

Call to Order

A regular meeting of the Board of Directors of Deep Roots Market Cooperative was held on Monday, December 16, 2019, in the 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, Yvonne Lee-Hawkins, Chris Kwong, Sheldon Herman, Stefan Hauke

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 November 25, 2019 meeting was made by Chris Kwong and seconded by Linda Sullivan. The motion passed unanimously.

Open Session

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

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

Agenda Item 4: Agenda Review Joel Landau

- The meeting's agenda was reviewed and amended as necessary.

Agenda Item 5: Report from GM on Store Operations/Sales Nicole Villano

- Board members reviewed Nicole's monthly GM and sales reports.
- Questions/points of discussion:
 - Update on store sales
 - Upcoming store events
 - Plan for December rent payment
 - Cutting payroll expenses and number of positions
 - KeHe added as new distributor
 - Owner appreciation sale to drive sales Christmas week/note from GM in upcoming newsletter
 - Capital Campaign updates

Agenda Item 6: Capital Campaign Committee Report..... Linda Sullivan

- Board members reviewed the Capital Campaign update provided in the GM's report.
- Capital Campaign Coordinator position still open/board conduction search for candidates.

Off-Agenda Item: NCG Loan Joel Landau

- NCG was scheduled to begin receiving full loan payments beginning in January 2020.
- Joel is currently discussing with CE Pugh the possibility of remaining with interest-only payments into 2020 due to the co-op's current financials.

Agenda Item 7: Update on CBLD Status for 2020 Nicole Villano

- Nicole is still waiting on a response regarding the CBLD funding proposal.
- A motion to decide on CBLD enrollment by email, pending funding decision, was made by Stefan Hauke and seconded by Chris Kwong. The motion passed unanimously.
- Post-meeting update: A motion to approve enrolling in CBLD for 2020 at the cost of quarterly installments of \$437.50 was made via email on 01/03/2020 and passed unanimously.

Agenda Item 9: Report on Meeting with Lyndon of CoMetta Sheldon Herman

- Sheldon gave an overview of CoMetta and discussed their success in working with the Lotus Center.
- A "Hack-a-thon" workshop has been set up for Deep Roots on January 18th at 1:45 pm.
- Board members will inform Nicole if they or others wish to attend.

Agenda Item 8: Create Board Calendar for 2020 Joel Landau

- BOD meetings will continue to be held on the fourth Monday of each month at 6:00 pm with the following exceptions:
 - May meeting held on the 18th due to Memorial Day
 - No July meeting due to annual board retreat
 - December meeting held on the 21st due to Christmas holiday
- The annual board retreat will be held on July 12th from 9:00 am until 4:00 pm, location to be determined.
- Board members agreed to hold the Annual Owners Meeting as a smaller coffee and conversation style meeting on May 2nd at 11:00 am. Hope, Yvonne, and Joel volunteered to be on the AOM planning committee.
- The GM Evaluation Committee will meet to set the GM evaluation schedule.
- Board members reviewed and approved the proposed IMR schedule for 2020 as follows:
 - January 2.5 – Asset Protection AND 2.6 – Emergency GM Succession
 - February 2.3 – Financial Condition and Activities
 - March 2.2 – Staff Treatment and Compensation
 - April 2.7 – Owner Rights and Responsibilities AND 2.8 – Communication to Owners
 - May 2.3 – Financial Condition and Activities
 - June 2.1 – Treatment of Customers
 - July 2.0 – Global Executive Constraint
 - August 2.3 – Financial Condition and Activities
 - September 2.9 – Communication and Support to the Board
 - October 1.0 – Ends Statement
 - November 2.3 – Financial Condition and Activities
 - December 2.4 – Business Planning and Financial Budgeting
- Joel proposed that the board review sections 3 and 4 of the Policy Governance Manual by reviewing one of the eleven subsections at each board meeting as follows:
 - 3.1 – Unity of Control
 - 3.2 – Accountability of the GM
 - 3.3 – Delegation to the GM (*review following 4.4*)
 - 3.4 – Monitoring GM Performance (*review in January*)
 - 4.0 – Global Governance Commitment
 - 4.1 – Board Responsibilities (*review following 4.3*)
 - 4.2 – Board Calendar Planning (*review in November*)
 - 4.3 – Officer's Roles (*review following AOM*)
 - 4.4 – Director's Code of Conduct (*review following 4.1*)
 - 4.5 – Board Committees
 - 4.6 – Board Meetings

Agenda Item 10: Address Any Other Fiduciary, Personnel, or Other Non-Public Board Issues Joel Landau

- No additional items were brought before the board.

Agenda Item 11: Review Action Items Joel Landau

- Action items for this meeting were reviewed and approved.

Adjournment

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