



BREADROOT

NATURAL FOODS CO-OP

Board Meeting Minutes

1. Call to Order

- 1.1. The regular Board meeting of the Breadroot was called to order at 5:38 PM, 01/13/2025 at the RE/MAX Results by President Tiffany Knight. Secretary Karissa Ellis was present.

2. Roll Call

- 2.1. Members in Attendance: President Tiffany Knight, Vice President Rachel Lindvall, Secretary Kris Ellis, Treasurer Robert Blatnik, Ally Titus, Kristie Hendricksen, Manya Larson, Marko Kocanda
- 2.2. Members absent: Twyla Stanifer. Twyla requested prior to the meeting that Rachel serve as her proxy for any votes requiring her participation.
- 2.2.1. Staff: Sharissa Stevens (GM), Erin Bender (Staff) Veda Gavle
- 2.2.2. Members/others: None

3. Quorum

- 3.1. A quorum of 3/5 was present.

4. Minutes and Order of Business

- 4.1. The minutes of the 11/10/2025 meeting were approved via email on 11/16/2025.
- 4.1.1. Kris moved to amend wording of 11.2.1 to reflect “every other” month rather than “each month”, and to update wording to more carefully describe expansion efforts. Passed Unanimously.
- 4.2. Tiffany moved to approve the Order of Business.

5. Co-op Member Time

- 5.1. Nothing to report

6. Report of Officers

- 6.1. President Tiffany Knight reported.
- 6.1.1. NCG Expansion Readiness report not quite ready yet, it is still getting its final touches.
- 6.1.2. Book *The Board and the CEO* shared with the board. Book was recommended by Friedel & Associates. Kris recommended reviewing Chapter 2 onwards.
- 6.1.3. Called for a closed meeting after regular meeting
- 6.2. Vice President Rachel Lindvall did not report.
- 6.3. Secretary Karissa Ellis reported
- 6.3.1. Personal schedule changed, for now. Tuesdays still work as a meeting date.
- 6.3.2. Kris noted that approving the order of business is generally a non-controversial movement and thus is handled less strictly – however, any proposals to change the order of business are best handled before order of business is approved, and any changes afterward to skip items later or limit debate time should require a board vote.
- 6.3.2.1. Kris moved to approve an update to the policy manual that any changes to skip agenda items later or limit debate time should require a board vote. Passed unanimously.
- 6.3.3. Kris moved to update policy manual to eliminate board approval requirements for updating individual names and terms when members are added/removed to charters or the charter section within the policy manual. This is to be replaced by a verbal report by the secretary at the next meeting when such updates are made. Passed unanimously.



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- 6.3.4.** Reviewed committee minutes expectations. No strict format requires required other than that they contain attendance, brief summary of subjects discussed including notes of votes, if any, and must be uploaded to the drive by the next committee meeting. Submission of committee minutes is required by our policies.
 - 6.4.** Treasurer Robert Blatnik reported as follows:
 - 6.4.1.** Cash in main account at BHFCU: \$516,382.65
 - 6.4.2.** Cash in CD at BHFCU: \$399,895.14
 - 6.4.3.** Cash in CD at Highmark Credit Union: \$403,889.64
 - 6.4.4.** Cash in CD at Aspen Credit Union: \$590,056.44
- 7.** Report of the Board
 - 7.1.** The secretary presented the report of the Board that met on 11/23/2025 for a special meeting. A quorum was present.
 - 7.1.1.** Tiffany moved to dissolve expansion committee, delegate tasks individually, and keep the whole board informed moving forward. Kris noted that while this information is being shared for transparency on closed meeting votes, most information is out of date as expansion efforts are no longer active until other matters are dealt with.
 - 7.1.1.1.** Tiffany & Sharissa were delegated as primary points of contact, both to be included in all emails to outside entities. There should be at a minimum one board member present at all meetings, and all details from meetings and discussions should be shared with board as soon as possible after contact
 - 7.1.1.2.** Marko, Robert, Rachel, Kris, & Mike Krsnak delegated to work on the RFP
 - 7.1.1.3.** Expansion committee dissolution and approach changes passed unanimously
 - 7.1.2.** Kris moved to establish an IT Committee. Goals include reviewing current hardware, software systems, evaluating risks and gaps, outreach to co-op's external IT to learn more. Passed unanimously.
 - 7.1.2.1.** Tiffany nominated Marko as chair. Passed unanimously.
 - 7.2.** The Grievance committee has been dissolved after completion of its investigation
 - 7.3.** The Board voted electronically with results on 12/19/2025 regarding 3 measures. All board members voted.
 - 7.3.1.** Equity resolution to Keep share price at \$30 per share, \$300 / 10 Shares is a full membership, offer \$100 in store credit to anyone that holds \$400 / 13.33 shares to create an equal equity amount. Passed unanimously
 - 7.3.2.** Approval to hire Friedel & Associates according to their Nov. 21st 2025 multi-phase proposal to assist with Breadroot's financial operations passed 6-0-3.
 - 7.3.3.** Approval to offer the GM a bonus passed 5-4-0.
 - 7.4.** The board voted electronically with results on 1/1/2026. All board members voted.
 - 7.4.1.** The board reviewed Pollack Peacebuilding Systems and services agreement valued at \$7,700. Approved unanimously. Tiffany signed contract 1/2/2026.
 - 7.5.** The board discussed documentations standards for electronic and closed-session votes and affirmed that outcomes should be recorded, but names are to be kept confidential.
- 8. Standing Committees**
 - 8.1.** The Executive Committee reported.



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- 8.1.1.** The executive committee voted unanimously 12/13/2025 to table efforts on the RFP.
- 8.2.** The Finance Committee reported.
 - 8.2.1.** Setting up meetings with Ellie Dayton with F&A for board to gain additional clarity on co-op finances
 - 8.2.2.** Advised to take cumulative training sessions if possible. Tiffany will email a link to their trainings
 - 8.2.3.** Budget not ready yet. Missing data for the past few months - waiting until this is done. With many recent changes, need to budget other things in.
 - 8.2.4.** Partial finances report shared. Some data is not available at this time and is still under review.
- 8.3.** The Member Engagement Committee reported.
 - 8.3.1.** Veda hired as Community Engagement and Office Coordinator.
 - 8.3.2.** Request for volunteers Saturday Feb 7th, Passing out Dimmock cheese.
 - 8.3.3.** Pre-shop for wellness is a success. Will continue it going forward.
- 8.4.** The Board Development Committee reported.
 - 8.4.1.** Creating job descriptions for board officer positions and committees
 - 8.4.2.** Discussed revising evaluation surveys to contain more open-ended feedback. This is to be done in coordination with SPEC.
 - 8.4.3.** Ahead of board director application period the committee has created a list of possible board leads, found in the drive. These folks will be contacted soon.
 - 8.4.4.** Working on onboarding questions for board members and questions to feel how existing board members are doing. Tiffany plans to come to next committee meeting to participate in onboarding questions review.
 - 8.4.5.** Discussed board term limits and term staggering in Bylaws.
 - 8.4.5.1.** Board seems interested in removing term limits in the future, but this is not a pressing question and a more polished proposal may be discussed at a different time.
 - 8.4.5.2.** Board discussed the utilization of 3 year terms, as provided for in the bylaws. It was decided that new Board candidates will have 2 year terms but that incumbents will have 3 year terms by default unless they feel the need to choose otherwise. The two categories of candidates and their terms should be described on election materials when the time arrives.
 - 8.4.6.** Erin is entrusted with reusing the board election statement from last year, changing as needed.
 - 8.4.7.** Nomination committee formed to review/interview candidates. Robert, Tiffany, Erin, Veda are members.
 - 8.4.8. Election Schedule:**
 - 8.4.8.1.** JAN. 16: Board Applications Open
 - FEB. 28: Board Applications Close
 - MAR. 11: Announce Candidates (blog, newsletter, social media)
 - APR. 16: Election begins
 - MAY. 16: Annual Meeting / Election Ends
- 8.5.** The Strategic Planning and Effectiveness Committee reported.
 - 8.5.1.** Board Compliancy Report changes proposed. Suggested format is a cognito form with explanations requested regardless of if “yes” or “no” response to compliance is selected. Updated version to be shared soon after the meeting.



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8.5.2. Bylaws and Policy Manual review will be a subject of discussion at future committee meetings

8.5.3. Revising member survey

8.5.4. Revising strategic plan

8.5.5.

8.5.6. Kris moved to update policy manual board survey requirements to change surveys listed. Quarter 1 will be the new time for Annual Board Survey and Annual Committee Survey. Annual Self-Assessment report to be removed entirely. Requirements for missed 2025 board surveys suspended. Passed unanimously.

9. Special Committees

9.1. IT Committee Reported

9.1.1. Committee formed 11/23/2025. Marko is chair, Kris and Robert are also members. Charter and minutes of recent committee meeting provided to board members.

9.1.2. Refurbished laptop recommended by committee for president. Sharissa and Tiffany will meet to discuss computer issues first to see if any issues can be resolved on Tiffany's existing hardware.

9.1.3. A hard drive is recommended for Secretary to use for offline backup and closed minutes storage. Marko has a drive selected to share with Sharissa for purchase. Kris moved to approve the harddrive purchase, approved unanimously.

9.1.4. Sharissa and Kristie

9.1.5. Proposed using Slack with plan at approximately \$9/month to assist with communication, allowing more casual conversation and input without too many texts or emails. Kris moved to adopt Slack as a communication platform. Passed unanimously. Sharissa will work on getting it set up for the Board.

9.1.5.1. Kristie suggested that it would be good to update language in onboarding material for new board directors mentioning minimum computer requirements to ensure that all are able to use the systems we are requiring

10. Report of the General Manager

10.1. New hires updates

10.2. Broke individual day sales record twice over the holidays. 6.6M sales in total for the year..

11. Unfinished Business

11.1. Tiffany moved to save discussion for HR company contracting for next board meeting as we have further discussions with PPS. Passed unanimously.

11.2. Tiffany moved to have member share refunds discussion deferred until next meeting. Staff will review data once database has been repaired. If solution is ready before the next meeting, a may be held remotely on the subject. Passed unanimously.

12. New Business

12.1. Ally is creating a board member signup sheet for treat or crock pot staff on each day up to "The Big Game"/ "Superb Owl".

13. Announcements

13.1. The next meeting will be held at the RE/MAX Results 03/10/2026 at 5:30 PM

13.2. **Next Committee Meetings:**



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- 13.2.1. Finance: Feb 26 at 5:30 pm** at the store.
- 13.2.2. SPEC: March 4 at 5:30 pm** at the store.
- 13.2.3. Board Dev: Feb 4 at 5:00 at the store** at the store.
- 13.2.4. Member Engagement: Jan 20th 11:30** at the store.
- 13.2.5. IT: Feb 10 2026, 5:30** at the store.

14. Adjournment

- 14.1.** The meeting was adjourned at 7:42 PM.
- 14.2.** The board moved into a closed meeting.