

Call to Order

A regular meeting of the Board of Directors of Deep Roots Market Cooperative was held on Monday, January 27, 2020, in the Community Room. The meeting was called to order at 6:00 pm.

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, Kathleen Donohue, Linda Sullivan, Haley Mills, Hope McLean, Yvonne Lee-Hawkins, Chris Kwong, Sheldon Herman, Stefan Hauke

Board Members Absent: none

Others in Attendance: Nicole Villano (General Manager), Matt Davis (minutes), Tia Cromartie (co-op owner), Brittany Peters (co-op staff member)

Approval of Minutes

A motion to approve the minutes, as drafted, from the December 16, 2019 meeting was made by Haley Mills and seconded by Linda Sullivan. The motion passed unanimously.

Open Session

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

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

Agenda Item 4: Agenda Review.....Joel Landau

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

Agenda Item 5: Annual RetreatJoel Landau

- Columinate consultant Jade Barker is unavailable on the date the board previously decided upon for their annual retreat.
- The board agreed to reschedule the retreat for July 19th.
- Joel will inform Jade of the new date.

Agenda Item 6: Training on IMR Review and Decision Making.....Chris Kwong

- Chris reviewed the Decision Tree for Acting on Internal Monitoring Reports from the General Manager included in the agenda packet and explained the process to board members.
- All board members must review the IMRs included in the monthly agenda packet prior to the board meeting.
- Board members reviewed questions and clarification.

Agenda Item 7: Board Self-Review of Policy 3.4..... Joel Landau

- The board reviewed policy 3.4 – Monitoring GM Performance.
- Following review, the board determined themselves to be in compliance with the policy going forward.

Agenda Item 9: Review IMR 2.6..... Joel Landau

- All board members have reviewed the submitted IMR 2.6 – Emergency GM Succession.
- Board members had no questions regarding the submitted IMR.
- Nicole reports non-compliance, submitting a plan to be in compliance within 6 months to 1 year.
- Board members agree that the plan for compliance is reasonable and requests that Nicole provide an update on compliance in 6 months, to be included in her monthly GM report.
- A motion to accept IMR 2.6 with acknowledgement of contraventions was made by Sheldon Herman and seconded by Haley Mills. The motion passed unanimously.

Agenda Item 8: Review IMR 2.5..... Joel Landau

- All board members have reviewed the submitted IMR 2.5 – Asset Protection.
- The board addressed each section of the IMR and reviewed any questions or points of discussion.
- Nicole reports compliance with the policy and submitted all supporting documentation.
- Following review, board members agree that all items within the policy are in compliance.
- A motion to accept IMR 2.5 was made by Sheldon Herman and seconded by Yvonne Lee-Hawkins. The motion passed unanimously.

Agenda Item 10: Report from GM on Store Operations/Sales Nicole Villano

- Board members reviewed Nicole’s monthly GM and sales reports.
- Questions/points of discussion:
 - Update on store sales
 - Upcoming store events
 - Labor reductions
 - Potential partnership with Moses Cone

Agenda Item 11: Capital Campaign Committee Report..... Linda Sullivan

- Board members reviewed the Capital Campaign Committee Report provided in the agenda packet.
- Kathleen, Linda, and Nicole reviewed upcoming meetings with potential donors/lenders.
- The committee will continue to move forward with the campaign.

Agenda Item 12: Hack-a-thon Report..... Nicole Villano

- Nicole gave a review of the ideas/actions generated from the Hack-a-thon.
- A committee will begin work on a co-op ambassador program.
- Other ideas will move forward as time/resources permit.

Agenda Item 13: CBL 101 Report Linda Sullivan

- Board members reviewed the CBL 101 Report provided in the agenda packet and entered general discussion.

Agenda Item 14: Annual Owners Meeting Committee Report Joel Landau

- Board members reviewed the AOM Committee Report included in the agenda packet.
- Joel and Yvonne met to review the materials from last year’s meeting and are working on making necessary updates.

Agenda Item 16: Review Action Items Joel Landau

- Action items for this meeting were reviewed and approved.

A motion to enter executive session was made by Haley Mills and seconded by Linda Sullivan. The motion passed unanimously and the board entered executive session.

Executive Session

Agenda Item 15: Address Any Other Fiduciary, Personnel, or Other Non-Public Board Issues Hope McLean

A motion to exit executive session was made by Linda Sullivan and seconded by Yvonne Lee-Hawkins. The motion passed unanimously and the board exited executive session.

Adjournment

A motion to adjourn this meeting of the Deep Roots Market Board of Directors was made by Yvonne Lee-Hawkins and seconded by Haley Mills. The motion passed unanimously and the meeting was adjourned at 8:10 pm.