



# Board of Directors Meeting Approved Minutes

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Date: December 9, 2024

Convened: 6:03pm Adjourned to closed session: 6:48pm

Directors Present: Manny Leon, Arnold Sowell, Alexandria Jang, Brian Pimentel, Prasanna Regmi, Bernadette Brogden, Delfina Vargas, Kelsey Brewer

Director(s) Absent: Barbara Mendenhall

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: Manny

## **PRELIMINARIES**

Introductions took place.

### **Agenda Review:**

Motion to approve the December agenda - Brian P

Second - Bernadette

Agenda approved

### **Tasks from previous meeting reviewed**

Tasks reviewed

### **Member Comments:**

Member comment came in regarding operational matters regarding products and our Store Manager responded properly.

Another comment came in regarding the Member quarterly, this member has been responded to by the Finance Committee Chair.

Board Office Hours comments -

Four members came in for office hours. Each member had conversations regarding the Board and governance.

### **Consent Calendar:**

Motion to approve the Consent Calendar which includes November meeting minutes - Bernadette

Second - Delfina

Motion approved

### **GM:**

#### GM Update

Holidays are here, Thanksgiving went really well. There felt like there was a lot of team bonding. No major out of stocks. Looking to head to Christmas with a turn out starting next week for the holiday shopping.

Last month was member month !

The farm - The truck went out to Orlando. There was some sun damage to the oranges. We will be able to recover a lot of the oranges though. There was a big fix of \$10K to get the refrigerator fixed. Currently Orlando is picking oranges and we should see those in the store starting at the end of the month.

Marketing Manager - Just finished the last interview today, had four great candidates and should have a decision by Wednesday.

B - Global Executive Constraint

Motion to approve the B - Global Executive Constraint as presented in the packet - Brian P  
Second - Kelsey

Motion Approved

**Action Items:**

Member Committee Appointments

Motion to appoint TuVara White, Virginia Thompson, Kathy Les, and Amanda Buckingham to the Member Engagement Committee - Bernadette  
Second - Delfina

Motion Approved

Motion to appoint Joe Barnett to the Finance Committee - Arnie  
Second - Bernadette  
Motion Approved

Attendance Policy

Motion to approve the revised attendance policy as presented in the Board packet - Delfina  
Second - Brian P

Motion Approved

Co-op Principles

Motion to adopt the 8th co-operative principle as exemplified by NCG - Bernadette  
Second - Prasanna

Discussion regarding if we needed to change our bylaws to reflect the 8th Co-op principle. Discussed tabling the vote till January to give more time to decide and place context in our board packet for next month.

Bernadette retracts their motion

Motion to adopt the 8th co-operative principle in compliance with our bylaws which states we have to adopt the NCG cooperative principles - Bernadette  
This attachment will be in the January Board packet

Second - Alex

6 approved / 0 opposed / 2 abstain

Motion Approved

**CLOSINGS: Review Board Calendar, Tasks & Assignments**

**Announcements:**

Board office Hours -  
Dec 17th 4-6pm (In person) : Bernadette

Dec 23rd 12pm - 2pm (Virtual) : Prasanna and Delfina

Finance Committee Meeting will be held before the end of the year

Tasks/Assignments

## 1. Finance Committee Meeting

### **ADJOURN MEETING AT 6:48 pm to closed session**

Motion: Brian P  
Second: Kelsey  
Motion approved

#### **Closed Session Minutes - 12/09/2024**

**Attendees:** Arnie Sowell, Alexandria Jang, Bernadette Brogden, Brian Pimentel, Kelsey Brewer, Delfina Vargas, Brian Munn, Manny Leon, Prasanna Regmi

**Director(s) Absent:** Barbara Mendenhall

**Called to order** by Alexandria Jang at 6:58pm

Topic: Personnel - GM Compensation

After answering general questions about the proposed document, Brian Munn and Bernadette excused themselves from the meeting.

Motion to approve GM Compensation Proposal as presented to the board for current and upcoming fiscal year by Manny Leon, seconded by Alex Jang.

- Discussion: this is not an approval for a raise and it is not all or nothing. Board members expressed that more information is needed.
- Manny requested board members who flagged more information is needed to email the specific feedback or requests so they can be shared with Brian M. This topic will be on the January agenda.
- Motion failed 3-3-1 (for-against-abstain)

Motion to adjourn meeting by Brian Pimentel; seconded by Kelsey Brewer

Meeting adjourned at 7:27pm

Respectfully submitted by,  
Lizz Ortiz  
Board Administrator