



Board of Directors Meeting

Date: July 8, 2024

Time: 6pm

Time	Item	Topic	Information/ Action	Presenter
6:00pm		General Business Introductions Agenda Review Review Tasks from June Meeting Member Comments (2 minute limit)	Information Information Information Information	Manny Manny Lizz Manny
		Consent Calendar June Meeting Minutes	Action	Manny
		General Manager Update GM Update B4 - Membership B5 - Customer Experience B6 - Staff Treatment and Compensation	Information Action Action Action	Brian M. Brian M. Brian M. Brian M.
		Committee Updates General Manager Evaluation Nominations	Information Information	Manny Brian P.
	1	Action Items Nominations Committee Charter	Action	Brian P.
8:00pm		Closings Announcements Review Board Calendar Review Tasks & Assignments Check-in: How the meeting went	Information Information Information Information	All Admin All All

June Meeting Minutes p.2
 Annual Meeting Agenda p.5
 Nominations Committee Charter p.6
 Board Calendar p.8



Board of Directors Meeting Unapproved Minutes

Date: June 10, 2024

Convened: 6:01pm Adjourned: 7:20pm

Directors Present: Manny Leon, Barbara Mendenhall, Arnold Sowell, Alexandria Jang, Delfina Vargas, Felicia Thomas-Hill, Brian Pimentel, Prasanna Regmi

Director(s) Absent:

Staff Present: Brian Munn (General Manager), Tyler Burch (HR Director), Angela Borowski (Finance Controller), Nova Weatherwax (Merchandising Director), Cristina Caylor (Store Manager)

Members and Guests Present: Members attended in person other members attending via ZOOM

Notetaker: Lizz Ortiz Meeting Facilitator: Manny Meeting Chair: Manny

PRELIMINARIES

Introductions took place.

Agenda Review:

Motion to approve the June agenda - Brian P

Second - Alex

Agenda approved

Tasks from previous meeting reviewed

Tasks reviewed

Member Comments:

Consent Calendar:

Motion to approve the Consent Calendar which includes May meeting minutes - Barbara

Second - Arnie

Motion approved

GM:

Staff survey, there is a doodle poll to set up a meeting for Erin Shelby for an informational session.

Staff mini game - the staff did a wonderful job, we accomplished 8 out of the 9 metrics that were being scored.

Marketing manager position is posted.

We are currently looking for a wellness manager

Farm - Orlando has sourced the trees, he would like to have these planted by the end of July.

Committee Updates:

Executive Committee -

In the packet there is a timeline for a General Manager review process, this timeline is different from what is stated in the committee charter due to the GM's medical leave that requires adjustment to the policy schedule.

Barbara would like to join the GM review committee

Review committee will meet before the next Board meeting.

Member Engagement Committee -

Shared is the meeting minutes for the Member Engagement Committee.
The annual meeting is at the B street theater on Aug 3rd at B street theater.

As seen in the packet the committee asked the Board to submit any educational components they would see beneficial for the Board . Prasanna will plan to speak with the Executive committee to see what can be implemented.

Office Hours are June 21st and June 28th.

Action Items:

Nominations Committee - 2024 Board Candidates -

The Nominations committee has provided in the packet the list of interested candidates along with a brief bio of each person, metrics and final recommendations from the Nominations Committee. Brian P. stated there were a total of 13 members who submitted interest in running for the Board. The committee decided to interview 9 of the 13 interested persons based on experience. The committee then decided to recommend two candidates per seat after all the interviews.

The scoring matrix was put together before the interviews began. Interviews were conducted in 20 min increments.

Motion to approve the Nomination Committees report and recommendations for the 2024 election - Manny
Second - Delfina

Barbara recommends that the Board includes the 7th person in the approval to be placed on the election ballot since the scoring between the 6th and 7th interviewees are very close. She also states that there seems to be a natural fall off in points after the 7th interviewer.

Friendly amendment to add the 7th person to the 2024 election ballot - Barbara

Bernadette echoed Barbara and stated as a note for next year to possibly use a five point system, since there was a use of half points on a three point scale.

Manny declined the amendment to the motion.

Discussion was had amongst the Board regarding the Nomination Committees recommendation.

In favor 5 /Abstain 3 / Not in favor 1

Motion approved

Discussion Items:

Office Hours -

For May there were no people that came to the Office Hours.

Suggestion to add a Zoom component so people are able to log in and hopefully there would be a higher participation rate.

Discussion was had regarding options to increase participation.

CLOSINGS: Review Board Calendar, Tasks & Assignments

Announcements:

CCMA-

Barbara read six takeaways from the conference.

Delfina stated the store received a lot of praise.

Alex stated it was very inspiring to be around like minded people.

Brian P. explained that being his first CCMA he was able to dive in and enjoyed meeting not only other Board Directors but staff and GM's.

The next CCMA will be in Duluth, Minnesota.

Tasks/Assignments

1. The GM Review Committee will meet
2. The Member Engagement Committee will reach out to the Executive Committee to discuss the education component possibilities for the Board
3. July Nominations Committee Update

ADJOURN MEETING AT 7:20pm

Motion: Barbara
Second: Brian P
Motion approved

Respectfully submitted by,
Lizz Ortiz
Board Administrator

Annual Meeting: 12pm to 1:30pm

Time	Topic	Lead	Topic/process
12 pm (10 min)	Welcome & introductions	Felicia or Prasanna	<p>Intention: Open up the meeting and explain the flow of the meeting</p> <p>This is an annual meeting and the Sacramento Foods Co-op.</p> <p>Meeting agenda- Explain the format of this annual meeting and how this meeting meets the requirements of the bylaws:</p> <ul style="list-style-type: none"> • We will have a small performance from the B street theatre. • Brian, the General Manager will provide a recap of what the store has achieved. • Arnie will highlight the financial accomplishment of the year. • We will hear from folks who received grants through the Farmers Resilience Program. • We will meet our candidates and hear from the Nominations chair on this year's process. • We have time dedicated for Q &A at the end of the meeting. • The annual meeting will adjourn at 1:30 pm
12: 10 pm (10 min)	Small performance from B street - Promotional piece	Jacob	
12: 20 pm (20 min)	State of the Co-op including Strategic planning	GM	<p>Intention: The General Manager shares information about the store. Shares what the co-op has accomplished and what its planning for the future.</p>
12:40 pm (10 min)	Financial	Arnie S.	<p>Intention: The members hear about the financial state of the co-op. We can go over patronage allocated last year, audit findings and the overall financial health of our co-op.</p>
12:50 pm (2 min)	Announce the Farmers Resilience Winners	Manny	<p>Intention: Share about the farmer resilience program and how much the co-op has done for the community.</p>
12:52 pm (8 min)	Winners share about themselves	Six o'clock farm (Glen and Marites)	<p>Intention: Invite a couple of winners to share how the funds will help their organization</p>
1:00 pm (10 min)	Meet Board Candidates, reminder event- Aug 21	Brian P.	<p>Intention: Introduce Candidates for the Board and share information regarding the elections including timeline and how its fully online through Simply Voting.</p>
1:10 pm (20 min)	Q/A	Board or General Mgr.	<p>Intention: Opportunity for dialogue with the membership</p> <p>Facilitator to read questions and comments from the cards and ask designated people to respond. Explain that this is done to be time efficient.</p> <p>Any questions that did not get answered will be followed individually by email.</p>
1:30 pm	Adjourn	Manny	<p>Intention: Wrap up the annual meeting.</p> <p>Manny to provide closing remarks- thank everyone for their commitment and participation. Invite members to continue and engage with staff and board.</p>



Charter

Nominations Committee

Type

Mandated standing committee per Co-op bylaws section 6.05.

Accountability

The Nominations Committee serves under the general direction of the Co-op Board. The committee has no independent authority to direct the General Manager or any Co-op staff or to commit any of the Co-op's resources.

Purpose

Provide support to the Board to perpetuate a strong, stable, and well-informed Board, recruiting and educating prospective candidates for the Board and assisting in recruitment for Board committees.

Specific Duties

1. Establish and maintain a recruiting plan to develop and attract strong candidates for the Board.
2. Establish and maintain a candidate recommendation procedure for Board approval that is open to all qualified members, and ensures fair consideration of prospective candidates' skills and background while practicing the values of diversity, inclusion, and equity. Require a letter of interest from prospective candidates as part of the application process.
3. Establish and maintain an education program for prospective candidates. The program may include reading the Board Director's job description and roles and responsibilities, reading our bylaws and attending two Board meetings.
4. Coordinate and conduct timely communications with members interested in being a Board director, including Board members up for re-election, to ensure deadlines are met and interested members receive feedback on committee decisions.
5. Recommend a slate of qualified candidates to the Board for the annual election of Board directors and provide a short introductory paragraph about each of the prospective candidates to the Board prior to the meeting at which the Board votes on nominations
6. Organize and host events for nominated candidates to meet and engage with members.
7. Establish and maintain a procedure for recommending potential appointees to fill Board vacancies. This includes:
 - a. Contact any previously unelected or qualified but un-nominated candidates to ask if they are interested in appointment.
 - b. Outreach to all qualified members to solicit additional interested members if less than three prospects are available per 6.a.
 - c. Review the potential interested members, including conducting the committee's standard interview process and reviewing letters of interest, as well as resume or references if provided.
 - d. After identifying two or more interested and qualified candidates to fill a Board vacancy, present these names and their letter of interest (or a short introductory paragraph about each of the candidates), and resume or references, if available, to the Board and to the Board Administrator to arrange an opportunity for Board members to meet them prior to the Board meeting where the committee will recommend them for Board consideration and appointment.

Chair

A Board Member appointed annually by the Co-op Board.

Committee Make-up

The committee chair, an additional Board member, the Board Administrator, and any number of active members as determined by the committee chair. The Board Administrator shall serve as a nonvoting member on the committee to provide continuity, administrative support, and expertise in the Co-op's nominations policy. Committee members are selected through an interview process with the committee chair(s). Committee members may not be running in the upcoming election or applying to fill a board vacancy while serving on the Nominations Committee.

Meetings

The committee will meet as often as deemed necessary for its functions.

Budget

Included with the budget established for the Co-op Board.

Removal

Non-directors serving on a committee of the Board of Directors shall conform to the standards of conduct applicable to Board members set forth in California Cooperative Law and the cooperative's governance policies, even though such persons are not members of the Board of Directors. Should any non-director committee member fail to conform to these requirements they may be removed from the committee by the executive committee of the Board of Directors following a 15-day notice to the committee member of the proposed removal, including an opportunity to be heard by the executive committee at least 5 days before the proposed removal becomes effective.

	Jan. 2024	Feb. 2024	Mar. 2024	April 2024	May 2024	June 2024
Board Education & Development	Registration for CCMA: Open Virtual CBL 101- Jan 20	Finance Training for Directors - Feb 1	Effective Meeting Facilitation - March 13 All About Financial Statement Audits - March 27	Virtual CBL 101 - Apr 20	CCMA May 31- June 1 in Portland, Maine - Registration deadline May 16th Constructive Approaches to Handling Complaints About Your GM - May 8	
Board & Member Engagement Opportunities		Member Engagement Event Feb 8th	Call for Board Candidates Run For the Board Forum March Member Quarterly Article & Board Notes Due March 25	Candidate Nomination forms & Election Info Online	K Y`bYgg: UJf \$) "&&"&\$&('Uh) da	Member Quarterly Article & Board Notes Due June 20
Required Agenda/ Packet / Executive Session items	Patronage Refund Decision Election: Policy, Info Packet & Schedule Update Establish GM Evaluation Committee	Nominations & Education Committee Plan Approvals Preferred Shares Dividends Decision				Request for Proposal template to GM(GM compensation) Nominations Com. To Submit Candidates For Board Approval for Ballot Review Board Office Hours
GM Limitation Monitoring Reports	No Reports	B1 – Financial Condition and Activities	No Reports	No Reports	B1 – Financial Condition and Activities, B3 - Asset Protection & A – Ends	No Reports
Co-op Community Happenings		Member Days February 1-28			Member Days May 1-31	

	July 2024	August 2024	Sept. 2024	Oct. 2024	Nov. 2024	Dec. 2024
Board Education & Development	CBL 101 - July 20th			Director Orientation	Retreat	
Board & Member Engagement Opportunities		Annual Meeting Aug 3 @12pm Wellness Fair/Meet the Candidates Event Aug 21st @5pm	Meet the Candidate Event Sept 5 @5pm Member Quarterly Article Due & Board Notes Due	Call for Committee Members	Member Engagement Event	Member Quarterly Article Update & Board Notes Due Dec 23rd
Required Agenda/ Packet Items/ Executive Session	Treasurer gives Bay area CPI to Finance Com. Chair Annual GM Evaluation - completed by July 31st	Board Budget (by August 31) ENDS Policy Review GM Compensation Packet Due Aug 31st	General Election Call for Board Officer Interest	Seat New Board Members Elect Board Officers Call for Committee Chair & Member Interest Columinate Contract	Board Committee Chair & Member Appointments	Co-op Member Committee Appointments
GM Limitation Monitoring Reports	B4 – Membership, B5 – Customer Experience & B6 – Staff Treatment and Compensation	B1 – Financial Condition and Activities	B2 –Planning and Financial Budgeting, B7 –Communication to Board, B8 – Board Logistical Support & B9 – Emergency General Manager(GM) Succession	No reports	B1 – Financial Condition and Activities, & B3 –Asset Protection	B – Global Executive Constraint
Co-op Community Happenings		Member Days August 1-31	Farm to Fork Festival Sept 5-21		Member Days November 1-30	

Calendar Items with date to be determined: CA Center for Co-op Development Conference

Register for Columinate Training: <https://columinate.coop/events/>