



Board of Directors Meeting

Date: October 14, 2024

Time: 6pm

| Time | Item | Topic | Information/ Action | Presenter |
|--------|------|--|--|--|
| 6:00pm | | General Business Introductions Agenda Review Review Tasks from September Meeting Member Comments (2 minute limit) | Information Information Information Information | Manny Manny Lizz Manny |
| | | Consent Calendar September Meeting Minutes | Action | Manny |
| | | General Manager Update GM Update | Information | Brian M. |
| | 1 | Action Items Seat New Board Directors - Election Report Elect Board Chairs Board Attendance Meeting Schedule Committee Chairs | Action Action Action Action | Manny / Laura Manny Manny Manny |
| | | Discussion Items Standing Committees - Member Appointments November Retreat | Information Information | Manny Manny |
| 8:00pm | | Closings Announcements Review Board Calendar Review Tasks & Assignments Check-in: How the meeting went | Information Information Information Information | All Admin All All |
| | | Closed Session Member Expulsion | | BOD |

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Election Report p.9

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Board of Directors Meeting Unapproved Minutes

Date: September 09, 2024

Convened: 6:06pm Adjourned to closed session: 7:19pm

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

Director(s) Absent: Delfina Vargas

Staff Present: Brian Munn (General Manager), Austin Cunningham (Senior Accountant), Nova Weatherwax (Merchandising Director), Cristina Caylor (Store Manager), Tracy Sellars (Marketing 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 September agenda - Barbara

Second - Brian P.

Agenda approved

Tasks from previous meeting reviewed

Tasks reviewed

Member Comments:

One member comment came in that was of operational concern that has been passed on to Cristina the Store Manager.

Board Office Hours comments - August:

A 30 year old member had some concerns regarding expanding. They stressed concerns regarding staff.

Another member had a suggestion regarding a public place for people to post community events such as a community bulletin board.

Nutritional info and recipes on websites should be easier to find.

Customer explained that calling the store and reaching someone is difficult. Explained their experience with staff while asking about this issue.

Consent Calendar:

Motion to approve the Consent Calendar which includes August meeting minutes - Brian P.

Second - Alex

1 abstain / 7 approved

Motion approved

GM:

GM Update

Our new Marketing Manager was introduced.

In August we had 162 new members join the Co-op. For the August mini game, the staff reached all of the financial goals!

Refrigeration went down last week, the team worked fast and was able to quickly help customers shop.

Meeting with the engineers for aardvark project tomorrow so will update at the next meeting.

Kim updated the Board on the completion of all the staff focus groups. This was enlightening and we were able to get in front of at least 60 staff members. We focused on what it is like to work here, what are the special characteristics of the Co-op, and what growth can look like. The GM will send out a memo to the staff to thank them for their efforts. Oct 1st there will be a meeting with management regarding the same questions. A Member survey will be open between Oct 14-21st. Active members as of Oct 1st will receive the survey.

B2 - Planning and Financial Budgeting

Motion to approve the B2 - Planning and Financial Budgeting as presented in the Board packet - Arnie
Second - Prasanna

Motion Approved

B7 - Communication to the Board

Motion to approve the B7 - Communication to the Board as presented in the Board packet - Alex
Second - Brian P.

1 no / 7 approved

Motion Approved

B8 - Board Logistical Support

Motion to approve the B8 - Board Logistical Support as presented in the Board packet - Barbara
Second - Brian P.

Motion Approved

B9 - Emergency General Manager (GM) Succession

Motion to approve the B9 - Emergency General Manager (GM) Succession as presented in the Board packet -
Arnie
Second - Barbara

Motion Approved

CLOSINGS: Review Board Calendar, Tasks & Assignments

Announcements:

Brian P. explained we had the Meet the Candidates Event last week, it was recorded and is currently on our website. A reminder to vote by Sept 24th.

Call for Board Officer Interest! This will be elected in October. There is also an interest to elect the Nominations and Elections committees chairs in October.

Priming members for how to join committees.

Member Quarterly, Delfina will write the Board Perspective.

Board retreat will be Nov 8-9th, 2024.

Tasks/Assignments

1. Finance Committee Meeting
2. Strategic Planning Timeline

ADJOURN MEETING to Closed Session AT 7:19pm

Motion: Barbara
Second: Bernadette
Motion approved

Respectfully submitted by,
Lizz Ortiz
Board Administrator

Closed Session Minutes - 9/9/24

Attendees: Arnie Sowell, Barbara Mendenhall, Bernadette Brogden, Manny Leon, Alexandria Jang, Prasanna Regmi, Brian Pimentel, Brian Munn, Felicia Thomas-Hill

Director(s) Absent: Delfina Vargas

Called to order by Manny Leon at 7:37pm

The board discussed the following topics:

- Member expulsion
- Columinate Service feedback
- Personnel discussion
- GM Evaluation (Brian Munn and Bernadette Brogden excused themselves from this topic)

Action Items:

- To approve the GM review letter submitted by the GM Review Committee and GM compensation. Motion made by Brian Pimentel; seconded by Arnie Sowell. Motion passed 6-0-1.

Motion to adjourn meeting by Brian Pimentel. Seconded by Barbara Mendenhall.

Meeting adjourned at 8:49pm

Evaluation Period: September 2024 - September 2025

| | | | Evaluation of Monitoring Reports | | | | | | |
|---|----------------|-------------|----------------------------------|----------------------------|-----------------|-------------|--------------------------|--------------|----------|
| Policy Name | Scheduled Date | Actual Date | Submitted on time? | Reasonable Interpretation? | Data Provided ? | Compliant?* | If no, indicate severity | Action Taken | Comments |
| A - Ends | May 2025 | | | | | | | | |
| B – Global Executive Constraint | Dec 2024 | | | | | | | | |
| B1 - Financial Condition and Activities | May 2025 | | | | | | | | |
| B1 - Financial Condition and Activities | Aug 2025 | | | | | | | | |
| B1 - Financial Condition and Activities | Nov 2024 | | | | | | | | |
| B1 _ Financial Condition and Activities | Feb 2025 | | | | | | | | |
| B2 – Planning and Financial Budgeting | Nov 2024 | | | | | | | | |
| B3 – Asset Protection | May 2025 | | | | | | | | |
| B3 – Asset Protection | Aug 2025 | | | | | | | | |
| B3 – Asset Protection | Nov 2024 | | | | | | | | |
| B4 – Membership | April 2025 | | | | | | | | |
| B5 – Customer Experience | April 2025 | | | | | | | | |
| B6 – Staff Treatment and Compensation | April 2025 | | | | | | | | |

| | | | | | | | | | |
|--|-----------|--|--|--|--|--|--|--|--|
| B7 – Communication to the Board | Sept 2024 | | | | | | | | |
| B8 – Board Logistical Support | Sept 2024 | | | | | | | | |
| B9 – Emergency General Manager (GM) Succession | Sept 2024 | | | | | | | | |

*Compliance measured by each subcategory of the policy (eg. 4Y/1N = 4 sub-policy compliant, 1 not compliant).

Summary:



5160 Decarie Boulevard, Suite 502
Montreal, QC, H3X 2H9 Canada
1 (800) 585-9694

Sep 27, 2024

Sacramento Natural Foods Co-op
2820 R Street
Sacramento, CA
95816 United States

To Whom It May Concern:

The following election results are certified by Simply Voting to have been securely processed and accurately tabulated by our independently managed service.

Respectfully yours,

A handwritten signature in black ink that reads "Brian Lack".

Brian Lack
President
Simply Voting Inc.

Results - Sacramento Natural Foods Co-op 2024 General Election

Start: 2024-08-26 06:00:00 America/Los_Angeles

End: 2024-09-24 23:59:00 America/Los_Angeles

Turnout: 898 (9.6%) of 9348 electors voted in this ballot.

Note: 31 votes were manually input by the administrators.

ELECTION 2024 OFFICIAL BALLOT & CANDIDATE INFORMATION

| Option | Votes |
|-------------------|-------------|
| Prasanna Regmi | 545 (21.4%) |
| Alex Jang | 494 (19.4%) |
| Kelsey Brewer | 479 (18.8%) |
| Nathaniel Brown | 438 (17.2%) |
| Virginia Thompson | 339 (13.3%) |
| Amanda Buckingham | 257 (10.1%) |

VOTER SUMMARY

| | |
|---------|----------|
| Total | 898 |
| Abstain | 3 (0.3%) |



Election ID: 233353
To validate the authenticity of this report please contact Simply Voting at info@simplyvoting.com.

SNFC Co-Op Board of Directors

October 7, 2024

2024 Election Report

Here are the results of the Sacramento Natural Food Co-Op General Election for 2024. The election took place between August 26 and September 24, 2024.

VOTER DATA

2024 Voter Participation

- Voter turnout: **898**
- Eligible voters: 9,348
- Percent turnout: **9.6%**
- Abstentions: 3 (0.3%)

Historic Participation

- 2023 Board Election: 1474 of 8870 (16.6%)
- 2022 Board Election: 1208 of 8550 ballots (14.1%)
- 2021 Bylaws Update: 1519 of 10,997 (13.8%)
- 2020 Board Election: 1532 of 10,524 (14.6%)

BALLOTS

Online Ballots

- **867** online ballots were counted
- 9,348 emails with voting information were sent to eligible voters with an email address on file
- 433 emails bounced back either because of a bad email of file, or user unsubscribed from receiving the emails

Paper Ballots

- **31** paper ballots were counted toward the election results

- 32 paper ballots were returned and manually inputted; of those, 1 was invalid.
- 32 ballots were collected from the store and mailed to Simply Voting

2024 ELECTION OUTCOMES

Voters selected 3 of 6 candidates, and the top three vote-getters were elected:

| Candidate | Votes |
|--------------------------|-------------|
| Prasanna Regmi | 545 (21.4%) |
| Alex Jang | 494 (19.4%) |
| Kelsey Brewer | 479 (18.8%) |
| Nathaniel Brown | 438 (17.2%) |
| Virginia Thompson | 339 (13.3%) |
| Amanda Buckingham | 257 (10.1%) |

RECOMMENDATIONS

1. *Monitor member participation trends in SNFC elections.*

It is notable that this election marks the first time in the last 4 years that the member participation rate in the election has dropped below 10%. Here are a few year-over-year trends to keep an eye on:

- **More eligible voters.** This year, 9,348 members were eligible to vote compared to 8,870 in 2023. This is a 5.4%% increase in eligible voters.
- **Fewer members voted.** This year 549 fewer members voted, representing a 7 point drop in the percent of eligible members casting ballots, to 9.6% from 16.6% in 2023.
- **Fewer paper ballots were cast.** This year, 31 paper ballots were counted, compared to 329 ballots in 2023.

- **Fewer online votes were cast.** This year, 867 votes were cast online, compared to 1,145 in 2023.
- **Most votes were cast online.** This year, 97% of votes were cast online, with just 3% ballots cast using paper. Last year 22% of all ballots were cast using paper ballots.
- **Higher ballot delivery rate.** This year, 4.6% of emails bounced back compared to 5.9% in 2023.

How do our participation rates compare to other natural foods cooperatives?

Anecdotally, we've heard that it's not uncommon to have participation rates in the single digits, but strong participation has long been a point of pride for the SNFC.

Variability: Voter turnout in cooperatives can vary widely depending on factors like size, location, and the specific issues being voted on.

Limited Research: While there has been research on cooperative governance and member participation, specific studies focusing solely on voter turnout rates are less common.

Data Accessibility: Data on cooperative elections might not be readily available or publicly accessible, making it challenging to conduct a comprehensive analysis.

2. Increase marketing for elections.

Individual Paper Ballots Discontinued: The SNFC began offering online voting in 2017. However, up until last year we also mailed paper ballots to eligible members. Mailing individual ballots was more expensive than other mailers because each ballot had a unique voter identification number printed on it. In 2023, we mailed 7,645 individualized ballots to eligible members, and just 329 of those were returned – a return rate of 4.3%.

Given the considerable cost and low return rate, the decision was made to move to primarily online voting in 2024. A paper ballot was available at the Customer Service Desk to provide access, as needed.

Marketing Remained the Same: In 2024, the SNFC team promoted the election through all the usual channels: the newsletter, feature in the Member Quarterly, store signs, and social media. There were also two in-person Meet the Candidate events.

Given the decrease in participation, additional marketing efforts are advised. The Board and staff might consider less expensive ways to deliver a paper ballot to members.

| | 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 | Co-op Cafe - Aug 24th | | 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 Sept 24th Office Hours Sept 25 & 27 | Call for Committee Members | | Member Quarterly Article Update & Board Notes Due Dec 23rd |
| Required Agenda/ Packet Items/ Executive Session | Treasurer gives Bay area CPI to Finance Com. Chair | Board Budget (by August 31) | General Election Call for Board Officer Interest | Seat New Board Directors 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/>