



Board of Directors Meeting

Date: March 10, 2025

Time: 6pm

Time	Item	Topic	Information/ Action	Presenter
6:00pm		General Business Introductions Agenda Review Review Tasks from February Meeting Member Comments (2 minute limit)	Information Information Information Information	Manny Manny Lizz Manny
	1	Consent Calendar February Meeting Minutes	Action	Manny
		General Manager Update GM Update	Information	Brian M.
	2	Committee Updates Nominations Member Engagement	Information Information	Brian Bernadette
	3	Action Items Charter Revisions	Action	Barbara
8:00pm	4	Closings Announcements Review Board Calendar Review Tasks & Assignments Check-in: How the meeting went	Information Information Information Information	All Admin All All
		Closed Session Policy Governance Review		BOD

February Meeting Minutes p.2
 Candidate Recommendation Process p.5
 DRAFT MEC Charter Revision p.8
 Policy Governance Review p.10
 Board Calendar p.13



Board of Directors Meeting Unapproved Minutes

Date: February 10, 2025

Convened: 6:03pm Adjourned 7:29pm

Directors Present: Manny Leon (left at 7:05pm), 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), Bushra Imdad (Marketing 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 February agenda with the amendment to include a potential charter revision from the Member Engagement Committee - Alex

Second - Bernadette

Agenda approved

Tasks from previous meeting reviewed

Tasks reviewed

Member Comments:

Board Office Hours comments -

Bernadette explained that 4 people came to the office hours, 3 people were curious and came by talk about membership and member month. Bernadette suggests that during member months, maybe office hours could be held somewhere more visible during member months.

Consent Calendar:

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

Second - Brian

Motion approved

GM:

GM Update

Brian introduced some folks, UPK9, Michael, owner of the new security team that is working with the Co-op. Bushra Imdad, our new Marketing Manager.

Brian spoke about the Cooperative Staff Meeting, the morning session. We had about 38 people in that session. The evening meeting will be held tomorrow.

Staff appreciation week is next week, this will be super fun, we have a lineup of great things for staff next week.

Kim was hoping to have a Board and SLT meeting sometime in March, Lizz will be sending out a doodle poll for dates.

Brian talked about his experience at EcoFarms. The leadership team had a great time and was able to connect and become a stronger team to move forward in the strategic plan.

B1 - Financial Condition and Activities

Brian presented the report. Brian and Angela, our Finance Controller, answered questions regarding Blue Heron Farm, and debt to equity ratio.

Motion to approve the B1 - Financial Condition and Activities as presented in the Board packet - Barbara
Second - Bernadette

Motion Approved

Committee Updates:

Member Engagement

Motion to approve the committee plan as presented in the Board packet with the revision of one date - Alex
Second - Kelsey

Motion Approved

Election

Motion to approve the Elections policy, info packet, and schedule as presented in the Board packet -
Bernadette
Second - Arnie

Motion Approved

Nominations

Run for the Board Forum is on Feb 27th. Two people have RSVPd for the Forum.
Four people have already submitted interest in running for the Board.

Please RSVP if you would like to attend.

Finance

The finance committee met and explained they talked about the B1 report, preferred share dividends decision and the auditor.

Action:

Auditor approval

Motion to approve Wegners as our Auditor for this fiscal year - Barbara
Second - Brian

Motion Approved

Preferred Shares Dividends

Motion to approve the Preferred Shares Dividends Proposal of \$52,163.22, as presented from the Finance Committee - Delfina
Second - Prasanna

Motion Approved

GM Eval Committee

Manny explained the evaluation starts in June and goes through August.
Alex, Manny and Barbara. If there's more interest please let Manny know.

Member Engagement Committee

Motion to have the policy committee add the Annual meeting in the Member Engagement committee charter -

Bernadette

Second - Brian

Motion Approved

CLOSINGS: Review Board Calendar, Tasks & Assignments

Announcements:

CCMA Interest -

Barbara

Brian P

Kelsey

Brian - If interested in running for the Board, Run for the Board forum is Feb 27th

Tasks/Assignments

1. Member Engagement Committee Charter Revision by Policy Committee

ADJOURN MEETING AT 7:29pm

Motion: Bernadette

Second: Brian

Motion approved

Respectfully submitted by,

Lizz Ortiz

Board Administrator

DRAFT

2025 Nominations Committee Candidate Recommendation Process

Purpose:

To outline the procedure for the Nominations Committee to recommend candidates to the Board of Directors (BOD) of the Sacramento Natural Foods Cooperative (SNFC).

Procedure:

1. Initial Screening of Candidates:

a. Upon receipt of letters of interest from members, the committee will review all submissions.

b. In case there is a high volume of submissions, the initial screening will be conducted based on the following criteria:

- Previous experience serving on a board
- Special skillset or need that is currently underrepresented on the Board
- Attendance at the "Run for the Board" forum or a recent Board meeting
- Recent service on a Board committee

c. Candidates meeting at least one of the above criteria will be shortlisted for the interview phase.

2. Interview Process:

a. Shortlisted candidates will be invited to participate in either virtual or in-person interviews with the Nominations Committee.

b. The Board Administrator will attend the interviews to take notes but will not have a voting role.

c. Candidates will be provided with the interview questions in advance, along with information on the interview process to facilitate clear and concise responses.

3. Scoring and Evaluation:

a. During the interviews, candidates will be evaluated based on a scoring matrix. The criteria for scoring include:

- Previous governing board experience and/or understanding of SNFC Board Duties

- Experience with strategic planning and vision
- Finance experience
- Professional skills or expertise
- Ability to communicate well (oral and written), ability to respect diverse viewpoints and cooperate in group settings
- Values and welcomes diversity, equity, and inclusion

b. Each of the above categories will be scored on a scale of 1 to 4 points by each committee member, with a total of 7 categories. Thus, each candidate can score a maximum of 28 points per committee member.

c. With three interviewers scoring, the combined maximum score a candidate can receive is 63 points.

4. Recommendation Process:

a. After all interviews are conducted, each committee member will independently score the candidates.

b. The scores from all interviewers will be combined to generate a total score for each candidate.

c. Candidates will be ranked based on their total accumulated points, from highest to lowest.

d. The committee will aim to recommend two candidates per open seat to the Board of Directors. This approach helps narrow down the list to a manageable number and better ensures a diverse pool of highly qualified candidates.

e. The final recommendations will include the top-ranked candidates, ensuring that the number of recommended candidates aligns with the available board seats (e.g., 6 candidates for 3 open seats).

5. Submission to the Board:

a. The Nominations Committee will compile the final scores and rankings into a recommendation report.

b. This report will be presented to the Board of Directors, along with the rationale for the selections based on the scoring matrix and interview performance.

c. The committee will provide the board with an overview of the interview process, scoring methodology, and final recommendations.

Review and Updates:

This SOP will be reviewed annually and updated as necessary to reflect any changes in the nomination and selection process. The Nominations Committee will ensure that the process remains fair, transparent, and aligned with the cooperative's values and goals.

Approval:

This SOP is approved by the Nominations Committee and the Board of Directors of the Sacramento Natural Food Cooperative.

Effective Date: 3/10/2025

Reviewed By: Kelsey Brewer, Kim Tucker

Approved By: Brian Pimentel



Charter Education Committee

change committee name to 'Member Education and Engagement Committee'

Type

Mandated standing committee per Co-op bylaws 6.05.

Accountability

The Committee serves at the request and under the direction of the Co-op Board. The Committee has no independent authority to direct the General Manager or any Co-op staff, to commit any of the Co-op's resources, or to take any formal action without approval by the Board.

Purpose

This committee is responsible for member education. The Committee's purpose is to support the Board's strategic plan by proposing for Board approval and Committee implementation:

1. A plan to educate members on the value of membership and cooperatives
2. A plan for member dialog using a variety of venues
3. An annual plan for member engagement including planning the annual member meeting (meeting required per bylaws section 5.01) that shall include introduction of candidates for the Board Election and other topics

At the Board Chair's request, the Committee chair(s) will provide a brief written or verbal report to the Board.

Committee Composition

The Committee will consist of chair(s) who will be sitting Board Directors, a second Board Director (if not the co-chair), and up to four (4) other Co-op members, directors or not. Committee members are selected through an interview process with the Committee chair(s) and Board approval.

Budget

Included in the budget established for the Co-op Board.

Removal

Non-Board Directors serving on a Board committee shall conform to the standards of conduct applicable to Board Directors set forth in California Cooperative Law and the Cooperative's governance policies, even though such persons are not Board Directors. Should any non-director committee member fail to conform to these requirements they may be removed from the committee by the Executive Committee of the Board of Directors following a 15 day notice to the committee member of the proposed removal, including an

opportunity to be heard by the Executive Committee at least 5 days before the proposed removal becomes effective.

Policy Committee Edits to this charter include:

- Expanded Committee name
- Capitalization of "Board", also "Committee" and "Executive Committee" when referring to a specified committee
- Revising Board Member to Board Director
- Moving sentence about selection of committee members to paragraph about committee composition and moving sentence about committee reporting to the Board to section on committee purpose
- Specifying that the committee is responsible for implementing its plans
- Removing unnecessary words and change committee purpose to active voice - "is" rather than "will be"

	Jan. 2025	Feb. 2025	Mar. 2025	April 2025	May 2025	June 2025
Board Education & Development	<p>Registration for CCMA: Open, early bird before April 11, 2025</p> <p>CBL 101 - Jan 18th 8am</p>	<p>Fundamentals of Interpersonal Communication Feb 19th</p>		<p>Explorations in Governance April 1</p> <p>CBL 101 April 12th</p> <p>Finance Training for Directors April 29th</p> <p>Constructive Approaches to Handling Complaints about your GM April 30th</p>	<p>Navigating the GM Compensation & Evaluation Processes May 7th</p> <p>CCMA - May 29-31, 2025</p>	
Board & Member Engagement Opportunities		<p>Call for Board Candidates</p> <p>Run for the Board Forum Feb 27th 6-8pm</p> <p>Candidate Nomination forms & Election Info Online</p>	<p>Member Quarterly Article & Board Notes Due March</p>		<p>Member Engagement Event</p>	<p>Member Quarterly Article & Board Notes Due June</p>
Required Agenda/ Packet / Executive Session items	<p>Patronage Refund Decision</p> <p>Establish GM Evaluation Committee</p>	<p>Nominations & Education Committee Plan Approvals</p> <p>Election: Policy, Info Packet & Schedule Update</p> <p>Preferred Shares Dividends Decision</p>				<p>Request for Proposal template to GM(GM compensation)</p> <p>Nominations Com. To Submit Candidates For Board Approval for Ballot</p> <p>Review Board Office Hours</p>
GM Limitation Monitoring Reports	<p>No Reports</p>	<p>B1 – Financial Condition and Activities</p>	<p>No Reports</p>	<p>No Reports</p>	<p>B1 – Financial Condition and Activities, B3 - Asset Protection</p>	<p>No Reports</p>
Co-op Community Happenings		<p>Member Days February 1-28</p>			<p>Member Days May 1-31</p>	

	July 2025	August 2025	Sept. 2025	Oct. 2025	Nov. 2025	Dec. 2025
Board Education & Development	CBL 101 Jul 19th		Explorations in Gov Sep 9	Director Orientation Finance Training Oct 14th CBL 101 Oct 18th	Retreat Nov 7th & 8th	
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/>