



Board of Directors Meeting

Date: January 13, 2025

Time: 6pm

Time	Item	Topic	Information/ Action	Presenter
6:00pm		General Business Introductions Agenda Review Review Tasks from December Meeting Member Comments (2 minute limit)	Information Information Information Information	Manny Manny Lizz Manny
	1	Consent Calendar December Meeting Minutes	Action	Manny
		Action Items Audit Approval Patronage Refund	Action Action	Auditors Manny
		Columinate Introduction to Rose Marie	Information	Manny
		General Manager Update GM Update	Information	Brian M.
	2	Committee Updates Nominations - Committee Plan Policy - Committee Member Appointment	Action Action	Brain P Barbara
		Discussion Items Co-op Principles	Information	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

December Meeting Min p.2
Nominations Committee Plan p.5
Board Calendar p.7



Board of Directors Meeting Unapproved Minutes

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

January 3, 2025

TO: BOARD OF DIRECTORS

FROM: Brian Pimentel (Chair), Kelsey Brewer (Board Member), Kim Tucker (Committee member)

RE: NOMINATING COMMITTEE BOARD RECRUITMENT PLAN 2025

Following is the 2025 Nominations Committee Plan to fulfill its charter. This plan aligns with the committee's purpose of supporting the Board in perpetuating a strong, stable, and well-informed governance structure by recruiting and educating prospective candidates.

Goals

- Recommend a slate of qualified candidates for the 2025 election of Board directors
- Ensure fair consideration of candidates while promoting diversity, equity, and inclusion in the recruitment process
- Host opportunities for members to meet and engage with candidates

The Committee requests that the SNFC Board, in collaboration with committee members, actively leverage their networks to identify and engage potential candidates for Board service. Early and ongoing outreach will ensure that prospective candidates are well-informed about the critical role directors play in guiding the strategic direction of SNFC. The committee remains committed to presenting a slate of nominees and election candidates that reflect the diversity and values of our community.

Key Strategies and Timeline

Recruitment

- Work with the SNFC Board and committee members to build a group of prospective nominees on an ongoing basis
- Publish recruitment information on the SNFC website by January 15th
- Use newsletters, store promotions, and social media to inform members of opportunities to run for the Board
 - Feb edition of Member Quarterly
- Conduct targeted outreach to local organizations to attract diverse candidates
- Host informational session (February 8th "Run for the Board" forum) and attend outreach event to educate prospective candidates about Board responsibilities
- Close interest forms by April 4th to finalize the candidate pool

Candidate Evaluation and Education

- Present the Committee's nomination procedure and scoring matrix to the Board for review and approval (Feb Meeting)
- Review applications and conduct interviews to ensure candidates meet qualifications
- Require candidates to attend two Board meetings and review governance materials as part of the education process

- Submit the slate of candidates by May 30th for Board approval at the June meeting

Member Engagement

- Organize at least two opportunities for members to meet the candidates:
 - Outreach event in August
 - Meet the Candidates September 4th
- Facilitate candidate introductions via the Member Quarterly and the Co-op's online platforms by August 15

Important Election Dates

- Candidate photos and statements due: June 27
- Candidate video submissions recorded and uploaded: August 15
- New directors will be seated during the October 13, 2025 board meeting

	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 CBL 101 - Jan 18th 8am				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 Establish GM Evaluation Committee	Nominations & Education Committee Plan Approvals Election: Policy, Info Packet & Schedule Update 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	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, A – Ends & 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		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/>