- 10 mins)
  - i. CD investment
  - ii. Upcoming election
  - iii. Bylaws
5. Budget & Finance Committee
  - i. Met 2/6
  - ii. CD \$100,000 in BHFCU
  - iii. Audit on hold
  - iv. Compliance report good
6. Bylaws Committee
  - i. 2/19 applications for board due
  - ii. 4/27 annual meeting
  - iii. Bylaws draft is complete
  - b. Motion- authorize up to \$2,000 for legal review. Motion made by Tiffany Knight, Second- Rachel Lindvall, Approve- unanimously
  - c. Motion- secure Lynn, Jackson, Schulz, and LeBrun to conduct legal review. Motion made by Jamin Hubner, Second- Twyla Stanifer, Approve- Unanimous
7. General Manager's Update

- i. Store updates
  - ii. Quarterly financial report Q4
- 8. Expansion Committee
  - a. Motion- Breadroot to enter into Feasibility agreement with NCG not to exceed \$150,000. Motion- Jessica Ries, Second- Twyla Stanifer, Approval- tabled
  - b. Friendly Amendment- Accept NCG agreement with clarifications regarding
    - i. Mutual indemnification
    - ii. Insurance by both parties
    - iii. Payment schedule considerations
  - c. New motion- Approve original motion with friendly amendment. Motion- Twyla Stanifer, Second- Rachel Lindvall, Approve- unanimous
- 9. Old Business
- 10. New business
  - a. Motion- Accept reports by General Manager as exceeding expectations. Motion- Curt Voight, Second- Tiffany Knight, Approve- Unanimous
- 11. Next meetings:
  - a. Board in the Store- TBD
  - b. Board Meeting- April 12 at 5:30pm
  - c. Member Engagement Committee- TBD
  - d. Budget & Finance Committee- April 2 @ 10:30a
  - e. Expansion Committee- TBD
  - f. Board Development Committee- TBD
  - g. Bylaws Committee- TBD
- 12. Executive Session- Motion to enter, Jamin Hubner, Second- Tiffany Knight, Approve- Unanimous
  - a. Motion to exit executive session- Tiffany Knight, Second- Rachel Lindvall, Approve- Unanimous
- 13. Adjourn
  - a. Motion- Laurie Hawes, Second- Jamin Hubner, Approve- Unanimous

Respectfully,

Curt Voight

Board Secretary