



Board of Directors Meeting
Date: November 11, 2019
Time: 6pm

Time	Topic	Information/ Action	Presenter
6:00pm	Preliminaries Seat new Board Member Introductions Agenda Review Review tasks from October meeting Review / Accept Oct. meeting Minutes	Action Share/ Listen Review Review Review/Decide	Delfina Delfina Delfina Stacie All
6:10pm	Announcements: Board Retreat Update Quarterly Meeting, December 7	Share/ Listen	All Delfina
6:15pm	Member Comments	Information	Delfina
6:20pm	Interim GM Report	Information	Tyler
6:25pm	Committee Reports: • GM Search	Information	Steven
6:35pm	General Manager Reports B1 – Financial Conditions B2 – Planning and Budgeting B3 – Assets Protection	Information/ Action Information/ Action Information/ Action	Delfina Delfina Delfina
7:00pm	Committee Chair Appointments: Finance Policy Nominating (BCDNC) Member Engagement & Education Election	Discussion / Action	Delfina
7:15pm	Discussion Items: GM Search Committee Charter 2020 Calendar / Board Self-Monitoring Board Representation (Twin Pines Cooperative Foundation, ECOS, SCCF)	Information/ Action Discussion Information	Steven Delfina Delfina
7:30pm	Closings Review Board Calendar Review Tasks & Assignments	Review Review/ Add/ Edit	All Admin



Board of Directors Meeting Unapproved Minutes

Date: October 14, 2019

Convened: 6:00pm Adjourned: 6:51pm

Directors Present: Joel Erb (call in), Charles Fitzpatrick, Kim Glazzard, Steven Maviglio, Nicole Klimek (call in)

New Directors Glenn Carnahan and Barbara Mendenhall seated prior to Board Decisions.

Director(s) Absent: Delfina Vargas, Chris Tucker

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

Notetaker: Stacie Larkin Meeting Chair: Joel/ Charles

Joel Erb (Vice President) called the meeting to order in the place of the President, and has passed the officiating of the meeting to Charles Fitzpatrick.

PRELIMINARIES

Introductions took place.

Agenda Review

Member Comment is added in after the preliminaries

Board Decisions will be moved up to after the Member Comment period

Motion to accept the agenda as amended - Steven

Second - Kim

Vote: All in favor

Tasks from previous meeting reviewed

Approve Minutes of Prior Meeting

Motion to accept September 9 and September 30 meeting minutes - Steve

Second - Kim

All in favor

Announcements

Board members who attended the CBLD training gave a short recap

IGM gave a recap of the recent grocery reset, and the planned produce reset with new tables

Member Comments

Several comments were made

Committee Reports

Election Committee

Joseph Boniwell presented the report of certified results from Simply Voting (Election Administrator), and additional information.

Motion to accept the Election Results as reported by the election committee - Steve
Second - Nicole

Discussion - a request was made to read off the candidates and the votes they received.
Members elected to the Board: Barbara Mendenhall, Glenn Carnahan & Zina Kotko.

Vote:

All in favor (Nicole, Joel, Steven, Kim)

Results are accepted, new members will be seated after discussion topics are concluded.

Finance Committee

Steve reported out the last finance committee meeting.

Our auditor will be visiting on October 21 for several days to start the 2019 audit process.

Discussion Topics

2020 Plan

This plan has been under discussion for several months.

Motion to adopt the 2020 plan as presented - Charles

Second - Kim

Vote:

All in Favor (Joel, Nicole, Kim, Steven)

The 2020 Financial Plan is accepted

Retreat Planning

Add the Board monitoring to the retreat.

Retreat will be held at the Co-op. Steve has discussed orientation with the IGM for new board members.

General Manager Job Description

Task force has met a couple of times, and met with the IGM and the SNFC Recruiting manager to edit the job description. They created a long version and a short version, as well as a timeline for the process.

CAFF Presentation

They will come to make a presentation at the next quarterly meeting. (December 7)

Board Decisions

New Board Members are seated. Glenn Carnahan and Barbara Mendenhall joined the table and said a few words about themselves. (Zina Kotko absent)

Members of the Board thanked members Joel Erb and Nicole Klimen for their service. Joel Erb and Nicole Klimek left the meeting.

Officer Elections

Motion: To Nominate Delfina Vargas as SNFC President, Steven Maviglio as SNFC Vice President and Charles Fitzpatrick as SNFC Secretary / Treasurer - Steven

Second: Barbara

Vote: All in favor (Glenn, Barbara, Kim, Steven)

Motion passes, Delfina Vargas is elected as President, Steven Maviglio is elected as Vice President, Charles Fitzpatrick is elected as Secretary/ Treasurer.

Review Board Calendar

Board will discuss 2020 calendar at the retreat.

CLOSINGS: Review Tasks & Assignments

Tasks/Assignments

1. Add the self monitoring discussion to the retreat.

ADJOURN MEETING

Motion: to adjourn - Kim

Second: Barbara

Vote: All in Favor

Respectfully submitted by,

Stacie Larkin

Executive Assistant

Sample Search Committee Charter

Purpose

To coordinate the recruitment, screening, interviewing, selection, and negotiation of terms of employment of the next general manager of the co-op on behalf of the board of directors.

Duties

1. Prepare timeline and budget for the search process and submit for board approval. Monitor and stay within budget and timeline.
2. Review current general manager job description or job summary and propose changes to board as needed. Coordinate board decision on qualifications (specific areas of expertise and skills) required and desired.
3. If desired, contract with consultants and/or search firms, specifying services expected. Monitor consultant/search firm performance and make regular progress reports to board.
4. Research and propose range of GM compensation for board approval.
5. Plan and implement recruitment strategy: research advertising media including social media, write ad copy and place ads, prepare and distribute job announcements, network with community and industry contacts.
6. Receive resumes and send acknowledgement e-mails to all candidates.
7. Review resumes, comparing qualifications of candidates to required and desired qualifications. Select candidates for first-round interviews.
8. Develop questions for and conduct first-round interviews, by conference call, by videoconference, or in person.
9. Check references of preferred candidates after the first-round interviews.
10. Select finalists for on-site interviews. Develop packet of background materials on the co-op and send to finalists.
11. Schedule finalist interviews for full board and other formal or informal meetings with board and staff if desired. Arrange for logistics of on-site interviews, including travel, meals, and lodging as needed.
12. Coordinate board decision-making process after finalist interviews and propose negotiating guidelines.
13. Make job offer to candidate. Negotiate compensation and employment contract (if desired).
14. Plan orientation of new manager and introduction to board, staff, and membership. Evaluate and keep records of search process for future hiring procedures.
15. Communicate with staff and membership throughout the hiring process.
16. Make announcements to staff, membership and community when new GM is hired.

	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	Bylaw Meeting 7/13 MQ Article Due 7/18 – Joel		QM & 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	B7, B8, B9	No reports	B1, B2, B3	B
Board Process Monitoring Reports	No Report			D, D1, C & C1, C8. C6, C7		
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. 1-3	Member Days December 7-15