

Call to Order

A regular meeting of the Board of Directors of Deep Roots Market Cooperative was held on Monday, February 24, 2020, in the Community Room. The meeting was called to order at 6:00 pm.

An opening blessing and moment of reflection was initiated by Yvonne and observed by those in attendance.

Attendance

Board Members Present: Joel Landau, Kathleen Donohue, Haley Mills, Hope McLean, Yvonne Lee-Hawkins, Sheldon Herman, Stefan Hauke

Board Members Absent: Linda Sullivan, Chris Kwong

Others in Attendance: Nicole Villano (General Manager), Matt Davis (minutes), Tia Cromartie (co-op owner), Donna Burick (co-op owner), Ken Causey (capital campaign)

Approval of Minutes

A motion to approve the minutes, as drafted, from the January 27, 2020 meeting was made by Stefan Hauke 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 January 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 11 will be postponed to a future meeting.

Agenda Item 5: Capital Campaign Committee Report..... Kathleen Donohue/Ken Causey

- Ken gave a brief overview of his plan for the Capital Campaign going forward as the new Campaign Coordinator.
- The plan is to include creating targeted video content, updating the caller script including additional options for individuals to help/promote the co-op, and enrolling DRM in a location beacon pilot program, among other items.
- A brief overview was also given of the proposed Ambassador Program.
- The floor was open to questions, comments, and discussion.

Agenda Item 6: Outdoor Electronic Sign Proposal for Board Approval Nicole Villano

- Nicole presented a proposal from the landlords to install an electronic sign on the building in which the landlords would pay for the sign up front and DRM could pay back over time.

- The landlords would work with the city and collect quotes from various sign companies.
- The board entered general discussion and agreed to review quotes/specs via email and to vote via email to accept proposal and repayment terms provided all information is included.
- A motion authorizing an email vote to accept a sign proposal provided quote includes all specifications and capabilities was made by Kathleen Donohue and seconded by Haley Mills. The motion passed unanimously.
- A motion authorizing an email vote to accept repayment terms from the landlords was made by Haley Mills and seconded by Kathleen Donohue. The motion passes unanimously.

Agenda Item 7: 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/events
 - discussion on closure of Earth Fare
 - number of new owners is up
 - how to retain new customers/increase sales

Agenda Item 8: Agenda Items for Annual Owners Meeting/Bylaws Proposals..... Joel Landau

- The board reviewed/discussed ideas/suggestions for the upcoming Annual Owners Meeting
- No bylaws proposals were put forward.

Agenda Item 9: IMR 2.3 Review Joel Landau

- All board members have reviewed the submitted IMR 2.3 – Financial Conditions and Activities for 2019 Q4.
- Board members reviewed questions regarding the submitted IMR.
- A motion to accept IMR 2.3 with acknowledgement of contraventions was made by Sheldon Herman and seconded by Stefan Hauke. The motion passed unanimously.

Agenda Item 10: 2019 Financial Overview..... Haley Mills

- Haley presented 2018/2019 financial documents and overview.
- The board entered general discussion regarding the report.

Agenda Item 12: History of DRM Bookkeeping Since 2006..... Joel Landau

- Joel provided a brief history of bookkeeping and financials at DRM for newer board members.

Agenda Item 13: Policy Governance 3.1 Review Stefan Hauke

- The board reviewed policy 3.1 – Unity of Control.
- Following review, the board determined themselves not to be in compliance with section 3.1.5 but will be in compliance going forward. All other points were determined to be in compliance.

Agenda Item 15: Address Any Other Fiduciary, Personnel, or Other Non-Public Board Issues Joel Landau

- No additional items were brought before the board.

Agenda Item 16: 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 Yvonne Lee-Hawkins and seconded by Haley Mills. The motion passed unanimously and the meeting was adjourned at 8:10 pm.