

Call to Order

A regular meeting of the board of directors of Deep Roots Market Cooperative was held on Monday, April 22, 2019, in the co-op's Community Room. The meeting was called to order at 6:02 pm.

An opening blessing and moment of silence was initiated by Yvonne Lee-Hawkins and observed by those in attendance.

Attendance

Board Members Present: Joel Landau, Matt Potter, Tracy Lamothe, Eliza Hudson, Chris Kwong, Hope McLean, Yvonne Lee-Hawkins

Board Members Absent: Stefan Hauke

Others in Attendance: Nicole Villano (General Manager), Matt Davis (note taker)

Approval of Minutes

A motion to approve the minutes, as drafted, from the March 25, 2019 meeting was made by Tracy Lamothe and seconded by Yvonne Lee-Hawkins. The motion passed unanimously.

Open Session

Agenda Item 3: Review Action Items and Motions from Last Meeting..... Joel Landau

- Action Items from the March meeting were reviewed and all items are either completed or in progress.
- Table of Motions was reviewed and approved.

Agenda Item 4: Report from GM on Store Operations/Sales Nicole Villano

- Nicole presented her Monthly GM Report and Monthly Sales at a Glance to the board.
- Overview: *“Great progress has been made over the past month! Increased sales, staff trainings, improved operations, and completion of the first quarter inventory”*
- Points of discussion/questions:
 - Grocery Manager position filled
 - Inventory review
 - Hiring/training of new staff
 - Steps that have been taken to facilitate improvement to margin/purchasing

Agenda Item 5: Community Room Naming Rights Follow-Up Tracy Lamothe/Matt Potter

- Matt presented a list of proposed terms for the Community Room Naming Rights agreement.
- Board members agreed to adjust signage allowance to up to \$1,500.00 and change the term “morality clause” to “ethics clause”. Matt will make the necessary amendments to the terms.
- A motion to accept the Community Room Naming Rights proposal, as amended, was made by Matt Potter and seconded by Hope McLean. The motion passed unanimously.
- Tracy will create a brochure with the agreed-upon terms and email to all board members.

Agenda Item 6: Review/Approve Policy Governance Register 2.3.5 Joel Landau

- The board has approved the updated Policy Governance Register with the exception of section 2.3.5.
- Joel proposed the following:
 - Current wording: “Not incur debt, without prior Board approval, other than trade payables/other reasonable and customary liabilities inherent in the ordinary course of doing business.”
 - Proposed wording: “Notify the Board or Finance Committee no later than the next Board meeting of any outstanding trade payables that exceed 90 days.”
- The board entered general discussion regarding the section and agreed to change the time frame from 90 days to 60 days.
- A motion to approve section 2.3.5 [of the Policy Governance Register], as amended, was made by Tracy Lamothe and seconded by Yvonne Lee-Hawkins. The motion passed unanimously.
- Joel will send the updated Policy Governance Register to Nicole to be updated on the co-op’s website.

Agenda Item 7: Schedule Annual Board Retreat with CDS Consultant Joel Landau

- The board agreed to schedule a single-day retreat, 10:00 am to 4:00 pm, on the preferred date of Sunday, July 14th or the backup date of Sunday, July 7th.
- Joel will follow up with the CDS consultant to confirm the date.
- The board agreed that during the retreat they would like to develop a work plan for the upcoming year and review policy governance.

Agenda Item 8: Anyone Going to CCMA? Joel Landau

- Joel will reach out to Stefan to see if he is still able to attend.

Agenda Item 9: Annual Owners Meeting Joel Landau

- The board will have four open seats up for election this year: three full 3-year terms and one 1-year term to fill the seat of a resigned board member.
- The board entered discussion regarding how the seats should be allocated and agreed that the top three vote-getters should be assigned the full 3-year terms.
- A motion that the top three vote-getters receive the 3-year terms was made by Chris Kwong and seconded by Tracy Lamothe. The motion passed unanimously.

Agenda Item 10: Review of First Quarter Financials Tracy Lamothe

- At the time of the board meeting, the Finance Committee had not yet met to review the 1st quarter financial statements.
- The committee will meet and financials will be reviewed at the next board meeting.

Agenda Item 11: Review Action Items Joel Landau

- Action Items and motions from this meeting were reviewed and approved.

A motion to enter executive session was made by Chris Kwong and seconded by Tracy Lamothe. The motion passed unanimously and the board entered executive session.

Executive Session

Agenda Item 12: Continue Discussion of Proposal for a New Capital Campaign Joel Landau

Agenda Item 13: Address Any Other Fiduciary, Personnel, or Other Non-Public Board Issues Joel Landau

A motion to exit executive session was made by Chris Kwong and seconded by Tracy Lamothe. The motion passed unanimously and the board exited executive session.

Adjournment

A motion to adjourn this meeting of the Deep Roots Market Board of Directors was made by Yvonne Lee-Hawkins and seconded by Chris Kwong. The motion passed unanimously and the meeting was adjourned.