



**Board of Directors Meeting**  
**Date: March 9, 2020**  
**Time: 6pm**

<b>Time</b>	<b>Topic</b>	<b>Information/ Action</b>	<b>Presenter</b>
6:00pm	<b>Preliminaries</b> Introductions Agenda Review Review tasks from Feb. meeting Review and accept Feb. meeting Minutes Announcements: <ul style="list-style-type: none"> <li>• Winnie Detweiler</li> <li>• Recap Co-op Café?</li> </ul>	Share/ Listen Review Review Review/Decide Share/ Listen	Delfina Delfina Stacie All Delfina / BOD
6:15pm	<b>Open Comment</b>	Information	Members
6:18pm	<b>GM Monthly Report</b> Recommendation for Patronage Alternative	Information	Tyler
6:30pm	<b>NCG Agreement</b>	Information/ Action	Delfina/ Tyler
6:35pm	<b>Committee Reports/ Committee Business</b> <ul style="list-style-type: none"> <li>• GM Search</li> <li>• Policy</li> <li>• Member Engagement</li> <li>• Nominating</li> <li>• Election               <ul style="list-style-type: none"> <li>○ Committee Appointment</li> <li>○ Election Information Packet</li> </ul> </li> </ul>	Information Information Information Information Action Information/ Action	Steven Barbara Kim Zina/ Steven Joe/ Delfina Joe/ Delfina
6:50pm	<b>Policy C5</b> <ul style="list-style-type: none"> <li>• Assign to Policy Committee</li> </ul>	Information/ Action	Delfina
6:55pm	<b>Closings</b> Review Board Calendar Review Tasks & Assignments Adjourn Meeting	Review Review/ Add/ Edit Action	All Admin Delfina
7:00pm	<b>Quarterly Member Meeting in the CLC</b>		



# Board of Directors Meeting Unapproved Minutes

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Date: February 10, 2020

Convened: 6:00pm Adjourned: 7:46pm

Directors Present: Delfina Vargas, Charles Fitzpatrick, Kim Glazzard, Steven Maviglio, Barbara Mendenhall, Glenn Carnahan, Zina Kotko

Director(s) Absent:

Staff Present: Tyler Burch (IGM), Keely Aubert (Store Director), Nick Adams (IT Director), Jennifer Cliff (Marketing Director), Angela Borowski (Finance Controller)

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

Notetaker: Stacie Larkin Meeting Chair: Delfina

## **PRELIMINARIES**

Introductions took place.

## **Agenda Review**

Add Action item for BCDNC Report, add committee members for ME&EC, add GM verbal report (after comment period)

Motion to approve agenda with amendments- Barbara

Second - Steve

Agenda approved

## **Tasks from previous meeting reviewed**

Tasks reviewed

## **Approve Minutes of Prior Meeting**

Motion to approve January meeting minutes - Barbara

Second - Steve

All in Favor

Minutes approved

## **Announcements**

Events - CA Co-op Conference, CCMA

## **Member Comments**

Some comments were made.

## **GM Report**

Tyler Burch gave a verbal overview of the status of the co-op.

## **Committee Business**

Nominating Committee

Committee sent a plan to the board.  
Motion to approve - Barbara  
Second - Glenn  
No Discussion or additions. (plan attached at end of minutes)  
All in Favor  
Plan approved

GM Search Committee  
Committee has done 2 rounds of interviews, and had a meeting to discuss. The full board will do interviews of a group next week.

Election Committee  
No Report.

### **Committee Appointments**

Nominating Committee  
Motion to nominate Michelle Reynolds & Wilson Head for the Nominating (BCDNC) Committee- Zina  
Second - Glenn  
All in favor

Policy Committee  
Motion to nominate Alan LoFaso, Barbara Daly, Georgianna Pfof - Barbara  
Second - Kim  
Vote: All in Favor

Election Committee  
Motion to Nominate Barbara and Glenn - Steve  
Second - Kim  
All in Favor

Member Engagement & Education Committee  
Motion to nominate Jack Boniwell for the Member Engagement committee - Kim  
Second - Barbara  
Vote: All in favor

### **Election Timeline**

Joseph Boniwell (Election Committee Chair) joined the table to discuss the Election Timeline.  
Board decides to remove the due date for the statement of interest for candidates to run by petition.  
Candidate photos and statements will be posted 'as soon as possible.'  
Add 'if applicable' about bylaws amendments.

Motion to approve the Election Timeline with above amendments - Charles  
Second - Barbara  
Vote: all in favor

### **GM Reports**

B1 - Financial Conditions  
Board members commented on the report.

### B3 - Assets Protection

The board had no comments or questions for B3

Motion to accept both B1 and B3 reports - Barbara

Second - Charles

Vote: All in Favor

### ENDS

The board each took a section to review, each board member took 2 minutes to do an oral overview of their specific sections.

Motion to accept the Ends report - Steven

Second - Charles

Vote

In favor: Charles, Barbara, Zina, Glenn, Steven, Delfina

Opposed: Kim

Report is accepted

### **Board Self-Monitoring**

C3 - Agenda Planning

C4 - Board Meetings

No discussion or questions.

### **CLOSINGS: Review Tasks & Assignments**

Tasks/Assignments

1. Joe will send the final Election Timeline, Stacie will post to the Election Section of the website.
2. Member engagement committee report added to future agendas.

### **Adjourn Meeting**

Motion to adjourn meeting - Barbara

Second - Charles

Vote: all in favor

Respectfully submitted by,

Stacie Larkin

Executive Assistant

February 3, 2020

**TO: BOARD OF DIRECTORS**  
**FROM: ZINA KOTKO, STEVEN MAVIGIO**  
**RE: BOARD CANDIDATE DEVELOPMENT AND NOMINATING COMMITTEE**  
**BOARD RECRUITMENT PLAN 2020**

The committee's charter requires us to submit a plan to the Board for approval to recruit Board candidates. This plan will dovetail with the election timeline, which, once proposed by the Election Committee and approved by the Board, will require us to swing into action almost immediately.

This year, we have two Board positions open. In addition, many of our committees need to be filled beyond the appointments of Board members made at the last several Board meetings.

Just as a reminder, recruitment of qualified and appropriate candidates is not a one-month or even a three-month process. It is a YEAR-ROUND responsibility which requires that *each board member* constantly keep an eye out for potential candidates. All directors should approach potential candidates, point out their qualifications, and ask them to think about running for the board. The best candidates will want to think about this and spend some time getting to know more about the co-op and the issues it faces, before making the decision to take on such a position of responsibility. In addition, many of the best candidates may need to clear their crowded schedules.

The below are some of the strategies we hope to deploy:

### **COMMITTEE RECRUITMENT**

- Send email to Co-op membership on committees and requesting interest (\*We've completed one of these);
- Post information on social media platforms including Facebook, Instagram, Twitter. (\*One of these have been posted; we need to do these again);
- Poster on the Board bulletin board in the store seeking individuals;
- Asking committee chairs to recruit committee members; and
- Include questions at the end of annual Board survey to membership (similar to the past).

### **BOARD RECRUITMENT**

- Work with existing Board members for recommendations throughout the year;
- Hold "Want to Run for the Board" workshop;
- Send two emails to membership with a call for candidates, with one promoting workshop;
- Committee tabling outside and inside the store 2 to 4 weeks prior to workshop to promote the workshop and identify possible candidates;
- Extensive social media campaign featuring specific attributes desired in candidates and promoting workshop (some samples from other Coops have been sent to Jennifer);
- Outreach to major organizations in Sacramento with request to attract diverse candidates, such as reaching out to ethnic groups with Coop members;
- Dedicated board recruitment website page similar to this:  
<https://middlebury.coop/participate/joining-our-board/>

# Election Information Packet August 20~~20~~19 Sacramento Natural Foods Co-op

## SNFC General Election Timeline for 20~~20~~19

[\[INSERT 2020 Election Timeline Here\]](#)

### Candidate Eligibility & Nomination Information

The Board of Directors shall be composed of seven (7) persons. Each director shall be an active member of the Cooperative for at least 6 months prior to the date of their election and shall continue to be an active Member for the entire term of office. An "active member" is a member who is current on his or her payments toward the \$300 "fair share" membership. Household shoppers are not eligible to serve on the Board. Only one SNFC staff member may serve on the Board at any given time. Family or household members of a sitting SNFC Board member are not eligible to run for the Board.

Reference: SNFC Bylaws Section 8.01.

A prospective candidate for a seat on the Board of Directors shall secure the nomination by one of the following methods:

- a) Review and recommendation by the and nomination by the board.
- b) Petition signed by three percent (3%) of the membership. This petition must be received by the Nominating Committee pursuant to the timeline established in the Election Code.

To be recommended by the Nominating Committee for nomination by the Board of Directors, submit a [Statement of Interest](#) to the Nominating Committee by close of business on the date of the May Quarterly Member Meeting (see [Election Timeline](#)). The Nominating Committee will contact candidates to schedule a time to discuss interest and qualifications, as well as answer questions about Board service. Following that discussion, submit the Declaration of Candidacy Form and signed Directors Code of Conduct form [in accordance with the Election Timeline](#). Recommended candidates will be informed, and presented to the Board of Directors for confirmation vote at [or prior to](#) the ~~July~~ Board meeting.

~~If you are petitioning for candidacy, your petition is due to the Nominating Committee in accordance with the Election Timeline. To petition for candidacy, candidates must still submit a Statement of Interest by the due date listed in the Election Timeline. A member that is not selected by the Nominating Committee may then petition to run by~~

gathering signatures of 3% of active members. Contact the Board Administrator to obtain a copy of the approved petition form [and to learn approximately how many signatures are required](#).

Declarations of Candidacy Form and signed Code of Conduct Form are due for all candidates on July ~~17, 20~~.

### **Guidelines for Candidate Statements**

Each candidate must prepare a statement of their position to be included in the ballot and posted on the website. Candidate statements must be no more than 275 words, not including the title (“Candidate Statement of (name)”), and must be submitted by e-mail to the Board Administrator at board-admin@sac.coop. Candidate photos and videos must be scheduled, and will be done through Co-op staff, for consistency and fairness. Contact the board administrator for details on this procedure.

All candidates ~~should~~ must participate in the “Meet the Candidate’s Night” Election Forum. Every candidate will be given an equal opportunity to make a brief statement and respond to a set of questions made available in advance, as well as those asked by members, if time allows.

### **Procedures for Withdrawing Candidacy**

A candidate may withdraw by submitting a request to the Election Committee.

- The request is appended to the candidate’s Declaration of Candidacy and a notice of withdrawal posted in the store and online.
- If practical, the candidate’s name and statement are removed from the ballot and ballot pamphlet or a notice of the withdrawal is included in every ballot packet.
- If ballots have already been prepared and mailed, votes will not be counted for a withdrawn candidate.

### **Guidelines for Proposing a Measure and Bylaws Amendments**

This is general information for SNFC members interested in putting a measure on the ballot for a vote of the membership. Any member attempting this process should consult the SNFC Bylaws and Election Code for more detail, as well as the General Election Timeline.

#### **What is a Measure?**

A measure is a question or statement put on the ballot of an SNFC election to be voted upon by the members of the Co-op. It may be something new (an initiative) or a response to something that has already occurred (a referendum). In addition, a measure may be an “advisory survey” (e.g., not binding, but intended to take the pulse of the membership for Board consideration). Measures require a simple majority to pass.

In general, measures are included on the ballot in the annual General Election, which takes place in the fall.

All measures must be reviewed by the Board of Directors, or designee(s), to make sure that they do not conflict with California or Federal law, the existing Bylaws or the Cooperative Principles.

There are two ways that a measure can be submitted to the membership for a vote:

1. The Board of Directors approves a measure for the ballot (by simple majority vote).
2. A petition stating the action requested signed by ten percent (10%) of the membership is received by the Board Secretary.

Due dates for measures sponsored by the board or by the membership are outlined in the [Election Timeline](#). The last day for members to submit a measure is the date of the Quarterly Member Meeting in May.

An advocate for a measure will have to fulfill the responsibilities of "sponsor." Sponsors are responsible for the following:

1. Following all authorized campaign practices as described in this packet and detailed in the Election Code.
2. At the request of the Board, agreeing to change the wording of any measure to meet legal or other guidelines. Proposed measures that do not meet legal standards may be rejected by the Board.

Per Bylaws section 10.05(b) and other Board policies, proposed ballot measures are reviewed by the Board's Policy Committee prior to the Board certifying any measure for inclusion on the ballot.

All measures must be certified by the Board by its August meeting and posted in the store and online within two days following certification. Instructions for submitting arguments for and against a measure will be included in the posting.

### **Bylaws Amendments**

Amendments to the Bylaws may be proposed by:

1. A 2/3 vote of the Board of Directors
2. A petition signed by fifty (50) Members or 5% of the Membership, whichever is greater.

Proposed Bylaws changes shall be submitted to a committee assigned by the Board. This committee shall:

1. Check the proposed amendment for legality, for conflict with other Sections of the Bylaws, and for proper language.
2. Notify the Membership, in writing, of the proposed amendment.
3. Hold a publicized meeting to discuss the proposed amendment.
4. Amendments to these Bylaws shall be adopted by a two-thirds (2/3) majority of those voting as prescribed in the Election Code.

### **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 defined as 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 of 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 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.
- 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. Weeks begin on Monday and end on Sunday.
- 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 (Monday-Sunday) 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. These restrictions do not apply to events or locations that are not in direct view of the Co-op or sponsored by the Co-op.

**Commented [BJ1]:** Barbara: CS staff did not seem to be able to check last year – can this be fixed and trained on?

**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, chair, and tablecloth - or other items for-for candidates tabling in designated campaign space. During tabling, candidates are permitted to make limited

~~use of the Co-op's shopping carts to assist in presenting election materials, 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:

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.

	Jan. 2020	Feb. 2020	Mar. 2020	April 2020	May 2020	June 2020
Board Education & Development	Board Retreat Part 2 January 30	Co-op Café February 29		CA Co-op Conference April 26-27		CCMA, June 4-6 Sioux Falls, SD
Board Engagement Opportunities	Member Quarterly Article Due 1/9 Charles		Quarterly Meeting Monday Mar. 9	Member Quarterly Article Due 4/9	Quarterly Meeting Thursday May 14	
Required Agenda/ Packet / Executive Session items	Patronage Refunds  Preferred Shares Dividends	Election Schedule		BCDNC plans & Candidate Packets	Review SCCF Grant Proposal	GM Evaluation process  Ballot Measures
Executive Limitation Reports	No Reports	Global Ends B1 & B3	No Reports (Quarterly Meeting)	B4, B5, B6	B1 & B3	No reports
Board Process Monitoring Reports	C6 – Officers' Roles	C3 – Agenda Planning & C4 Board Meetings	No Reports (Quarterly Meeting)	C – Global Governance & C1 – Governing Style	D4 – Monitoring GM Performance	C7- Board Committee Principles & C8 – Governance Investment
Co-op. Community Happenings		Member Days February 15-23		Earth Day Bulk Sale Apr 22-23	Member Days May 9-17	

	July 2020	August 2020	Sept. 2020	Oct. 2020	Nov. 2020	Dec. 2020
Board Education & Development			CBLD Sept. 12	Director Orientation	Director Orientation	
Board Engagement Opportunities	Member Quarterly Article Due 7/16		Quarterly Meeting Wednesday Sept. 9	Member Quarterly Article Due 10/16		Quarterly Meeting Dec. 12  Member Quarterly Article
Required Agenda/ Packet Items/ Executive Session		Board Budget (By August 31)  Call for Officer Interest  ENDS Policy Review	General Election  GM Annual Review & Compensation Discussion	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 Reports	No Reports	D -Global Management Connection & D1 Unity of Control	D2 – Accountability of the GM & D3 Delegation to the GM	C5 – Directors Code of Conduct	C2 – The Boards' Job
Co-op. Community Happenings		Member Days August 15-23	Farm to Fork  SBF Autumn Equinox – Sept. 19		Board Retreat Nov. ?	Member Days December 12-20