



Board of Directors Meeting
Date: November 11, 2024
Time: 6pm

Time	Item	Topic	Information/ Action	Presenter
6:00pm		General Business Introductions Agenda Review Review Tasks from October Meeting Member Comments (2 minute limit)	Information Information Information Information	Manny Manny Lizz Manny
	1	Consent Calendar October Meeting Minutes	Action	Manny
		General Manager Update GM Update B1 - Financial Condition B3 - Asset Protection	Information Action Action	Brian M. Brian M. Brian M.
		Committee Updates Finance	Information	Arnie
	2	Action Items Board Member Committee Appointments Member Committee Appointments Attendance Policy Columinate Contract	Action Action Action Action	Manny Manny Manny Manny
8:00pm	3	Closings Announcements Review Board Calendar Review Tasks & Assignments Check-in: How the meeting went	Information Information Information Information	All Admin All All
		Closed Session Personal		BOD

October meeting min p.2
 Attendance Policy p.6
 2024 Board Calendar p.8
 2025 Board Calendar p.10



Board of Directors Meeting Unapproved Minutes

Date: October 14, 2024

Convened: 6:07pm Adjourned to closed session: 7:33pm

Directors Present: Manny Leon, Barbara Mendenhall, Arnold Sowell, Alexandria Jang, Brian Pimentel, Prasanna Regmi (left at 7:07pm), Bernadette Brogden, Delfina Vargas, Kelsey Brewer

Director(s) Absent: Felicia Thomas-Hill

Staff Present: Brian Munn (General Manager), 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 October agenda - Brian P

Second - Barbara

Agenda approved

Tasks from previous meeting reviewed

Tasks reviewed

Member Comments:

No Member Comments

Board Office Hours comments - September:

Barbara attended two office hours events, and spoke about a lady who came into office hours regarding operational issues - the bike rack. Another member spoke about the debts from the Elk Grove location.

Consent Calendar:

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

Second - Arnie

1 abstain / 7 yes

Motion approved

GM:

GM Update

Brian M spoke about possibly getting bike lockers rather than a bike rack but this is a decision that will have to be made by the City.

Fiscal 2024 finished really strong, currently putting together the financials.

The Member survey went out today, by 12pm we had over 300 surveys taken.

We bought the Farm Truck! Hoping to see some more items from our farm.

Our Marketing Manager has moved on, the position is posted back up and will be talking to a recruiter on Friday.

Brian will be out of the Co-op but available next week while at the XXL conference.

Kim Tucker - Ops meeting was completed on Oct 1, with all departments represented. They spoke about issues that needed to be addressed and how to move forward to better align staff. Discussed the growth of the Co-op and how that can look when moving forward.

Digital membership survey deployed today.

Board Retreat, 5:30pm Nov 8th at Revolution.

Action Items

Seat New Board Directors - Election Report

Motion to approve the Election report as submitted in the Board Packet - Brian P
Second - Delfina

Motion approved

Elect Board Chairs

Motion to nominate Manny to serve as the Board Chair - Barbara
Second - Arnie

Motion approved

Motion to nominate Alex to serve as the Vice Chair - Delfina
Second - Barbara

Motion approved

Committee Chairs

Motion to nominate Arnie as the Finance Committee Chair - Manny
Second - Bernadette

Motion approved

Motion to nominate Barbara as the Policy Committee Chair - Brian
Second - Delfina

Motion approved

Motion to nominate Bernadette as the Member Engagement Committee Chair - Prasanna
Second - Brian P

Motion approved

Motion to nominate Brian P as the Nominations Committee Chair - Delfina
Second - Arnie

Motion Approved

Motion to nominate Laura Kerr as the Election Committee Chair - Manny
Second - Bernadette

Motion approved

Board Member Committee Seating

Motion to appoint Delfina and Prasanna to the Finance Committee - Barbara

Second - Bernadette

Motion approved

Board Attendance Meeting Schedule

Recommend that Zoom option only be available for excusable reasons when Board Directors are absolutely not able to attend in person.

Attendance Tracker added to the Board Packet starting in October every year.

Motion to assign the Policy Committee Chair to look at current online attendance policy - Manny
Second - Alex

Motion approved

Discussion Items

Standing Committees - Member Appointments

Discussed the advantages and disadvantages of having staff on Board committees.

Talked about the process of how every member is appointed to a committee.

Looking at the Code of Conduct.

Relaying that it is up to the chair of each committee to recommend qualified candidates to be on the committees.

Checking if a previous employee left on good terms.

November Retreat Nov 9

8:30 am breakfast

9 am start time

4:30 pm Closing

CLOSINGS: Review Board Calendar, Tasks & Assignments

Announcements:

Manny discussed the B policy tracker

Finance committee needs to have a meeting

Tasks/Assignments

1. Finance Committee Meeting
2. Policy Committee - attendance policy

ADJOURN MEETING to Closed Session AT 7:33pm

Motion: Alex

Second: Barbara

Motion approved

Closed Session Minutes - 10/14/24

Attendees: Arnie Sowell, Barbara Mendenhall, Manny Leon, Alexandria Jang, Brian Pimentel, Kelsey Brewer, Delfina Vargas, Brian Munn

Director(s) Absent: Bernadette Brogden, Prasanna Regmi

Called to order by Manny Leon at 7:42pm

Motion to expel membership from member Josh Taylor by Manny Leon, seconded by Barbara Mendenhall

-passed 6-0-2 (for-against-abstain).

-a letter will be sent to inform the member of their expulsion and that paid equity can be refunded.

Motion to adjourn meeting by Barbara Mendenhall; seconded by Brian Pimentel.

Meeting adjourned at 7:49pm

Respectfully submitted by,
Lizz Ortiz
Board Administrator

Board Meeting Director Attendance and Late to Meeting Policy Proposals

November 11, 2024

Background:

At the October 2024 Board Meeting, as part of the “Board Attendance Meeting Schedule” agenda item, the Board discussed Director participation in Board Meetings by remote access. As noted below this option is provided for in the Bylaws. The Board discussed whether remote access should be acceptable as a means of attendance whenever a Director wanted or only when a Director was unavailable to attend in person. The Policy Committee Chair was asked to draft Governance Policy language to clarify that it is the Board’s policy that Directors only participate in Board Meetings in person unless excused by the Board Chair for reasonable inability to attend in person. Language about what constitutes being late to a meeting was also requested.

Relevant Bylaws Sections:

Section 6.04. Removal of directors.

(b) Any director may be removed by the Board of Directors upon the affirmative vote of at least 2/3 of the disinterested directors under the following circumstances:

....(2) the director has missed three Board meetings within a period of six months without being excused by the Chair of the Board for good cause;...

Section 6.11. Meetings by remote communication.

Directors may participate in a meeting of the Board of Directors by conference telephone, electronic video screen communication, or other electronic transmission if all directors participating can hear one another. The Co-op will provide reasonable means for members to hear and/or view remote or virtual meetings, and provide a means for member comment to the Board.

Proposed revision to Board Governance Policy – see new items #6 and #7:

Policy Type: Board Process Policy Title: C4– Board Meetings Adopted/Revised: April 1, 2011/July 10, 2023

We will use our Board meetings as a valuable and primary tool for the task of getting the Board's job done.

1. We will use Board meeting time only for work that is the whole Board's responsibility, avoiding topics that are not the best use of our time such as operational matters and personal concerns.

2. Meetings will be open to the membership except when an executive session is officially called.

a. We will use executive session to deal with confidential matters, as long as the purpose of the session is stated. When possible, announcement of the executive session should be on the published agenda.

3. We will attend to consent agenda items as expeditiously as possible.

4. We will seek agreement through discussion. We will finalize and document decisions through the use of motions, seconds and majority vote. We will use a relaxed version of Robert's Rules of Order.

5. If we must make a decision outside of a regular meeting, we will follow our bylaws, include all Board directors, and ensure that it is properly documented.

6. We will attend Board meetings in person unless unable to do so. If unable to attend in person for good cause, we will request permission from the Board Chair to attend by remote means. Remote attendance without prior request for Board Chair approval will constitute a missed Board meeting. Remote attendance approval may be granted after the meeting. If unable to attend a Board meeting for good cause, we may request excusal by the Board Chair.

7. We will arrive on time for Board meetings. We will be considered on time if we arrive after completion of the General Business section of the meeting and prior to consideration of any other agenda item requiring a vote. We will be considered late if we miss any agenda items, other than agenda review, requiring a vote. A pattern of late meetings may be considered missed meetings.

	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/>

	Jan. 2025	Feb. 2025	Mar. 2025	April 2025	May 2025	June 2025
Board Education & Development	Registration for CCMA: Open, early bird before April 11, 2025				CCMA - May 29-31, 2025	
Board & Member Engagement Opportunities		Member Engagement Event	Call for Board Candidates Run For the Board Forum March Member Quarterly Article & Board Notes Due March	Candidate Nomination forms & Election Info Online	Member Engagement Event	Member Quarterly Article & Board Notes Due June
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	July 2025	August 2025	Sept. 2025	Oct. 2025	Nov. 2025	Dec. 2025
Board Education & Development				Director Orientation	Retreat	
Board & Member Engagement Opportunities		Annual Meeting Member Engagement Event	Meet the Candidate Event Sept Member Quarterly Article Due & Board Notes Due Office Hours Sept	Call for Committee Members		Member Quarterly Article Update & Board Notes Due Dec
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