

Call to Order

A regular meeting of the Board of Directors of Deep Roots Market Cooperative was held on Tuesday, August 25, 2020, via video conference. The meeting was called to order at 6:04 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, Hope McLean, Audrey Mangili, Yvonne Lee-Hawkins

Board Members Absent: Kathleen Donohue, Haley Mills

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

Approval of Minutes

A motion to approve the minutes as drafted from the June 23, 2020 meeting was made by Chris Kwong and seconded by Yvonne Lee-Hawkins. 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 June 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 from the Annual Owners Meeting and made no further amendments.
- A motion to approve the revised minutes from the Annual Owners Meeting as drafted was made by Linda Sullivan and seconded by Yvonne Lee-Hawkins. The motion passed unanimously.

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

- Board members reviewed Nicole's monthly GM and sales reports.
- Questions/points of discussion:
 - review of finances/basket average/local vendor sales
 - customer pushback on mask policy
 - car charging station now operative
 - Mercato online ordering portal launch
 - Ready Roots/produce prep program update

Agenda Item 7: IMR 2.0, Global Executive Constraint.....Chris Kwong

- The Board reviewed the completed IMR as submitted by Nicole and posed no additional questions or concerns regarding the report.
- Nicole reports full compliance with policy 2.0.
- A motion to accept IMR 2.0 was made by Audrey Mangili and seconded by Joel Landau. The motion passed unanimously.

Agenda Item 8: IMR 2.3, Financial Conditions and Activities for Q2Chris Kwong

- The Board reviewed the completed IMR as submitted by Nicole and discussed any additional questions or concerns regarding the report.
- Nicole reports non-compliance on sections 2.3.3 and 2.3.4 with plans for improvement included within the report. She reports compliance on the remaining sections of policy 2.3.
- A motion to accept IMR 2.3 with acknowledgement of contraventions was made by Joel Landau and seconded by Linda Sullivan. The motion passed unanimously.

Agenda Item 9: Approve Plan for Catching Up on Postponed IMRsJoel Landau

- Three IMRs were postponed by the Board due to the pandemic and one IMR required an update.
- Joel proposed the four IMRs needing to be addressed be added one to each month remaining in the year.
- The updated IMR schedule is amended as follows:
 - Sep: 2.9 Communication and Support to the Board AND 2.2 Staff Treatment and Compensation
 - Oct: 1.0 Ends Statement AND 2.6 Emergency GM Succession (follow-up)
 - Nov: 2.3 Financial Condition and Activities AND 2.7 Owner Rights and Responsibilities
 - Dec: 2.4 Business Planning and Financial Budgeting AND 2.8 Communication to Owners

Agenda Item 10: Policy Governance 4.4, Director's Code of Conduct, Board Self-Review.....Joel Landau

- The Board reviewed and discussed policy 4.4 and determined themselves to be in compliance with all points.
- The Board wishes to revisit discussion on point 6 at next month's meeting.

Agenda Item 11: Review Officer Roles, Propose Bylaws Amendment..... Linda Sullivan

- The current officers met and reviewed the officers' roles as they are currently outlined in the Bylaws.
- After consulting the co-op's attorney, it was proposed that the Secretary's role be amended as follows:
 - "The Secretary shall be responsible for the issuance of required notices, the recording and keeping of adequate minutes of all meetings, and oversight of the maintenance and authentication of records of the Cooperative."
- As this proposal would amend the Bylaws it must be put up for a vote at the next Annual Owners Meeting.
- A motion to propose the Bylaws amendment at the next Annual Owners Meeting was made by Linda Sullivan and seconded by Yvonne Lee-Hawkins. The motion passed unanimously.
- The officers also recommended adding an appendix to the Policy Governance Manual to include more detailed descriptions of each officer's intended role. This would not require a vote by the owners as it would not alter the Bylaws.
- A motion to create an appendix to the Policy Governance Manual to include vision descriptions for all officers was made by Chris Kwong and seconded by Linda Sullivan. The motion passed unanimously.

Agenda Item 12: Approve Outreach Committee Charter Audrey Mangili

- Audrey presented the proposed Owner Outreach Committee Charter as drafted from a meeting between Yvonne, Kathleen, Linda, and herself. The Board entered general discussion regarding the proposed charter.
- Following discussion, the Board recommended loosening the proposed committee meeting requirements and adding a Code of Conduct for committee members.
- A motion to approve the Owner Outreach Committee Charter as amended was made by Chris Kwong and seconded by Hope McLean. The motion passed unanimously.

Agenda Item 13: Annual Retreat Follow-up – Board Priorities, etc. Joel Landau

- Due to time, it was proposed and accepted that this item be tabled until next month’s meeting.

A motion to enter executive session was made by Linda Sullivan and seconded by Yvonne Lee-Hawkins. The motion passed unanimously and the Board entered executive session.

Executive Session

Agenda Item 14: What to do with Open Board Seat Joel Landau

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

Agenda Item 16: Review Action Items Joel Landau

A motion to exit executive session was made by Linda Sullivan and seconded by Audrey Mangili. 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 Audrey Mangili. The motion passed unanimously and the meeting was adjourned at 8:12 pm.