

---

# Deep Roots Market – Board of Directors

## Meeting Minutes for December 18, 2017

---

### ***Call to Order***

A meeting of the Board of Directors of Deep Roots Market Co-operative was held on Monday, December 18, 2017 in the home of board member Hope McLean. The meeting commenced at 6:05pm.

An opening blessing and moment of silence was initiated by Tracy Lamothe and observed by those in attendance.

### ***Attendance***

Board Members Present: Joel Landau (President), Hope McLean (Vice President), Eliza Hudson (Secretary), Tracy Lamothe (Treasurer), Stefan Hauke, Annah Awartani

Board Members Absent: Chris Kwong, Matt Potter, Yvonne Lee-Hawkins

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

### ***Approval of Minutes***

A motion to approve the minutes, as amended, from the November 27, 2017 meeting was made by Stefan Hauke and seconded by Hope McLean. The motion passed unanimously.

### ***Open Session***

#### **Agenda Item 3: Review Action Items from Last Meeting.....Joel Landau**

- Action Items from the November meeting were reviewed and all items are either completed or in progress.

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

- Nicole presented her Monthly GM Report to the Board.
- Highlights/Points of Discussion:
  - Sales showing steady increase.
  - Nicole will begin providing a monthly sales report and include the percent of current owners shopping.
  - Discussed proposal from Triad Electric Vehicle Association to install electric vehicle charging station.
  - General discussion of personnel and department updates.
  - Building sustained damage in the receiving area caused by a delivery truck. A claim has been filed with the company and calls have been made for repairs.
  - Discussion of Nicole's monthly marketing and outreach initiatives.
  - Food Service will begin catering lunches once a week for Greensboro Montessori School.

#### **Agenda Item 5: POS Status and Proposal.....Nicole Villano**

- It was discovered that the company POSTEC, who currently services our department scales, also services SMS, our current point-of-sale system.
- POSTEC provided a proposal to perform the necessary upgrades to the current POS system, which is considerably more affordable than completely changing POS systems.
- The board reviewed the proposal and asked Nicole to follow up with POSTEC regarding financing and payment options, warranty, references, service plan options, and commitment requirements.
- Nicole will gather the requested information then meet with the finance committee for further discussion and to make the decision whether or not to proceed with the proposed upgrade.

- A motion for the board to authorize Nicole to enter an agreement with POSTEC, not to exceed \$27,000.00, on the condition that the finance committee approves financing or payment, based on the information requested by the board, was made by Tracy Lamothe and seconded by Hope McLean. The motion passed unanimously.

**Agenda Item 6: Product Policy Statement for Review.....Nicole Villano**

- The board reviewed Nicole’s proposed product policy statement and gave some minor feedback and edits.
- The board agreed that the statement is in line with and does not contradict the co-op’s mission and values.

**Agenda Item 7: Establish 2018 BOD Calendar.....Joel Landau**

- The board agreed to continue meeting on the last Monday of each month at 6:00pm, with the exception of three meetings which will be held on April 23<sup>rd</sup>, May 21<sup>st</sup>, and December 17<sup>th</sup>.
- Eliza Hudson will distribute the 2018 meeting dates to all board members.
- The board agreed to hold the 2018 Annual Owner’s Meeting on the weekend of April 28<sup>th</sup>.
- A committee for planning the 2018 Annual Owner’s Meeting, consisting of Eliza Hudson, Matt Potter, Chris Kwong, and Yvonne Lee-Hawkins, was established.
- Eliza Hudson will set up a time for this committee to meet.

**Agenda Item 8: Review of Policy Governance.....Joel Landau**

- The board reviewed sections 1 (Ends) and 2 (Executive Limitations) of the Policy Governance Register along with an old Internal Monitoring Report (IRM) for reference.
- The board entered general discussion and clarification of the reviewed Policy Governance items.
- At next month’s meeting, the board will review sections 3 (Board/Management Relationship) and 4 (Board Governance Process) of the Policy Governance Register and will establish a Policy Governance Review Committee.

**Agenda Item 9: Discuss Establishing Business and Marketing Plans for 2018.....Stefan Hauke**

- This item will be tabled until the next meeting when it can be discussed in further detail along with the Policy Governance discussion.

**Off-Agenda Item: GM Review Criteria Committee.....Joel Landau**

- A committee was established, consisting of Stefan Hauke, Hope McLean, and Tracy Lamothe, to establish criteria for the GM pay review which is set to happen mid-August.
- Tracy Lamothe will set up a time for this committee to meet.

**Agenda Item 10: Review and Confirm This Meeting’s Action Items.....Matt Davis**

- Action items from this meeting were reviewed and agreed upon by the board.

***Adjournment***

This meeting of the Deep Roots Market Board of Directors adjourned at 9:17pm.