



Board of Directors Meeting
Date: July 13, 2020
Time: 6pm

Facilitator: Mark Goehring

Time	Topic	Information/ Action	Presenter
6:00pm	Preliminaries Introductions Agenda Review Review tasks from June meeting Review and accept June meeting Minutes Announcements	Share/ Listen Review Review Review/Decide Share/ Listen	Delfina Delfina Stacie All Delfina / BOD
6:10pm	Member Comments (Submitted in Advance)	Information	Delfina
6:15pm	General Manager Report	Information	Sean/ Tyler
6:25pm	Committee Reports BCDNC Engagement & Education Policy Committee Finance Committee Election Committee	Information Information Information Information Information	Steven Kim/Delfina Barbara Charles Joseph
6:30pm 6:35pm	Discussion Topics BCDNC Proposal Election Committee Proposal	Information/Action Information/Action	Steven Joseph
6:45pm	Board Decisions 2020 Financial Audit <ul style="list-style-type: none"> Vote to approve Auditors 	Action	Glenn
6:50pm	GM Reports B4 – Membership Rights & Responsibilities B5 – Treatment of Consumers	Information/Action Information/Action	Tyler/ Sean Tyler/Sean
7:00pm	Closings Review Board Calendar Review Tasks & Assignments	Review Review/ Add/ Edit	All Admin

The Board will meet via Zoom Webinar. To attend the meeting, you must **pre-register in advance** using the link below.

https://us02web.zoom.us/webinar/register/WN_6pXWaAg-QkGoMboT4YWukw

Attendees must be a Co-op member or household shopper. Registrations will be verified prior to approval. Once an attendee is approved you will receive a confirmation email with instructions on how to join the meeting as well as a link to submit questions or comments to the Board in advance.

Attendees must register by 4pm on July 13 to be pre-approved to attend the meeting. All comments and questions must be submitted at least one hour before meeting time.



Board of Directors Meeting Unapproved Minutes

Date: June 8, 2020

Convened: 6:00pm Adjourned: 6:53pm

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:

Notetaker: Stacie Larkin Meeting Chair: Delfina Meeting Facilitator: Mark Goehring

PRELIMINARIES

Introductions of the Board and staff took place.

Agenda Review

Motion to approve agenda - Delfina

Second - Barbara

Zina made a comment about an agenda item that she believed should be added. No specifics.

Agenda approved as submitted.

Tasks from previous meeting reviewed

Tasks reviewed

Delfina clarified some tasks related to the Member Quarterly publication.

Approve Minutes of Prior Meeting

Motion to approve May meeting minutes - Barbara

Second - Delfina

No discussion.

All in Favor

Meeting Minutes approved.

Announcements

Steve Maviglio addressed the Board and meeting attendees and made an apology for comments that were shared online.

Delfina announced this would be the last meeting with IGM Tyler Burch, and thanked him for his service to the board.

Member Comments

Delfina Vargas (President/Board Chair) addressed the attendees and stated that comments for this meeting would be suspended, but that everyone who submitted comments would receive a personal reply and correspondence from the Board.

General Manager Report

Tyler Burch (IGM) gave an overview of operations and current ongoings related to Covid response and new/ongoing programs and responses by the operations team.

Committee Reports

GM Search Committee

Report included in packet. New GM will be starting on June 29. Steve thanked staff and members of the committee. There will be some virtual events scheduled for members to interact with the new GM.

Policy Committee

The Policy Committee met with Board Consultant Mark Goehring to discuss taking on the possibility of writing up a report on the self monitoring survey results, and agreed to do that. Also discusses policy C5 and the initial draft was included in the board packet. Committee plans to take a deeper dive and do some further revisions.

Member Engagement and Education Committee

No Update.

Finance Comm

Met loosely, will recommend to keep Wegner as our auditors for the 2020 audit.

BCDNC

Report and proposal included in the packet.

Board Decisions

Motion: To accept the BCDNC Report as outlined in the board packet - Steve

Second: Charles

Discussion: Steve gave an overview of the process, there were a record number of interested members this year. Ultimately they interviewed a majority of the candidates, developed an impartial rating process and came up with a slate of 7 candidates to propose to the Board. Zina shared a few comments. Committee members Wilson Head and Michelle Reynolds came on the call and shared their experience with the process. Kim made a comment that all interested members should be allowed onto the ballot. Barbara and Charles both made comments in favor of the committee process.

Vote

In Favor: Charles, Steven, Delfina, Glenn, Barbara

Opposed: Kim

Abstain: Zina

Motion passes, the slate of candidates put forth by the BCDNC Committee is accepted by the board and those candidates will be approved for the 2020 ballot.

Motion: To accept the B3 Monitoring report (Asset Protection) - Barbara

Second: Charles

Discussion: no questions or discussion.

In Favor: Barbara, Glenn, Kim, Steven, Charles, Zina, Delfina

Opposed: none

Abstain: none

B3 Monitoring report is accepted.

Motion: To accept B6 (Staff Treatment and Compensation) as submitted - Delfina

Second - Steve

Vote

In Favor: Barbara, Glenn, Charles, Steven, Zina, Delfina, Kim

Opposed: None

Abstain: None

B6 Monitoring report is accepted.

Board Self-monitoring

Policies C7 & C8

One comment was made. Some discussion about the Policy Committee review of the policies and the surveys.

CLOSINGS: Review Tasks & Assignments

No tasks or assignments recorded. Delfina asks all board members to communicate any vacations or time away.

ADJOURN MEETING

Motion: Charles

Second: Zina

Vote: All in Favor

Respectfully submitted by,

Stacie Larkin

Executive Assistant

Board Candidate Development and Nominating Committee report
Submitted by: Steven Maviglio

The Committee is recommending and implementing the following efforts as part of its chartered direction to educate members about the six candidates for the Board of Directors.

- TWO Zoom candidates nights (scheduled members meeting 9/9 and another, possibly, on 9/14, 7 pm. after our board meeting, right before voting begins);
- Recording both events and posting on the website and social media for member access;
- Social media/email/website promotion of both the events and the recordings;
- For the Member Quarterly that will be received in August, paragraph of introduction + photos of the nominated candidates (not to be confused with the ballot statement);
- For the website, these paragraphs from the member quarterly, and written answers to three of the questions in the interview; and
- For the website and social media, candidate videos (filmed by Co-op).

We believe these efforts provide more than ample opportunity for members to have sufficient exposure to candidates to make an informed decision, maximizes member participation in organized events (and our member meeting), minimizes impact on staff, and eliminates confusion with any other Board related events planned for the Summer and Fall. Equally important, it provides structure and focus. This is significantly more than we've ever done as a Coop and way more than other neighboring coops are doing/have done to engage our members.

Election Committee Report to SNFC Board of Directors
July 2020

The Election Committee is submitting this report in response to Board directives and requests. Each directive or request is set forth below and is immediately followed by the Election Committee's recommendation or comments.

April 13, 2020, Board Directive to Review Election Code Language

At the April 13, 2020, Board meeting, the Board voted to direct the Election Committee to review the language regarding campaigning on public property. The Board's concern is that the language "could be viewed as banning free speech on public property."¹

The Board's request did not point to any specific language. It is the Election Committee's understanding that the language at issue is included in the Election Information Packet and states:

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. . . 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 are not sponsored by the Co-op.*

The language was first incorporated into the Election Code by the Board as part of the 2019 election cycle. For 2020, the italicized sentence was added to this section. The Election Committee understands the Board's concern with the language; however, whether or not the language constitutes a free speech violation is a legal question and the Election Committee recommends the Board seek assistance from its legal counsel on this matter. The Election Committee does not have the capacity to provide legal opinions to the Board. The Board may also initiate amendments to the Election Code, sua sponte. (SNFC Bylaws, § 10.02.)

At the April 2020 Board Meeting, the Board unanimously approved the above language as part of the 2020 Election Information Packet and, consequently, incorporated the language into the Election Code. The 2020 election is underway and the Election Committee is hesitant to alter the Election Code in the midst of an active election cycle. However, if it is determined that any part of the Election Code is illegal, the Election Committee, at the direction of the Board, will immediately act to recommend necessary changes. Regardless of whether the Board seeks a legal opinion, the Election Committee intends on revisiting this language as part of its preparation for the 2021 election cycle.

¹ SNFC April 13, 2020 Board Meeting Minutes, <https://sac.coop/wp-content/uploads/2020/05/BOD-Meeting-Minutes-2020.04.13-1.pdf>.

June 12, 2020, Request to Revise Tabling Policies

On June 12, 2020, Director Maviglio sent the Election Committee an email with the following requests:

At the last Board meeting, the Board approved the nomination of the Board Candidate Committee's 7 quality candidates for 2 seats.

Some things came up during the interview process that I want to put on your radar. I realize it's still off into the future, but wanted to make sure you were thinking about this.

1. We had a few questions about how candidates would be able to campaign because of COVID19 restrictions. I would imagine there would need to be some revision to the tabling policies?
2. We had a few questions, because of the above, if there would be a more robust social/virtual channel for members to learn about the candidates. If you haven't seen it, the Briarpatch co-op did their candidates night virtually (which I believe we also are likely to do). <https://www.briarpatch.coop/vote-2020/>. The meeting was posted on their website and widely promoted on social. Not sure if that's your committee's responsibility to ask for that or the Board Candidates committee (which conducts that meeting), but let's make sure it doesn't fall thru the cracks. I'm thinking Stacie has that all planned out!
3. Briarpatch also did something unique that would be great if we could investigate. It donated \$2 for every vote cast in the Bear Yuba Land Trust's Forever Farms Project. Voting turnout soared. I contacted their Board Prez and GM, and they're not 100% sure if the increase was tied to that (they also think being stuck at home during COVID contributed), but turnout was a record. Just food for thought and obviously would require planning and coordination.

Director Maviglio specified the request in a June 16, 2020 email, stating:

I would imagine the Tabling requirements would have to be amended because of COVID-19. I believe those are the duties of the Election Committee, and would require Board approval to change anything.

The Election Committee agreed to review tabling policies. However, with regard to Requests 2 and 3 in Director Maviglio's June 12, 2020, email, we defer to the Nominating Committee and Board, respectively.

With regard to tabling revisions, the Election Committee's recommendation is to eliminate tabling, as we know it, for the 2020 election, and institute virtual/telephonic opportunities for candidates to interact with Co-op membership.²

² The Election Committee's recommendations assume the Nominating Committee's proposal to host two virtual "Meet-the-Candidate" events in September is approved by the Board.

Using a web-based video platform (such as Zoom) the Co-op will develop a schedule of three opportunities for members to meet with candidates in real-time. The schedule will be developed in advance, emailed to membership, and posted in the store. Our initial plan is to schedule 1 event in July and 2 events in August. Candidates can choose to participate in as many or as few as they like and, as candidates sign-up for scheduled dates, membership will be updated as to who will be in attendance.

Each event will effectively be moderated by Co-op staff to ensure smooth sailing. The candidates will be labeled as “panelists,” meaning they will have freedom to speak and answer questions without restriction. Membership will participate as an audience and be able to signal using a “raised hand” button when they have a question to ask. Members will ask live questions and receive live responses. There will also be a function for members to type in questions, if they don’t feel comfortable speaking (members participating won’t be on camera).

June 16, 2020, Request to Review Signature Gathering Practices

On June 16, 2020, Director Maviglio, through a series of emails, requested the Election Committee review the signature gathering process for petitioning. Specifically, Director Maviglio expressed concern with how a petitioner can gather signatures given Covid-19 restrictions:

How can 6 ft social distancing be maintained if a (potential) candidate is seeking a signature or to hand out a brochure? Will the pens be wiped down after each signature? These are the reasons that signature gathering for statewide ballot measures was curtailed -- it's a safety risk. The Election Committee needs to think about this not only for candidate petitions or recall petitions but for candidates for the Board once campaign season begins. That is why I suggested alternatives in my initial email.

The Election Committee’s recommendation is to maintain the current signature gathering requirements for candidate and recall petitions, but require the petitioner to scan and email the completed petition to Co-op staff, instead of turning in a paper petition. This protects staff from any risk involved in handling the paper petition. Additionally, the petitioner should be advised to follow CDC guidelines while engaging in the signature gathering process.

With regard to campaigning for Board candidates, the Election Committee has proposed its virtual tabling schedule. Any other candidate education efforts that require Covid-19 related adjustments are within the purview of the Nominating Committee.

Member Engagement and Education Committee's (belated) Annual Plan

MEEC's purpose is to support the Board's strategic plan by:

1. Creating a plan to educate members on the value of membership and cooperatives
2. Establish a plan for member dialog using a variety of venues
3. Draft an annual plan for member engagement (MEEC members interpreted the board's strategic plan to mean hiring a GM.)

The member engagement committee is also involved in coordinating with staff the program for quarterly member meetings.

Given that COVID19 arrived as we were starting to make plans for the year, we were unable to move ahead with developing plans until we gained further insight on how we might engage members during the pandemic. The committee also recognized that the staff's priorities had to be on operations as they navigated how to safely keep the store running. As a result, MEEC did not initiate member engagement efforts during the first part of the year, but with help from Steve and staff, a very successful quarterly member meeting was held in May.

Among the ideas first proposed was to organize opportunities for members to meet the new GM once hired. However, at that time we did not realize that the GM Search Committee's charter instructed that committee to "plan orientation of new manager and introduction to board, staff, and membership." That committee has planned two forums for July 27 for members to dialog with Sean and board directors.

The quarterly member meeting on Sept. 9 will provide members another opportunity to meet and dialog with Sean and board members. MEEC will lead this part of the meeting and the second part of the meeting, the Candidates Forum, will be led by the BCDNC.

MEEC members are currently discussing organizing a member engagement event focused on cooperative principle # 7 Concern for Community as it relates to social justice and race. This would be in addition to the December quarterly member meeting. More details to follow.

While MEEC may not have been as active as it initially hoped for, I'm pleased to report that other committees are leading efforts to educate and engage with members. It's my hope that the board recognizes the value in committees collaborating with one another instead of working in silos or presuming that one committee is valued more than another. We're all on the same board, afterall.

Respectfully submitted by Delfina Vargas

	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		GM Evaluation process Ballot Measures
Executive Limitation Reports	No Reports	Global Ends B1 & B3	No Reports (Quarterly Meeting)	No reports	B1	B6 & B3
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			Member Days May 1-31	

	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	B4 & B5	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