

Call to Order

A meeting of the Board of Directors of Deep Roots Market Co-operative was held on Monday, February 26, 2018 in the store's Community Room. The meeting commenced at 6:03pm.

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, Hope McLean, Tracy Lamothe, Yvonne Lee-Hawkins, Chris Kwong, Matt Potter

Board Members Absent: Annah Awartani, Eliza Hudson, Stefan Hauke

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

Approval of Minutes

A motion to approve the minutes, as amended, from the January 22, 2018 meeting was made by Hope McLean 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 to the Board.
- Highlights/Points of Discussion:
 - Sales and customer count have remained steady for the past 4 weeks.
 - POS system upgrade is in forward motion.
 - The Greensboro Permaculture Guild has voluntarily put in a small food forest on the property toward the upper corner of the parking lot next to the Greenway.
 - The electric vehicle charging station is coming. Hopes are that it will be installed by the Annual Owners Meeting.
 - We are working on an advertising plan with the local NPR station and an ownership drive during the upcoming anniversary week.
 - Anniversary week will be March 19-25. Volunteers are needed to work the ownership information table during this week.
 - An all staff meeting is planned for the Sunday prior to anniversary week.

Agenda Item 5: Proposal for Bylaws Amendment Regarding Elections.....Joel Landau

- Proposed by Joel: The underlined sentence below is a proposed addition to our Bylaws. Bylaw changes must be approved by the owners. The Board will consider whether to add this proposal to the agenda for the Annual Owners Meeting. The reason for the proposal is to avoid a scenario where an extremely opposed owner could be elected without any general support.
 - Section 3.7 – Voting: At all meetings of owners, each owner shall have one and only one vote on each issue submitted to a vote of owners. Voting by proxy shall not be permitted. Unless otherwise required by law or by these by-laws, issues shall be decided by plurality of votes cast in the case of election of directors and by two-

thirds of votes cast as to other issues. However, any director must receive a minimum of five votes to be elected. Notwithstanding any other provision of these bylaws, the Board may authorize voting by mail in conjunction with or in lieu of a meeting of owners, provided that an adequate description of the matter to be voted upon is included in the notice of the meeting, and votes cast by mail are counted together with votes cast at the meeting, if any.

- The Board discussed the proposed amendment and decided to amend the proposed amendment as follows: “However, any director, to be elected, must receive a minimum of ten percent of the votes cast.”
- A motion to accept the proposed amendment to the bylaws, as amended, was made by Matt Potter and seconded by Yvonne Lee-Hawkins. The motion passed unanimously with Chris Kwong standing aside.

Agenda Item 6: Annual Owners Meeting Planning Committee Update.....Yvonne Lee-Hawkins

- The Annual Owners Meeting Planning Committee met on January 23rd and established the timeline surrounding the meeting.
- Nicole will set up another committee meeting to continue working on further details.

Agenda Item 7: Policy Governance Committee Update.....Chris Kwong

- Members of this committee were out of town and thus the committee was unable to schedule a meeting.
- Chris Kwong will contact committee members to set up a meeting.

Agenda Item 8: Discussion/Decision Whether to Schedule a BOD Retreat.....Joel Landau

- The Board decided not to schedule a BOD retreat at this time. The item is tabled for 60 days to be revisited at the April board meeting.

Agenda Item 9: Review of 2017 Financial Statements.....Tracy Lamothe

- Tracy Lamothe reviewed the 2017 financial statements with the Board.
- The Balance Sheet is in good shape with the exception of one item and the P&L Report is still being cleaned up.
- The Board entered general discussion regarding items on the statements.

Executive Session

A motion to enter executive session was made by Yvonne Lee-Hawkins and seconded by Tracy Lamothe. The motion passed unanimously.

Agenda Item 10: Review of Options for Generating Cash.....Joel Landau

Agenda Item 11: Discussion and Vote on Shared Capital Loan Renewal.....Joel Landau

Agenda Item 12: GM Pay Review Criteria Committee Update.....Tracy Lamothe

Adjournment

Action Items from this meeting were reviewed and approved.

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