Board of Directors Meeting
Date: December 9, 2024
Time: 6pm

Time	Item	Topic	Information/ Action	Presenter
6:00pm		**General Business** Introductions Agenda Review Review Tasks from November Meeting Member Comments (2 minute limit)	 Information Information Information Information	 Manny Manny Lizz Manny
	1	**Consent Calendar** November Meeting Minutes	 Action	 Manny
		General Manager Update GM Update B - Global Executive Constraint	 Information Action	 Brian M. Brian M.
	2	**Action Items** Member Committee Appointments Attendance Policy Co-op Principles	 Action Action Action	 Manny Barbara 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 Personnel		 BOD

The Board will meet in person at SNFC, members are welcome to attend but the meeting will also be available to watch via Zoom Webinar. To attend the meeting via Zoom, you must **pre-register in advance** using the link below.
https://us02web.zoom.us/webinar/register/WN_3eCwda83TRWHwrZN17vVKQ

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.

Submit questions by 2pm the day prior to the meeting here: https://forms.gle/KykCdMSxwKgGAMvw8

Board of Directors Meeting
Unapproved Minutes

Date: November 11, 2024
Convened: 6:03pm   Adjourned: 6:58pm
Directors Present: Barbara Mendenhall, Arnold Sowell, Alexandria Jang, Brian Pimentel, Prasanna Regmi, Bernadette Brogden, Delfina Vargas, Kelsey Brewer
Director(s) Absent: Manny Leon
Staff Present: Brian Munn (General Manager), Angela Borowski (Finance Controller), Nova Weatherwax (Merchandising Director), Cristina Caylor (Store Manager), Tyler Burch (HR Director)
Members and Guests Present: Members attended in person other members attending via ZOOM
Notetaker: Lizz Ortiz   Meeting Facilitator: Alex   Meeting Chair: Alex

PRELIMINARIES
Introductions took place.

Agenda Review:
Motion to approve the November agenda - Barbara
Second - Bernadette
Agenda approved

Tasks from previous meeting reviewed
Tasks reviewed

Member Comments:
One member comment came in, regarding the consideration of opening another location, Brian M will send a response soon.

Board Office Hours comments -
October: One comment came in and was shared with the Board at the Board retreat. Brain M will be responding to this comment.

Consent Calendar:
Motion to approve the Consent Calendar which includes October meeting minutes - Barbara
Second - Delfina

Motion approved

GM:
GM Update
Currently we are still hiring for the Marketing manager position, two interviews have happened this week. Round two will happen after Thanksgiving.
Brian sent out a review / shout out that came from a former Whole Foods Executive, they shouted us out stating we are the best in class for the type of market we are in.
Currently Member Month ! There is a wine sale happening this month, save 20% on $100+ of wine.
Holidays are in full swing, we have some turkeys in, final shipment will be here next week. Working on signage to help direct customers through their holiday shopping.

B1 - Financial Condition
Motion to approve the B1 - Financial Condition as presented in the Board packet - Barbara

Second - Delfina
Motion Approved

B3 - Asset Protection
Motion to approve the B3 - Asset Protection as presented in the Board packet - Bernadette
Second - Kelsey
Motion Approved

Committee Updates:
Finance
The Finance Committee had a meeting. They discussed that they will have the discussion about the patronage refund in the December meeting.

Action Items:

Board Member Committee Appointments
Motion to remove Delfina from the Finance Committee and appoint to the Policy Committee - Alex
Second - Bernadette

Motion Approved

Motion to appoint Bernadette and Barbara to the Election Committee - Alex
Second - Delfina

Motion Approved

Motion to appoint Kelsey Brewer to the Nominations Committee - Brian P
Second - Delfina

Motion Approved

Motion to appoint Kelsey Brewer to the Member Engagement Committee - Bernadette
Second - Delfina

Motion Approved

Member Committee Appointments
Motion to appoint Tim Olson and Amanda Buckingham to the Finance Committee - Arnie
Second - Alex

Motion Approved

Motion to appoint Georgiana Pfost to the Policy Committee - Barbara
Second - Delfina

Motion Approved

Motion to appoint Kim Tucker to the Nominations Committee - Brian P
Second - Delfina

Motion Approved

Attendance Policy
Barbara explained that at the last meeting our Board Chair questioned the attendance policy for the Board Directors' attendance at Board meetings. The request was sent to the Policy Committee Chair to clarify the attendance policy. This is now provided in the Board packet.

Motion to approve the revised C4 policy as revised in the Board packet - Barbara
Second - Delfina

Directors discussed adding in verbiage regarding if someone wanted to leave a Board meeting early.

Barbara withdraws her previous item.

Motion to approve revised item 6 in the C4 policy - Bernadette
Second - Kelsey

Motion approved

The Policy Committee will bring back item 7 in the C4 policy in the December meeting.

Columinate Contract
Motion to opt into the Regular ($7,950) Columinate contract with Rose-Marie as our new consultant for 2025 - Bernadette
Second - Alex

Motion approved

CLOSINGS: Review Board Calendar, Tasks & Assignments

Announcements:
Thank you to Lizz for being the Board Administrator and providing support to the Board.

Prasanna spoke about the Finance committee meeting.

Tasks/Assignments
1. Policy committee C4 item 7
2. Finance Committee Meeting
3. Bernadette will bring Member appointments for the Member Engagement Committee

ADJOURN MEETING AT 6:58pm

Motion: Barbara
Second: Brain P
Motion approved

Respectfully submitted by,
Lizz Ortiz
Board Administrator

Board Meeting Director Attendance and Late to Meeting Policy Proposals

December 9, 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 revised item #6 which has been further edited as shown for clarity and new #7. Please also note that the document was shared with the entire Board prior to submitting it for the Board Packet:==

Policy Type: Board Process Policy Title: C4– Board Meetings Adopted/Revised: April 1, 2011/July 10, 2023/Nov. 11, 2024

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.

   a. If unable to attend in person for good cause, we will request permission from the Board Chair, preferably before the meeting, to attend by remote means.
   b. Remote attendance approval may also be granted after the meeting.
   c. Remote attendance without ~~prior request for~~ Board Chair approval will constitute a missed Board meeting.
   d. If unable to attend a Board meeting at all for good cause, we may request excusal by the Board Chair. (approved 11/11/24)

7. We will arrive on time for Board meetings and stay for the entire meeting, whether attending in person or, if approved, remotely. We may request, preferably in advance, Board Chair approval for arriving late or leaving early for good cause.

   a. We will be considered on time and attending the entire meeting if we arrive no later than completion of the General Business section of the meeting and prior to consideration of any other agenda item requiring a vote, and stay until the meeting is adjourned.

   b. Unless the Board Chair approves, we will be considered as missing the meeting due to late arrival or early departure if we miss any agenda items that require a vote, other than agenda review or approval of prior meeting minutes.

c. A pattern of missed meetings due to late arrival or early departure without Board Chair approval may be considered as grounds for removal from the Board.

	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`: U]f` $) "&&"&$&(´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**
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 & B6 – Staff Treatment and Compensation**	**No Reports**
Co-op Community Happenings		**Member Days February 1-28**			**Member Days May 1-31**	

	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
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 &	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		Member Days November 1-30	

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