



Board of Directors Meeting
Date: June 10, 2019
Time: 6pm

Time	Topic	Information/ Action	Presenter
6:00pm	Preliminaries Introductions Agenda Review Review tasks from May meeting Review and accept May meeting Minutes	Share/ Listen Review Review Review/Decide	Chris Chris Secretary All
6:05pm	Announcements: Bylaws Process CCMA CBL 101 and Applied Governance	Share/ Listen	Chris / BOD
6:10pm	Committee Reports/Business BCDNC - Candidates	Information/ Action	Charles
6:15pm	Election Committee Election Code language Appoint Committee members	Action Action	Chris Chris
6:20pm	Policy Committee Report & Recommendations for changes to B1, B2, B6	Information/ Action	Chris
6:35pm	Communications Task Force - Report	Information	Steve/Nicole
6:45pm	Discussion Items Self-Monitoring Discussion (20 minutes)	Information	Chris
7:05pm	Discussion Board Retreat(Hold for Nov. 1-3)	Action	Chris
7:15pm	CIC Evaluation – Appoint Leader(s)	Action	Chris
7:20pm	Bylaws Process for Board Members	Information/ Action	Chris
7:35pm	CIC Reports B1 – Financial Conditions	Review/Decide	Chris/ Dan
7:45pm	Closings Review Board Calendar Review Decisions, Tasks, Assignments Next Meeting Topics	Review Review/ Edit Listen/ Record	All Secretary Secretary
7:55pm	Executive Session NCG Video Real Estate Discussion	Information Information/ Action	NCG Dan



Board of Directors Meeting Unapproved Minutes

Date: May 13, 2019

Convened: 6:00pm Adjourned: 7:55pm

Directors Present: Chris Tucker, Joel Erb, Delfina Vargas, Charles Fitzpatrick, Kim Glazzard, Steven Maviglio, Nicole Klimek

Director(s) Absent:

Staff, Members and Guests Present: Sign in Sheet located in Board Admin Binder

Notetaker: Stacie Larkin Meeting Chair: Chris

PRELIMINARIES

Introductions took place.

Agenda Review

Add committee appointment for Engagement Committee

Special Meeting Decisions

Accept Hilary Resignation

Appoint Nicole Klimek to BOD

Tasks from previous meeting reviewed

Approve Minutes of Prior Meeting

Motion to accept - Steve

Second - Delfina

All in Favor

Announcements

-Hilary submitted her formal resignation to the board

-The board appointed a new person to the vacant seat - Nicole Klimek

-The Member Quarterly meeting is on Saturday, May 18 at 4pm.

-Bylaws process has been ongoing. Member conversation happened, the board conducted a survey, and a draft has been completed. This will be presented to the membership and will be discussed at the upcoming Member Quarterly Meeting.

Member Comments

Several member comments were submitted

Ends Report Discussion

Directors were each assigned a part of the (2018) Ends Report to assess more in-depth. Directors each took turns speaking to their assigned sections. The Board discussed if any of the CIC

interpretations or operational definitions needed work for the next report. Some discussion of data that might be missing or could be added to future reports.

CIC Reports

B4 - Membership Rights and Responsibilities

Some discussion of the interpretations. Any ideas on changes to the policy language should be sent to Chris/ Policy Committee.

Motion to accept the report: Charles

Second: Delfina

Vote

In Favor: Chris, Delfina, Charles, Steve, Nicole

Opposed: None

Abstain: Kim

B4 Monitoring Report is accepted

B5 - Treatment of Consumers

Some discussion of interpretations and data.

Motion to accept the report: Charles

Second: Delfina

Vote

In Favor: Steve, Delfina, Charles, Chris, Nicole

Abstain: Kim

B5 Monitoring Report is accepted

B6 - Staff Treatment and Compensation

Some discussion of the data presented. CIC invited the HR Director to speak a bit on the data provided in the report.

Motion to accept the report with the amendment to strike the phrase “excellent workplace” from the existing report: Charles

Second: Delfina

Some additional discussion took place. A request to amend the motion.

Vote

In Favor: Delfina, Steve, Charles, Chris, Nicole

Abstain: Kim

B6 is accepted with the directive to strike the phrase that includes “excellent workplace”

B1 - Financial Conditions

A comment about the policies themselves and that these could be amended/ revised. Some discussion on the interpretations provided. Some comments about the data provided and recommendation to expand the data scope. The Finance Committee is requested to meet to discuss the interpretations and data as they exist now and give direction on how to amend the report for the June meeting.

B3 - Assets Protection

No discussion.

Motion to accept the report: Steve

Second: Charles

Vote

In Favor: Steve, Delfina, Charles, Chris, Nicole

Abstain: Kim

B3 Report is accepted

Discussion Topics

Board Self-Monitoring

Some discussion on the difficulty of answering questions. How do board members know what others are doing? An idea that perhaps the answering of the survey could be an annual thing and discussed in more depth at an annual retreat. The discussion on these always seems rushed. General consensus that the board is not spending enough time on this. An idea to begin each meeting with a check in about board members being prepared, being ready for the meeting and having had enough time to review reports, etc.

Board Marketing and Communications

Steve, Chris and Nicole met to discuss how to better get the Boards message out and improve engagement through different channels.

Election Code

There is some discussion about the approved interpretation of “campaigning” in the Election Code.

Committee Reports

Nominating Committee (BCDNC)

Board Decisions

Motion: to appoint Joel Erb to the Nominating Committee - Charles

Second: Steve

In Favor: All in favor

Abstain:

Motion: Motion to nominate Jamie Calahan to the Engagement Committee - Delfina

Second: Charles

In Favor: All in Favor

Short update on the SCCF grant awards.

Open Comment

Attendee comments

CLOSINGS: Review Tasks & Assignments

Tasks/Assignments

1. Dan to strike the phrase “excellent workplace” from the B6 Report.
2. Charles to provide some examples of financial reporting to Dan.
3. Policy Committee to look at the definitions in B1, specifically “inadequate net income”
4. Finance Committee to meet to discuss interpretations in B1
5. B1 to be added to the June meeting agenda
6. Board members to send any ideas for C & D policy adjustments to Chris
7. Steve/Joel to send around specific language for the Election Code amendment, will be added to the June meeting agenda

Next meeting Topics:

1. Appoint a leader for the GM Evaluation Process

ADJOURN MEETING

Motion: Charles

Second: Delfina

Vote: All in Favor

Respectfully submitted by,

Stacie Larkin

Executive Assistant

Guidelines for Submitting Pro and Con Arguments and Rebuttals to Arguments for a Proposed Measure and Bylaw Amendments

Due dates for arguments for and against ballot measures and bylaw amendments (maximum 275 words) are outlined in the General Election Timeline. Arguments are posted within two days after the deadline for their receipt or when finalized if revision is needed. Due dates for rebuttals (maximum 150 words) to arguments (if any) are outlined in the General Election Timeline and are posted within 2 days after the deadline or when finalized if revision is needed. Arguments and rebuttals that exceed the maximum number of words will not be accepted. Arguments and rebuttals will be reviewed by the Board Administrator, the Board President and the Election Committee Chair (collectively, the "Review Committee") for accuracy. Contents of the arguments and rebuttals must be accurate. If challenged, the authors must provide evidence that supports their arguments and/or rebuttal. Authors will be contacted by the Election Committee Chair on behalf of the Review Committee if changes are made or proposed.

Arguments and rebuttals must be submitted by the Board or not less than five (5) active members. No person may submit both an argument in support of and an argument in opposition to the same measure or bylaw amendment. A member who has signed a petition for a measure or bylaw amendment may not submit an argument against that measure or bylaw amendment. A Board member or Board committee member may not submit an argument against a measure or bylaw amendment submitted by the Board.

Campaign Guidelines and Rules

Candidates may begin campaigning after the due date for Declaration of Candidacy Forms and Code of Conduct forms are due, in accordance with the Election Timeline.

Sponsors of a measure and/or bylaws amendment may begin campaigning after the Board has certified the measure and/or bylaws amendments in accordance with the Election Timeline. Opponents of a measure and/or bylaws amendment may begin campaigning after the argument or rebuttal is posted in accordance with the Election Timeline.

Campaigns shall be run according to the following guidelines:

1. Campaigning is support for, or opposition to, any candidate, measure, bylaws amendments, or recall petition. This includes distribution of any material regarding a candidate, measure, or bylaws amendment; or collection of signatures on a petition for a candidate, measure, bylaws amendment, or recall and other activities generally considered "electioneering" by the Secretary of State for California (<https://elections.cdn.sos.ca.gov/ccrov/pdf/2018/may/18106jl.pdf>.) In the event of a dispute, the election committee shall determine whether a particular activity is proscribed campaigning. The Board will then determine the appropriate sanction.
2. Each candidate or measure/bylaws amendment sponsor or opponent is responsible for the conduct of their campaign.
3. No campaigning of any kind shall begin before the dates set on the General Election Timeline, unless otherwise prescribed by the Election Code or the Board.
4. All election-related materials posted in the store shall be posted only by the Nominating Committee, Election Committee members or authorized staff.
5. Campaigning may not be conducted within the store or during any function of the cooperative, unless the function, or a portion of the function, is designed specifically to allow member discussion of candidates, measures, bylaws amendments, or petitions.
6. Campaigning outside the store must take place within designated areas only, and according to the Tabling Rules (see below).
7. No listing of names, telephone numbers, emails or addresses shall be supplied by the SNFC to any

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Election Information Packet August 2019¶
Sacramento Natural Foods Co-op¶

SNFC General Election Timeline for 2019¶

March 29

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- individual for the purposes of campaigning.
8. The Election Committee is responsible for determining if violation of authorized campaign practices has occurred. The Committee will recommend to the Board whether a candidate should be disqualified from the ballot for violating these practices. The Board makes the final decision on disqualification.
 9. The Board may disqualify from further campaigning on store premises or at authorized SNFC election functions a supporter or opponent of a ballot measure who has violated these practices.
 10. No money belonging to SNFC may be used for campaigning, except for the distribution of candidate's written or recorded statements and pro and con analyses. (Bylaws, 10.02(d).)

TABLING RULES

Candidates and Measure/Bylaw amendment Supporters/Sponsors and Opponents

- No representatives of candidates can table.
- Proponents/ opponents of ballot measures or bylaws amendments who wish to table must provide their names to the Board Administrator before the first day of campaigning begins. No more than 3 proponents/ opponents can table at any one time.
- Campaigners will be required to sign up in advance to table, as discussed below. Please contact the Board Administrator for details at board-admin@sac.coop
- Time periods for tabling can be scheduled for a maximum of 3 hours.

The designated campaign space for all candidates and proponents/opponents will be between the entrance and exit doors. The area will be taped off prior to campaigning being open. The Co-op will not provide a table or other items for candidate or other campaigning.

Tabling spots will be scheduled through the Board Administrator. To make this process as fair as possible, the following process will be used:

- Candidates and proponents/opponents will send their preferences for tabling spots (3 hours max) by close of business (11pm) on Wednesday for the next week.
- Candidates and proponents/opponents may send an email, leave a phone message, or drop off a written request for tabling days/times with the Board Administrator. Phone messages and written requests should specify how the candidate would like return communication.
- On Friday, tabling spaces for the next week will be confirmed by the Board Administrator.
- If multiple people have requested the same days/times, the Board Administrator will assign an equal number to each candidate and/or proponents/opponents requesting the same times.
- Candidate and/or proponent/opponent names will be entered onto a shared calendar within the Co-op, on the day and time scheduled for tabling. This calendar is viewable by Co-op Customer Service Desk staff, and Store Support Staff, should questions arise.

As stated in the rules above, campaigning outside the Co-op shall be in designated areas only. The Board has interpreted "outside the Co-op" to mean anywhere in view of the Co-op, or able to interact with Co-op shoppers arriving or leaving the store. The only designated area for campaigning will be the space directly in front of the store. Also, only candidates can campaign. Anyone who is not a candidate who is campaigning "outside the Co-op," even if they are not directly on Co-op property, will be in violation of the campaign rules. Any candidate or ballot measure that is the subject of improper campaign activities by the candidate, a proponent, or a supporter is subject to disqualification and/or removal from the ballot. Any improper activities by any candidate, proponent or opponent make the member subject to appropriate discipline, up to and including termination of membership.

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Policy Type: Executive Limitations
Policy Title: B1 – Financial Conditions and Activities
Adopted/ Revised: April 1, 2011/ June 22, 2018

With respect to the actual, ongoing financial conditions and activities, the General Manager must not cause or allow the Cooperative to be unprepared for future opportunities, the development of fiscal jeopardy, or material deviation of actual expenditures from board priorities established in the Ends policies.

With respect to the above the GM must not:

1. Allow sales growth to be inadequate.
2. Allow operations to generate an inadequate net income.
3. Allow liquidity (the ability to meet cash needs in a timely and efficient fashion) to be insufficient.
4. Allow solvency (the relationship of debt to equity) to be insufficient.
5. Allow growth in membership and member paid-in equity to be insufficient.
6. Default on any terms that are part of the Cooperative's financial obligations.
7. Allow late payment of contracts, payroll, loans or other financial obligations (this includes allowing trade payables to be out more than 90 days.)
8. Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business, without board approval.
9. Acquire, encumber or dispose of real estate or enter into long-term real estate leases without board approval.
10. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
11. Use restricted funds for any purpose other than that required by the restriction.
12. Allow financial record keeping systems to be inadequate or out of conformity with Generally Accepted Accounting Principles (GAAP).
13. Overspend the capital expenditures plan,
14. Allow the Co-op's operations to generate less than planned revenue or exceed planned costs as defined in policy B2.

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Policy Type: Executive Limitations
Policy Title: B2 – Business Planning and Financial Budgeting
Adopted: April 1, 2011

The General Manager shall not cause or allow business planning and budgeting, for any fiscal year or the remaining part of any fiscal year to deviate materially from the Board's Ends priorities, risk financial jeopardy, or fail to be derived from a multiyear plan.

The GM will not:

1. Fail to provide an annual financial plan to the board for approval prior to the beginning of each fiscal year that shall include revenue, costs & capital expenditures with sufficient detail for the board to understand the operations of the Cooperative.
2. Begin any fiscal year without a board approved financial plan.
3. Fail to obtain approval from the board on any changes to the plan.
4. Cause or allow plans that risk incurring those situations or conditions described as unacceptable in the board policy "Financial Condition and Activities."
5. Omit or obscure credible projection of revenues and expenses, member investment and return, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
6. Plan expenditures in any fiscal year that would result in default under any of the cooperative's financing agreements or lead to the insolvency of the cooperative.
7. Provide less for board prerogatives during the year than is set forth in the Governance Investment Policy.

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Policy Type: Executive Limitations
Policy Title: B6 – Staff Treatment and Compensation
Adopted: April 1, 2011

The General Manager will not treat staff in any way that is unfair, unsafe, or unclear.

The GM will not:

1. Operate without written personnel policies that:
 - a. Clarify rules for staff
 - b. Provide for fair and thorough handling of grievances
 - c. Are accessible to all employees
 - d. Inform staff that employment is neither permanent nor guaranteed
 - e. Are in compliance with any union agreements
2. Cause or allow personnel policies to be inconsistently applied.
3. Provide for inadequate documentation, security and retention of personnel records and all personnel related decisions.
4. Establish compensation and benefits that are internally or externally inequitable.
5. Change the GM's own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.
6. Allow the Co-op to operate without a program that encourages staff to become members of the cooperative.

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	Jan. 2019	Feb. 2019	Mar. 2019	April 2019	May 2019	June 2019
Board Education & Development		Co-op Café February 16		CA Co-op Conference April 28-29		CCMA June 6-8
Board Engagement Opportunities	Member Quarterly Article Due Jan. 11 - Chris		Quarterly Meeting Mar. 2	Member Quarterly Article Due 4/11 - Delfina	Quarterly Meeting May 18	
Required Agenda/ Packet / Executive Session items	Patronage Dividend	Election Schedule Preferred Shares Dividends		BCDNC plans & Candidate Packets	Review/ Approve SCCF Grant Proposal	GM Evaluation process
Executive Limitation Reports		Global Ends (deferred from Jan.)	B1 & B3 (deferred from Feb.)	B4, B5, B6	B1 & B3	No reports
Board Process Monitoring Reports	D2 – Accountability of the GM & & D3- Delegation to the GM	C5 – Director's Code of Conduct	C4 – Board Meetings	D4 – Monitoring the GM Performance	C3 – Agenda Planning	C2 – The Board's Job
Co-op. Community Happenings		Member Days Feb. 23 – March 3	Member Days Feb. 23 – March 3	Earth Day	Soil Born Farms Day on the Farm Member Days May 11-19	

	July 2019	August 2019	Sept. 2019	Oct. 2019	Nov. 2019	Dec. 2019
Board Education & Development			CBL 101 & CBL Applied Governance Sept. 28	Director Orientation	Director Orientation as Needed	
Board Engagement	Member Quarterly Article Due 7/18 – Joel	Quarterly Meeting Aug. 24	Meet the Candidates Sept. 12	Member Quarterly Article Due 10/17		Quarterly Meeting Dec. 7 Member Quarterly Article
Required Agenda/ Packet Items/ Executive Session	Election Cycle Ballot Measures	Board Budget (Complete by August 31) Call for Officer Interest	General Election Compensation Discussion CiC Annual Review	Seat New Board Members Review 2020 Calendar Elect Officers	Discuss 2020 Retreat dates	Appoint Committee Chairs Financial Audit Board Appointments (ECOS, TPC)
Executive Limitation Reports	No reports	B1, B3, B10	No Reports	B7, B8, B9	B1, B2, B3	B
Board Process Monitoring Reports	No Report	C8 – Governance Investment	D & D1 – Board Management Connection & Unity of Control	C & C1 – Global Governance Commitment & Governing Style	C6 – Officer Roles	C7- Board Committee Principles
Co-op. Community Happenings		Member Days August 17-25	Farm to Fork Festival Soil Born Farms Autumn Equinox – Sept. 21	3 Year Anniversary Oct. 19	Board Retreat Nov. 16-18	Member Days December 7-15