

Call to Order

A regular meeting of the Board of Directors of Deep Roots Market Cooperative was held on Tuesday, September 29, 2020, via video conference. The meeting was called to order at 6:00 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, Linda Sullivan, Haley Mills, Hope McLean, Audrey Mangili, Yvonne Lee-Hawkins, Kathleen Donohue

Board Members Absent: none

Others in Attendance: Nicole Villano (General Manager), Matt Davis (Bookkeeper), Ashleigh Odom (Co-op Owner), Melvin Alexander (Co-op Owner), Drew Dix (Co-op Owner)

Approval of Minutes

A motion to approve the minutes as drafted from the August 25, 2020 meeting was made by Kathleen Donohue and seconded by Linda Sullivan. The motion passed unanimously with Haley Mills standing aside as she was not present at the August 25, 2020 meeting.

Open Session

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

- The meeting's agenda was reviewed and amended as necessary.
- Items 14 and 16 will be postponed until next month's meeting.

Off-Agenda Item: Introduction of GuestsJoel Landau

- The three Co-op Owners joining the meeting were introduced.

Agenda Item 4: Review Action Items and Motions from Last Meeting..... Linda Sullivan

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

Agenda Item 5: Overview of Planned Changes to Store Layout and Equipment..... Nicole Villano

- Since the start of the pandemic, sales in the Food Service department have suffered greatly due to the closure of the self-serve hot and salad bars as well as in-store dining areas.
- Nicole has reviewed research and trends in the industry and believes a remodel of the department setup, mainly transitioning self-serve areas to full-service, is necessary to regain lost sales and improve customer satisfaction.
- DRM was informed that equipment from the former Renaissance Community Co-op would be available for purchase, some of which could be integrated into the redesign plans.

- The Board must approve any equipment purchases in excess of \$10,000.00.
- A motion to approve Nicole to spend up to \$12,000.00 on equipment from Renaissance was made by Hope McLean and seconded by Chris Kwong. The motion passed unanimously.

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 monthly finances
 - discussion on customer survey

Agenda Item 7: IMR 2.2, Staff Treatment and Compensation Joel Landau

- The Board reviewed the completed IMR as submitted by Nicole and posed no additional questions or concerns regarding the report.
- Nicole reports non-compliance on section 2.2.3 due to the co-op’s lack of available funds to conduct a third-party employee survey within four years. She reports compliance on the remaining sections of the policy.
- A motion to accept IMR 2.2 with acknowledgement of contraventions was made by Haley Mills and seconded by Chris Kwong. The motion passed unanimously.

Agenda Item 8: IMR 2.9, Communication and Support to the Board Joel Landau

- The Board reviewed the completed IMR as submitted by Nicole.
- Nicole reports non-compliance on section 2.9.1 citing the fact that the IMR schedule was interrupted by the pandemic. She reports compliance on the remaining sections of the policy.
- The Board disagrees with Nicole’s assertion of non-compliance with 2.9.1 citing that their prior approval of an amended IMR schedule due to the pandemic. They unanimously determine Nicole to be in compliance with all sections of the policy.
- A motion to accept IMR 2.9 was made by Chris Kwong and seconded by Yvonne Lee-Hawkins. The motion passed unanimously.

Agenda Item 9: Policy Governance 4.5, Board Committees, Board Self-Review Joel Landau

- The Board reviewed and discussed policy 4.5 along with Bylaws article VI and determined themselves to be in compliance with all points.

Agenda Item 10: Corrections/Questions on 2019 NCG Participation Report Joel Landau

- The Board reviewed Nicole’s list of notes/discrepancies and had no additional questions or notes.

Agenda Item 11: Decide Whether to Early-Enroll in CBLD Joel Landau

- Joel gave an overview of the CBLD program for the new board member and the meeting’s guests.
- DRM had previously been awarded a scholarship for the program due to the co-op’s financial situation.
- The Board reviewed the early enrollment information and discussed the program’s benefits. They agree that DRM should not seek a new scholarship as the co-op’s finances have improved and any scholarships should remain available to other co-ops in need of assistance.
- A motion to re-enroll in CBLD, taking advantage of early bird enrollment and not asking for a scholarship, was made by Chris Kwong and seconded by Linda Sullivan. The motion passed unanimously with Hope

McLean standing aside citing that she does not believe she will remain on the board for much longer and thus will not benefit from re-enrollment in the program.

Agenda Item 12: Report from Owner Outreach Committee..... Audrey Mangili

- The Board reviewed the notes from the committee’s meeting.
- Audrey discussed the committee’s progress and the Board entered general discussion and questions.

Agenda Item 13: Establish New Board Committees Joel Landau

- A Board Nominating Committee was formed with Chris and Haley volunteering.
 - The committee will meet and create a committee charter.
- The Policy Governance Committee was re-formed to review the Ends Policy with Joel, Chris, Linda, and Co-op Owner Ashleigh volunteering.

Agenda Item 19: Review Next Month’s Meeting Agenda..... Joel Landau

- The Board reviewed the proposed agenda for next month’s meeting.
- Audrey volunteered to cover policy governance items.
- Review Ends Policy and Board Budget were added to the agenda.

Agenda Item 15: Annual Retreat Follow-Up Joel Landau

- The Board reviewed the list of priorities identified during the annual retreat and determined that all items are actively being addressed.

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

- No additional items were brought before the Board.

Agenda Item 16: Review Action Items..... Joel 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 Chris Kwong and seconded by Haley Mills. The motion passed unanimously and the meeting was adjourned at 8:00 pm.