

## Call to Order

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A regular meeting of the Board of Directors of Deep Roots Market Cooperative was held on Tuesday, May 19, 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

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

Board Members Absent: none

Others in Attendance: Nicole Villano (General Manager), Matt Davis (minutes), Audrey Mangili (co-op owner)

## Approval of Minutes

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A motion to approve the minutes, as drafted, from the April 28, 2020 meeting was made by Stefan Hauke and seconded by Haley Mills. The motion passed unanimously.

## Open Session

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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..... Linda Sullivan

- Action Items from the April 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 draft minutes and made several recommendations for changes.
- Linda will make the recommended changes and present at next month's meeting for review/approval.

Agenda Item 6: Policy Governance 4.3 Review ..... Linda Sullivan

- The board reviewed Policy 4.3, "Officer's Roles" as well as Bylaws Article 7, "Officers."
- Following review and discussion, the board determined themselves to be in compliance with sections 7.1 and 7.2, but decided section 7.3 needed additional clarification.
- The four elected officers will meet to review section 7.3 and will report back at next month's board meeting.

Agenda Item 7: Elect Board Officers..... Joel Landau

- A motion to nominate Joel Landau as President of the Board was made by Stefan Hauke and seconded by Yvonne Lee-Hawkins. Joel accepted nomination and the motion passed unanimously.

- A motion to nominate Chris Kwong as Vice-President of the Board was made by Chris Kwong (self-volunteered) and seconded by Haley Mills. The motion passed unanimously.
- A motion to nominate Linda Sullivan as Secretary of the Board was made by Yvonne Lee-Hawkins and seconded by Hope McLean. Linda accepted nomination and the motion passed unanimously.
- A motion to nominate Haley Mills as Treasurer of the Board was made by Hope McLean and seconded by Stefan Hauke. Haley accepted nomination and the motion passed infamously.

Agenda Item 8: 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
  - plans for limiting customers in store/requiring face masks
  - new Food Service Co-manager
  - Nicole vacation

Agenda Item 9: Move Future Board Meetings to Tuesday? ..... Joel Landau

- The board agreed to temporarily move their meetings from the fourth Monday to the fourth Tuesday of each month to accommodate the GM’s schedule.

Agenda Item 10: Review 1<sup>st</sup> Quarter Financials ..... Haley Mills

- Haley presented the 1<sup>st</sup> quarter profit and loss, balance sheet, and comparison to previous year reports.
- It was noted that 1<sup>st</sup> quarter inventory was not performed due to the pandemic. 2<sup>nd</sup> quarter inventory is scheduled to be performed as normal.
- The board entered general discussion regarding the reports.

Agenda Item 11: IMR 2.3 Informal Review.....Chris Kwong/Nicole Villano

- Due to the extenuating circumstances imposed by the pandemic, Nicole was not asked to submit an official IMR at this time. Instead, the board will conduct an informal review of IMR 2.3, “Financial Condition and Activities” during this meeting.
- Following review, the board found Nicole to be generally in compliance with the policy. However, given the current circumstances, the board will move to excuse Nicole from this IMR.
- A motion to excuse Nicole from IMR 2.3 was made by Chris Kwong and seconded by Linda Sullivan. The motion passed unanimously.

Agenda Item 12: Assess Financial Priorities ..... Joel Landau

- The board reviewed the financial priorities list, as decided upon at the January 2019 board meeting, and reviewed completed items.
- The board will revisit and reassess this list at their upcoming retreat.

Agenda Item 13: Pandemic Loans Requiring Board Approval..... Joel Landau

- As a small business, Deep Roots is permitted to, and has, applied for the EIDL and PPP loans as administered by the SBA.
- The \$10k forgivable “advance” associated with the EIDL has been received however no decision has been received in regards to loan approval.

- Deep Roots has received approval for the PPP loan via our banking partner, which is entirely forgivable provided the business uses the funds appropriately and applies for forgiveness.
- A motion to accept the PPP loan, provided we apply for forgiveness, was made by Stefan Hauke and seconded by Haley Mills. The motion passed unanimously.

Agenda Item 14: Discussion on Board’s Role in Pandemic Preparedness.....Joel Landau

- It was determined that it is not necessary for the board provide operational assistance at this time.
- This item will be revisited at the board’s upcoming retreat.

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**

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A motion to adjourn this meeting of the Deep Roots Market Board of Directors was made by Hope McLean and seconded by Linda Sullivan. The motion passed unanimously and the meeting was adjourned at 8:00 pm.