
Deep Roots Market – Board of Directors

Meeting Minutes for September 25, 2017

Call to Order

A meeting of the Board of Directors of Deep Roots Market Co-operative was held on Monday, September 25, 2017 in the store's Community Room. The meeting commenced at 6:00pm.

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 (President), Hope McLean (Vice President), Eliza Hudson (Secretary), Tracy Lamothe (Treasurer), Stefan Hauke, Yvonne Lee-Hawkins, Annah Awartani, Matt Potter

Board Members Absent: N/A

Others in Attendance: Nicole Villano (General Manager), Matt Davis (note taker), Paula Wells (co-op owner/board nominee), Molly Liebel (co-op owner/board nominee), Charles Bateman (representative from ECRS)

Approval of Minutes

A motion to approve the minutes, as drafted, from the August 28, 2017 meeting was made by Eliza Hudson and seconded by Tracy Lamothe. The motion passed unanimously.

Open Session

Agenda Item 6: Discuss/Decide Whether to Fill Empty Board Seat.....Joel Landau

- This item was moved to the beginning of the meeting because nominee Paula Wells needed to leave early.
- Board appointment nominee Paula Wells introduced herself to the Board and took questions.
- The remainder of this item was addressed later in the meeting.

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

- All Action Items from the August meeting have been completed.

Agenda Item 4: Overview of Catapult POS System.....Charles Bateman

- Charles Bateman, representative from ECRS (Electronic Cash Register Software), presented the Board with an introduction to the NC-based company provided and a brief overview of their "Catapult" point-of-sale system.
- Following the presentation, the Board entered a brief Q&A session.
- A written proposal was given to Nicole by ECRS and will be reviewed and revisited at the next meeting.

Agenda Item 5: Report from GM on Store Operations/Sales.....Nicole Villano

- Nicole presented her Monthly GM Report to the Board. Highlights/Points of Discussion:
 - Greenway/road construction continues to be an issue, still causing disruptions in accessibility to the store.
 - Sales have continued to show some improvement.
 - Food Service sales have been on the rise and feedback on the new programs, and in general, has been positive.
 - Grocery sales have seen an average increase of \$2-3k weekly since the department reset.

- Owner Appreciation Month discount for October will be the same plan as the last one – don't mention and give if asked.
- New owner benefit/discount package is planned for the new year. Changes to owner benefits/discounts will be presented to the Board for approval before they go into effect.
- Round-up program has started with great success and the LIME (Low Income Membership) Program is planned to be launched on October 15th.
- The Grand Reopening Event was successfully held on the 23rd. The event was well attended and received overall positive feedback from owners, vendors, volunteers, and guests.
- The parking lot and entryway are still scheduled to be repaired on the 30th and the lot will be completely inaccessible for 24 hours. Nicole will add additional information to the signage informing customers of the closure.

Return to Agenda Item 6: Discuss/Decide Whether to Fill Empty Board Seat.....Joel Landau

- Board appointment nominee Molly Liebel introduced herself to the Board and took questions.
- Board appointment nominee Chris Kwong was not able to attend the meeting at such short notice.
- Board Members were provided with written statements from the three candidates.
- The Board moved to enter executive session to further discuss this item.

The Board entered executive session at 7:02pm.

Executive Session

- The Board discussed potential candidates for filling the open seat.

The executive session was terminated at 7:30pm. A break was given and the meeting returned to open session at 7:39pm.

Open Session

Agenda Items 7 & 8: Product Policy Discussion/"What Is DRM" Statement.....Nicole Villano & Policy Committee

- The Board reviewed the general product policy statement as well as a "What Is DRM" statement presented by Nicole.
- The Board agreed to continue with the general product policy statement, and the Product Policy Committee will meet this month to continue discussion of policy details.
- Nicole will recirculate a revised "What Is DRM" statement to board members via email for review.
- Further discussion will be continued at next month's meeting.

Agenda Item 9: Treasurer's Report on Q2 Financial Statements & Bookkeeping Adjustments.....Tracy Lamothe

- Tracy presented the finalized Balance Sheet and Profit & Loss Statement for the 2nd quarter of 2017 and reviewed the information with the Board.
- Tracy and Joel explained several bookkeeping adjustments that were made to make the statements more clear and accurate.

Agenda Item 10: Overview of the 18 Month Cash Flow Budget.....Joel Landau

- Shared Capital Cooperative requested Deep Roots Market provide them with an 18 month cash flow budget.
- Joel and Nicole completed the budget and submitted it to Jim Shadko at Shared Capital.
- Joel reviewed the budget with the Board.

The Board entered executive session.

Executive Session

Agenda Item 12: Discuss Status of Owner Loans Due for Payment in 2018.....Joel Landau

- The co-op was not in a financial position the repay the 5-year owner loans when they came due last year, and thus those loans remain unpaid at this time.
- The 7-year owner loans will come due next year.
- Repayment of the co-op’s bank loans have senior status over the repayment of owner loans.
- A motion not to repay the 7-year owner loans when they come due next year, based on the co-op’s bank loans which have senior status, was made by Tracy Lamothe and seconded by Eliza Hudson. The motion passed unanimously.

Agenda Item 11: Review and Confirm This Meeting’s Action Items.....Joel Landau

- Action items from this meeting were reviewed and agreed upon by the Board.

Adjournment

This meeting of the Deep Roots Market Board of Directors adjourned at 9:00pm.