

Call to Order

A regular meeting of the Board of Directors of Deep Roots Market Cooperative was held on Monday, September 23, 2019, in the co-op's Community Room. The meeting was called to order at 6:00 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, Kathleen Donohue, Linda Sullivan, Haley Mills, Hope McLean, Stefan Hauke, Sheldon Herman, Chris Kwong, Yvonne Le-Hawkins (via telephone)

Board Members Absent: none

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

Approval of Minutes

A motion to approve the minutes, as drafted, from the August 26, 2019 meeting was made by Stefan Hauke and seconded by Hope McLean. The motion passed unanimously.

Open Session

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

- Action Items from the August 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

- Due to time constraints resulting from the Capital Campaign, Nicole was only asked to provide the Monthly Sales at a Glance report for this meeting. Operations updates were discussed verbally.
- Questions/points of discussion:
 - A/C hail damage repaired
 - Maine Root soda machine installation
 - Food Service Co-manager position filled for front of house
 - Owner database cleanup progress
 - Sales

Agenda Item 5: Appoint Nicole as DRM "Agent" for Signing Owner Loans Joel Landau

- In accordance with the Capital Campaign advisors, the board must pass a motion to appoint Nicole as the co-op's agent for signing the new owner loan documents. It is also recommended that an alternate be appointed.
- A motion to appoint Nicole Villano as primary agent and Matt Davis as secondary agent for signing owner loan documents on behalf of Deep Roots Market was made by Chris Kwong and seconded by Stefan Hauke. The motion passed unanimously.

Agenda Item 6: Approve "Fiscal Sponsorship" Agreement with T. Beckett Joel Landau

- The board reviewed the proposed Fiscal Sponsorship Agreement provided by capital campaign attorney T. Beckett and entered general discussion.
- Following discussion, the board had several questions/points of clarification regarding the proposed agreement. Joel will reach out to the attorney regarding these items and will send the agreement to board members via email for further review.

- Board members should submit any further questions within twenty-four hours of receiving the agreement. If there are no further questions, Joel will call a vote on acceptance of the agreement via email.
- A motion to authorize the board to vote via email on accepting the proposed agreement, once all questions have been sufficiently answered, was made by Chris Kwong and seconded by Linda Sullivan. The motion passed unanimously.

Off-Agenda Item: Lease Renewal Agreement with Landlord Joel Landau

- The landlords have provided a new lease agreement for the next ten years. Joel will send the lease renewal agreement to board members via email for review and a vote.
- A motion to authorize the board to vote via email on accepting the new lease agreement was made by Chris Kwong and seconded by Haley Mills. The motion passed unanimously.

Agenda Item 8: Update on Impending New Lease Accounting StandardsMatt Davis

- Matt gave a brief overview of the upcoming changes to lease accounting standards and the board entered general discussion.
- Matt will forward a presentation containing additional detailed information to Haley to distribute to the board for review.

Agenda Item 10: Conference Call with Ben Sandel re Capital Campaign Kathleen Donohue

- The board was joined via conference call by Ben Sandel, consultant with Columinate, to discuss the progress of capital campaign planning and to review any questions.
 - Linda requested a script for leaving voicemail messages when no answer.
 - Joel asked about a tracking system for phone calls placed – this will be added to the Google drive.
 - Discussed the best method for getting loan packets to interested callers.
 - Kathleen gave updates from the Capital Campaign Committee on the progress of updating the owner database; culling, sorting, and breaking down the call lists; creating packets for callers; providing a separate letter to previous owner-lenders; and providing the option to roll existing loans into the new program.

Agenda Item 9: Plan Process for GM’s November Review Joel Landau

- The board discussed the process for completing Nicole’s annual review coming up in November.
- Nicole will complete a self-evaluation and each member of the management team, along with one staff member selected randomly from each department, will complete an evaluation as well.
- The board will complete their evaluation during executive session at the October board meeting.
- The original GM Evaluation Committee will reconvene to select the department staff members, distribute and collect the evaluation forms, and produce a final report.

Agenda Item 7: Decide Whether to Opt for Early Enrollment for CBLD 2020 Joel Landau

- CBLD has offered an “early enrollment deal” for re-enrollment in their program.
- The board discussed and agreed that funds are not available at this time for re-enrollment in the program unless a scholarship is once again provided.
- Nicole will check on the possibility of another scholarship.
- A motion was made to not move on early re-enrollment with CBLD, but to give Nicole authorization to act on re-enrollment provided she is able to procure a scholarship covering at least 80% of the cost. The motion was made by Chris Kwong, seconded by Yvonne Lee-Hawkins, and passed unanimously.

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

Executive Session

- Agenda Item 11: Shared Capital Loan Renewal Terms Joel Landau**
- Agenda Item 12: Address Any Other Fiduciary, Personnel, or Other Non-Public Board Issues Joel Landau**
- Agenda Item 13: Review Action Items Joel Landau**

- Action items for this meeting were reviewed and approved.

A motion to exit executive session was made by Linda Sullivan and seconded by Yvonne Lee-Hawkins. 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 Chris Kwong and seconded by Hope McLean. The motion passed unanimously and the meeting was adjourned at 8:35 pm.