

Call to Order

A regular meeting of the Board of Directors of Deep Roots Market Cooperative was held on Tuesday, June 23, 2020, via video conference. The meeting was called to order at 6:02 pm.

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

Attendance

Board Members Present: Joel Landau, Chris Kwong, Haley Mills, Linda Sullivan, Hope McLean, Audrey Mangili, Yvonne Lee-Hawkins, Stefan Hauke

Board Members Absent: Kathleen Donohue

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

Approval of Minutes

A motion to approve the minutes as amended from the May 19, 2020 meeting was made by Yvonne Lee-Hawkins and seconded by Linda Sullivan. The motion passed unanimously.

Open Session

Agenda Item 2: Agenda Review.....Joel Landau

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

Agenda Item 4: Review Action Items and Motions from Last Meeting.....Chris Kwong

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

Agenda Item 5: Approval of Minutes from Annual Owners Meeting.....Joel Landau

- The Board reviewed the revised draft minutes and made several additional revisions.
- Chris will make the recommended changes and present at next month's meeting for review/approval.

Agenda Item 6: Report from GM on Store Operations/Sales Nicole Villano

- Board members reviewed Nicole's monthly GM and sales reports.
- Questions/points of discussion:
 - review of finances/basket average
 - Nicole attending finance classes
 - BOD outreach committee/owner outreach committee discussion – Audrey will put together ideas/overview of committees for board review
 - any further action on outdoor sign
 - updating bill pay system

Agenda Item 7: Motion to Accept Informal IMRs for the Time Being Joel Landau

- Due to the pandemic, and the operational challenges it has caused, Nicole has been pressed for time and will not be able to complete a formal IMR each month.
- A motion to accept informal IMRs from Nicole through the remainder of 2020 was made by Haley Mills and seconded by Yvonne Lee-Hawkins. The motion passed unanimously.

Agenda Item 8: IMR 2.1, Treatment of Customers Chris Kwong

- The Board reviewed the informal IMR submitted by Nicole and discussed the need for an annual customer survey and the expectations for next year’s full report.
- A motion to accept IMR 2.1 with acknowledgement of contraventions (due to lack of annual customer survey and noting this was an informal IMR) was made by Chris Kwong and seconded by Haley Mills. The motion passed unanimously.

A motion to enter executive session was made by Linda Sullivan and seconded by Chris Kwong. The motion passed unanimously and the Board entered executive session.

Executive Session

Agenda Item 11: Motion on Approving New EID Loan Joel Landau/Nicole Villano

A motion to exit executive session was made by Haley Mills and seconded by Yvonne Lee-Hawkins. The motion passed unanimously and the Board exited executive session.

Open Session

Agenda Item 9: Policy Governance 4.1, Board Responsibilities, Board Self-Review Hope McLean

- The Board reviewed Policy 4.3, “Board Responsibilities”
- Following review and discussion, the Board determined themselves to be in compliance with points: 3) Establishing written governing policies that address the broadest levels of organizational decisions and situations, becoming more detailed only as necessary; 4) Monitoring operational and Board performance in the areas of 3.0 and 4.0; and 6) Development of annual calendar and Board budget.
- Regarding points: 1) Creating and sustaining a meaningful relationship with owners – the Board is currently taking steps to organize an owner outreach committee; 2) Hiring, compensating, delegating responsibility to and holding accountable a General Manager – the Board has been working with the GM to return to IMR compliance; and 5) Recruitment and development for current and future directors – the Board is currently enrolled and working with Columinate for current director development and is taking steps to organize a committee for recruitment of new directors.

Agenda Item 10: Review Draft Agenda for Next Month’s Board Retreat Joel Landau

- The Board reviewed the draft agenda submitted by Jade Barker, and the recommendation was made to either shorten or break the retreat into multiple sessions since the retreat will now be conducted via video conference rather than in-person.
- Joel will email Jade regarding the proposal and communicate options to directors.

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

- No additional items were brought before the Board.

Agenda Item 16: Review Action ItemsJoel 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 Audrey Mangili and seconded by Linda Sullivan. The motion passed unanimously and the meeting was adjourned at 8:26 pm.