

Call to Order

A regular meeting of the board of directors of Deep Roots Market Cooperative was held on Monday, February 25, 2019 in the co-op's Community Room. The meeting was called to order at 6:04pm.

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, Tracy Lamothe, Eliza Hudson, Hope McLean, Yvonne Lee-Hawkins, Stefan Hauke, Chris Kwong, Matt Potter (via telephone)

Board Members Absent: Annah Awartani

Others in Attendance: Nicole Villano (General Manager), Matt Davis (note taker), Jade Barker (CDS Consultant), Karen Rhodes (co-op owner)

Approval of Minutes

A motion to approve the minutes, as drafted, from the January 28, 2019 meeting was made by Stefan Hauke and seconded by Tracy Lamothe. 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: Report from GM on Store Operations/Sales Nicole Villano

- Nicole presented her Monthly GM Report and Monthly Sales at a Glance to the Board.
- Overview: *"We are very happy to be trending above our sales projections so far this year! We have been given a great opportunity to make some structural changes to our management. This will be in process for the next few months. The end result will produce three managers that are strictly managing people, data, and direction. I can review the changes in the meeting and give more details of the strategic plan of implementing this big change."*
- Points of discussion/questions:
 - Review of new management structure flowchart
 - Labor costs – staying on track and within budget
 - Discussion on reasons for out-of-stocks
 - Finance meeting with Weaver Street Market

Agenda Item 5: Overview of CDS Support Services and Website Jade Barker

- Jade Barker, a consultant with CDS Consulting Co-op, presented an overview of the CBLD program and the resources available through the CDS website. She also discussed the Co-op's financial status, the need for a capital campaign, and gave recommendations regarding Policy Governance.
- The Board entered a period of questions and general discussion with Jade regarding these topics.

Agenda Item 6: Community Room Naming Rights Committee Update and Final Vote.....Tracy Lamothe

- Tracy reviewed the final Community Room naming rights terms proposal and the Board entered general discussion regarding the terms.
- The Board agreed that the cost limit for the wall sign should be \$1,500.00 instead of \$2,500.00, the sign may not include any additional lights, and the sign’s design must have final approval from the General Manager and the Board.
- A motion to approve the Community Room Naming Rights Proposal, as amended, was made by Tracy Lamothe and seconded by Yvonne Lee-Hawkins. The motion passed unanimously.
- Next steps for committee: find client to purchase naming rights, find artists to create mock-ups for sign.

Agenda Item 7: Final Review of Board Election Documents..... Joel Landau

- This item was completed prior to this meeting.

Agenda Item 9: Take Photos of Board Members? Submit Director Bios for Website? Joel Landau

- All Board members will submit a photo and short bio to Nicole by the end of the week to be updated on the Co-op’s website.

Agenda Item 8: Review/Approve Revised Policy Governance Register Chris Kwong

- Chris presented the updated Policy Governance Register.
- The Board reviewed the document by section and made changes and/or corrections as necessary.
- A motion to accept the updated Policy Governance Register, with the exception of section 2.3.5, to be revisited at another time, was made by Tracy Lamothe and seconded by Yvonne Lee-Hawkins. The motion passed unanimously.
- Chris will consult the CDS website’s resource library for recommendations on Policy Governance wording, and will bring suggestions for re-wording section 2.3.5 to next month’s BOD meeting for review.

Agenda Item 10: Consider Endorsing Citywide Renewable Energy Resolution Joel Landau

- This item will be tabled until next month’s meeting.

A motion to enter executive session, while allowing CDS Consultant Jade Barker to remain present, was made by Yvonne Lee-Hawkins and seconded by Tracy Lamothe. The motion passed unanimously and the Board entered executive session.

Executive Session

Off-Agenda Item: Resignation of Annah Awartani from the Board..... Joel Landau

Agenda Item 11: Complete Review of 2019 Budget, Including Cash Flow Budget Nicole Villano/Joel Landau

Agenda Items 12 & 13: Continue Discussion of Proposal for New Owner Loan Program/Donation Drive/Dues Joel Landau

Agenda Item 14: Address Any Other Fiduciary, Personnel, or Other Non-Public Board Issues Joel Landau

A motion to exit executive session was made by Chris Kwong and seconded by Tracy Lamothe. The motion passed unanimously and the Board exited executive session.

Adjournment

Action Items and motions from this meeting were reviewed and approved.

A motion to adjourn this meeting of the Deep Roots Market Board of Directors was made by Yvonne Lee-Hawkins and seconded by Tracy Lamothe. The motion passed unanimously and the meeting was adjourned at 9:01pm.