

Call to Order

A regular meeting of the board of directors of Deep Roots Market Cooperative was held on Monday, August 26, 2019, in the co-op's 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, Chris Kwong, Stefan Hauke, Yvonne Lee-Hawkins, Sheldon Herman

Others in Attendance: Nicole Villano (General Manager)

Approval of Minutes

A motion to approve the minutes, as drafted, from the August 1, 2019 meeting was made by Chris Kwong and seconded by Kathleen Donohue. The motion passed unanimously.

Open Session

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

- Action Items from the Aug 1 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

Agenda Item 9: Review of Financial Statements for Q/E 6/30/2019-Joel Landau

- Nicole Villano, GM, presented her Monthly GM Report and Monthly Sales at a Glance to the board. Financial statements for Q/E 6/30/2019 were distributed via email before the meeting.
- Overview: Financial Reports for quarter ending June 30, 2019 looked very good. Gross Profit was 38.67%, the highest it's been in recent years. Net Income was 2.72%, which is excellent given that 1 to 2% is considered good for co-ops. BBT Loan #2 has been completely paid off since the issuance of the June 30 balance sheet.
- Points of discussion/questions:
 - o Recent storms/hail caused power outage, computer downtime and some damage to air conditioners. Some flooding also.
 - o Building lease was renewed early, resulting in the return of \$20,000 deposit.
 - o Sewer work on Smith St closed northbound lane of Eugene St. on Monday, 8/26. Made access to store difficult. In addition, city used store parking lot for their trucks and they never informed Nicole about the street closure or parking lot use. Store traffic was down significantly. Monday is store's busiest day since most of downtown restaurants are closed on Mondays so impact was not trivial. Nicole has put in a complaint to numerous city folks with help from Sheldon Herman.
 - o Number of events coming up in September and October. Of particular interest: Folk Festival (Sept 6-8) will have a music event in our parking lot; Annual Greenway Block Party and Run (Sept 14) will be using our parking lot. Nicole is asking all board members to attend the Greenway event and as many of the other events as possible. Other events at store: Local Food Fair Oct 12, Local Beer Event Oct 13.

Agenda Item 5: Capital Campaign Committee (CCC) Report

- Haley Mills gave a demo of how to access the Deep Roots Google Drive, where we will now upload and access all our files instead of emailing them. A brief overview of the Volunteer Spreadsheet and the Owner Spreadsheet was given, with instructions as to how board members may add information.
- Nicole shared current draft of Owner contact letter announcing the Capital Campaign. A brief discussion led to some updates. All board members' names will be added to top of letterhead and all board members' signatures will appear at bottom of CC letter. They will be copied onto store letterhead so that all letters won't have to actually be signed.
- Nicole Villano shared a copy of a 3-fold capital campaign brochure from another co-op, as well as the one she and Meghan are working on for Deep Roots Capital Campaign.
- A final loan term length cannot be decided until David Waisman of NCG completes the proforma. Since the loan term requires a board vote, a motion was made by Chris Kwong to allow the board to vote by email based on the recommendation of David Waisman, as well as Joel Landau and Nicole Villano. Joel Landau reminded the board that, for the email vote to be valid, everyone must vote and the vote has to be unanimous. Motion was seconded by Kathleen Donohue. It was unanimously approved.
- There was a discussion about how to handle interest on owner loans. A motion was made to direct Thomas Beckett, Deep Roots attorney, to write into owner loan agreement that interest will be capitalized until the end of the loan term. Motion was made by Linda Sullivan. It was seconded by Hope McLean and unanimously approved.
- It was suggested that additional columns be added to Owner spreadsheet in order to track who makes contact, date contact was made, and notes about the contact. Haley Mills agreed to handle that. It was suggested that both volunteer list and owner list be sorted into alphabetical order. Haley did that during meeting.
- It was requested that CC Wish List be organized to reflect priority levels with cost subtotals so it is easier to see what will be covered by various levels of fund raising. Linda Sullivan agreed to do this.

Agenda Item 6-Schedule meeting of entire BOD with attorney-Joel Landau

- Joel Landau informed board that all members must be present for meeting with Thomas Beckett, the attorney who is making sure our Capital Campaign passes legal muster. Thomas wants to go over all the requirements prior to our contacting owners. The board members agreed to meet on Sept 9, 2019 from 6:30-7:30 pm. Since Chris had to leave early, Joel agreed to call him and inform him about meeting.

Agenda Item 7: Schedule Board Members' attendance at upcoming DRM events-Nicole Villano

- Number of events coming up in September and October. Of particular interest: Folk Festival (Sept 6-8) will have a music event in our parking lot; Annual Greenway Block Party and Run (Sept 14) will be using our parking lot. Nicole is asking all board members to attend the Greenway event and as many of the other events as possible. Other events at store: Local Food Fair Oct 12, Local Beer Event Oct 13. There is also a breast cancer awareness event at LeBauer Park on 9/26 and board members are invited to help increase our presence. Haley Mills agreed to set up the online SignUpGenius for board members to indicate which events they will attend.

Agenda Item 8: Clarify when meals/snacks are free to BOD - Joel Landau • After brief discussion, it a motion was made by Sheldon Herman to allow snacks/meals/drinks to be free to board only at meetings of entire board and at retreats and not at smaller committee meetings. It was seconded by Kathleen Donohue and passed unanimously.

Agenda Item 10: Board Member bios needed for attorney-Joel Landau

- Joel requested that all BOD submit their bios electronically at the meeting or the next day.

Agenda Item 11: Review action items/Show BOD their mailbox where their official name tags will be stored

- Joel showed BOD the mailbox and the name tags.
- Action items

Agenda Item 12: Address Any Other Fiduciary, Personnel, or Other Non-Public Board Issues- Joel Landau

- No Executive Session was called.

Adjournment

A motion to adjourn this meeting of the Deep Roots Market Board of Directors was made by Yvonne Lee-Hawkins and seconded by Hope McLean. The motion passed unanimously and the meeting was adjourned at 8:30 pm.