



Board of Directors Meeting Approved Minutes

Date: January 13, 2025

Convened: 6:02pm Adjourned to closed session: 7:25pm

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

Director(s) Absent:

Staff Present: Brian Munn (General Manager), Angela Borowski (Finance Controller), Nova Weatherwax (Merchandising Director), Tyler Burch (HR Director)

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 January agenda - Bernadette

Second - Alex

Agenda approved

Tasks from previous meeting reviewed

Tasks reviewed

Member Comments:

Board Office Hours comments -

Barbara and Bernadette attended office hours this last Friday. Some comments were for the Board and some were for operations. The member was interested in opportunities for member engagement.

Online participation for the zoom office hours: 0

Consent Calendar:

Motion to approve the Consent Calendar which includes December meeting minutes - Barbara

Second - Delfina

Motion approved

Action Items:

Audit Approval

Brian Dahik spoke on the behalf of Wegner CPA, he presented the auditors report. He gave an overview of the financial audit process which took place the last week of October and reviewed the auditors recommendations for the Board.

Patronage refund recommendation of \$150,000

Barbara pointed out that in the auditors letter there are things that we can be better at. She questions, what are the problems that could occur if the changes aren't made? Brian Dahik explains that there are controls put in place so that problems do not occur, although when there is a weakness or a deficiency Wegner will point that out, however their recommendations are just suggestions to be better to mitigate future problems.

Motion to approve the Financial Audit - Barbara

Second - Arnie

Motion Approved

Patronage Refund

Manny explained that this is the fourth year the Co-op has been able to give back to the Members.

Motion to approve the recommendation of the Patronage refund of \$150,000 - Barbara
Second - Prasanna

Motion approved

Columinate:

Rose Marie introduced herself as our new Columinate Consultant and gave a brief background of her experience.

GM:

GM Update

Brian M explained the year went well and the audit is now complete. He explains the numbers were strong and happy to be able to give back to the members.

Important Dates -

Member Quarterly, In February

Member Month - February

Director Retreat - Eco Farms

Cooperative Meeting - Feb 6th and Feb 11th

Staff Appreciation Week - Feb 17-21st

Safety training on the Farm for Orlando.

In the FYI this week there will be further details about the PAGA claim.

Kim Tucker :

The Strategic planning committee is requesting two Board Members to attend meetings.

- Prasanna
- Brian P
- Kelsey
- Barbara

Committee Updates:

Nominations

Brian P explained he submitted the committee plan and would like to amend the last bullet point to defer language to: "Encourage nominated candidates to attend two Board meetings and review governance materials as part of the education process"

Motion to approve the Nominations committee plan with the amendment that the last bullet point to defer language to: "Encourage nominated candidates to attend two Board meetings and review governance materials as part of the education process" - Arnie

Second - Delfina

8 for / 1 opposed

Motion approved

Policy

Motion to appoint Theadora Fuerstenberg to the policy committee - Barbara
Second - Alex

Motion approved

Discussion Items:

Co-op Principles

An email discussion was had about this, and the Board would need a bylaw revision to adopt this 8th principle from NCG.

The Board would have to come up with language to propose to the members.

Board Directors spoke about their opinions regarding the 8th principle from NCG.

Discussion to include DEI in our ENDS rather than our Co-op Principles.

No action was taken.

CLOSINGS: Review Board Calendar, Tasks & Assignments

Announcements:

Jan 15th the nomination form will be available on our website.

Barbara is not running for the Board, and would be interested in being the Election Chair.

Tasks/Assignments

1. Finance Committee Meeting
2. Member Engagement committee plan

ADJOURN MEETING AT 7:25pm to closed session

Motion: Alex

Second: Barbara

Motion approved

Closed Session Minutes – 01/13/2025

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

Directors Not Present: Bernadette Brogden (recused themselves)

Called to order by Manny Leon at 7:32pm.

Topic: Personnel – GM Compensation

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

Manny Leon moved to approve the GM Compensation Plan with COLA aligned at the Director level and to order the Executive Committee to finish the severance fee details as directed by the Co-op's lawyer. Motion seconded by Barbara Mendenhall.

Motion passed unanimously, 8-0.

Motion to adjourn by Brian Pimentel, seconded by Kelsey Brewer.

Closed session adjourned at 7:58pm.

Respectfully submitted by,
Lizz Ortiz
Board Administrator