

Call to Order

A meeting of the Board of Directors of Deep Roots Market Co-operative was held on Monday, January 22, 2018 in the store's Community Room. The meeting commenced at 6:00pm.

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 (President), Hope McLean (Vice President), Eliza Hudson (Secretary), Tracy Lamothe (Treasurer), Yvonne Lee-Hawkins, Stefan Hauke, Chris Kwong, Matt Potter

Board Members Absent: Annah Awartani

Others in Attendance: Nicole Villano (General Manager), Matt Davis (note taker), Rene Lawrence (co-op owner)

Approval of Minutes

A motion to approve the minutes, as drafted, from the December 18, 2017 meeting was made by Stefan Hauke and seconded by Chris Kwong. The motion passed unanimously.

Open Session

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

- Action Items from the December 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 for the previous week were strong despite the inclement weather conditions causing abbreviated store hours.
 - Shared Capital denied our request to extend interest-only loan payments for another few months. This resulted in the need to finance the POS upgrade rather than pay for it up front as was originally planned.
 - Financing was approved and the POS upgrade is underway. The Scan Coordinator is in the process of cleaning up the database in preparation for the transfer.
 - A claim has been filed with UNFI regarding the building damage caused by one of their delivery trucks. Review of the damage is underway and Nicole will reach out to Vernon Powell (landlord) regarding repairs.
 - Nicole expanded upon her plans for a "Neighbor Membership" program to be offered to residents of the Greenway Apartments and potentially other new developments.
 - The Board entered general discussion regarding current and proposed owner discount and benefit programs. Nicole will provide a new owner benefit program outline at the March board meeting so that board members can review prior to the Annual Owners Meeting.
 - General discussion regarding customer service and cashiers promoting the Round-Up Program.

Agenda Item 5: Clarify October BOD Meeting Date.....Eliza Hudson

- It was clarified that the October board meeting will take place on October 29th.

Agenda Item 6: GM Pay Review Criteria Committee Update.....Tracy Lamothe

- The GM Pay Review Criteria Committee will meet on Wednesday, January 24th at 4:00pm and will report back at the next board meeting.

Agenda Item 7: Annual Owners Meeting Planning Committee Update.....Eliza Hudson

- The Annual Owners Meeting Planning Committee will meet on Tuesday, January 23rd at 6:00pm and will report back at the next board meeting.
- Joel will write up a by-laws change proposal to be reviewed at the February board meeting. This proposal would be presented at the Annual Owners Meeting.

Agenda Item 8: Set Up a Table of Motions Approved by the Board.....Joel Landau

- Joel proposed the following: "As a best practice, I suggest the Board set up a Table of Motions. This would list all motions voted on by the Board, with the possible exception of minutes approval. The benefit would be having a concise document to look up past decisions. Otherwise discussions arise where previous decisions are relevant but the Board often is unsure what was decided at a prior meeting."
- A motion to create a Table of Motions was made by Matt Potter and seconded by Eliza Hudson. The motion passed unanimously.
- Joel will meet with Matt Davis (note taker) to review setting up the Table of Motions.

Agenda Item 9: Review of 2017 4th Quarter Financial Statements.....Joel Landau/Tracy Lamothe

- In general, all invoices have been entered and are correct, and A/P is down compared to 3rd quarter. We are also getting closer to margin goals.
- Some adjustments still need to be made. Financials will be cleaned up and reviewed at the next board meeting.

Agenda Item 11: Review of Policy Governance Sections 3 and 4.....Joel Landau

- The Board reviewed sections 3 (Board/Management Relationship) and 4 (Board Governance Process) of the Policy Governance Register and entered a round-table discussion on Policy Governance.
- Chris Kwong (chair) will set up a meeting of the Policy Governance Review Committee. The committee will come up with suggestions/recommendations regarding policy governance and will report back at the next board meeting.

The Board Entered Executive Session

Executive Session

Agenda Item 10: Brainstorm Back-Up Plans for Cash.....Joel Landau

The Board Exited Executive Session

Adjournment

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

This meeting of the Deep Roots Market Board of Directors adjourned at 8:45pm.