



Board of Directors Meeting
Date: March 13, 2023
Time: 6pm

Time	Topic	Information/ Action	Presenter
6:00pm	General Business Introductions Agenda Review Review tasks from Feb. meeting Review and accept Feb. meeting Minutes Member Comments	Information Information Information Action Information	Manny Manny Lizz All Manny
	General Manager Update	Information	Brian M/Tyler
	Consent Calendar Election Policy Revision	Action	Barbara
	Committee updates Policy Committee <ul style="list-style-type: none"> • Governance Policy - revised • New Committee Charter template • Committee Charters - revised • Committee Member Vetting Procedure • Report: suggestions received for Governance Policy Revisions Nominations Committee	Action Information	Barbara/Delfina Prasanna/Alex
	Action Items GM Search Process In Person Board Meetings 2023 Annual Meeting Plan	Action Action Action	Manny Manny Alex/Felicia
	Board Self-Monitoring C6 - Officers' Roles C2 - The Boards' Job	Information Information	Manny Manny
7:30pm	Closings Announcements Review Board Calendar Review Tasks & Assignments Check-in: How the meeting went	Information Information Information Information	All Admin All All
7:30pm	Closed Session Personnel and Committee Membership		BOD

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Board of Directors Meeting Unapproved Minutes

Date: February 13, 2023

Convened: 6:00pm Adjourned: 7:14pm

Directors Present: Manny Leon, Barbara Mendenhall, Brian Pimentel, Felicia Thomas-Hill, Prasanna Regmi, Arnold Sowell, Alexandria Jang, Delfina Vargas

Director(s) Absent:

Staff Present: Sean Eakins (GM), Tyler Burch (HR Director), Brian Munn (Store Director), Stacie Larkin (Marketing Director), Angela Borowski (Finance Controller), Nova Weatherwax (Merchandising Director), Tyesha Brown (Membership Administrator)

Members and Guests Present: Members attending via ZOOM

Notetaker: Elizabeth Ortiz Meeting Facilitator: Manny Meeting Chair: Manny

PRELIMINARIES

Introductions took place.

Agenda Review

Motion to approve agenda - Barbara

Second - Manny

Agenda approved

Tasks from previous meeting reviewed

Tasks reviewed

Approve Minutes of Prior Meeting

Motion to approve January meeting minutes - Manny

Second - Alex

All in Favor

Minutes approved

Member Comments

One member comment submitted, the Board/GM will follow up with the member.

GM Report/Update:

It's member month and we have had a great start to the month. Focusing this month on the Super Bowl, Valentines day and Black History month.

A brief overview of the CDP was given on how we give access to good healthy food to the community.

B1 - Financial Conditions

B. 1.2 negative due to a mix of perpetual inventory and paper shrink the personnel increase came from increasing our staff discount as well as some staff pay increases however we should still be able to meet our planned goal

B. 1.5 Year to date member growth up 17%.

Motion to accept B1 presented in the packet - Alex Jang

Second - Barbara

All in favor

B3 - Asset Protection

Info being sent to the board based off of FYI for the switch from google to 365.

Motion to accept B3 as presented in packet - Alex Jang

Second - Brian

All in favor

Consent Calendar

Motion to accept the Consent Calendar to include the FY2022 preferred shares dividend proposal -

Manny

Second - Delfina

All in favor

Committee Business

Nominations Committee

Prasanna states that they will work on supplying new candidates for the upcoming election. Goal is to have candidates submitted by May 30th for the June meeting so the board can vote on prospective candidates.

Motion to approve the Nominations Committee Board Recruitment plan as presented in the Board packet - Delfina

Second - Arnie

All in favor

Elections Committee

Laura Kerr presented, stating the Election Committee made changes to the Election Information Packet and Election Policy. A new provision states that the GM will make decisions about in-person campaigning and can designate a place for campaigning.

Motion to approve the Election Packet and Policy - Barbara

Second - Prasanna

All in favor

Member Engagement Committee

The committee submitted a plan in the packet, there's the first event scheduled on March 11th.

The next committee meeting will be this Wednesday and more information will be provided for the next events and the framework for the annual meeting.

Motion to approve the member engagement committee plan as submitted in the packet - Brian

Second - Delfina

All in favor

Action Items

GM Evaluation Team

Motion to table this item until next months meeting - Alex
Second - Manny
All in favor

Board Self-monitoring

Policy C3, C4

Manny suggested utilizing the comment section in the surveys to be able to clarify the interpretations of each policy. Alex and Barbara said that looking at the results help to determine if everyone is on the same page. Delfina and Brian request that the Board Admin send reminders to the Board to complete surveys, including a calendar reminder.

Discussion Items

Annual Meeting

Membership and Education Committee will provide the annual meeting framework in March. Stacie gave information on previous annual meetings as well as different options on what's possible for the annual meeting. It would also be helpful to know what the board wants to accomplish with this annual meeting.

CLOSINGS: Review Tasks & Assignments

Tasks/Assignments

1. GM Evaluation Team
2. Annual Meeting Framework
3. Policy Committee Charter updates
4. Run for the Board Forum date

ADJOURN MEETING

Motion: Alex

Second: Delfina

Vote: All in Favor

Respectfully submitted by,

Elizabeth Ortiz
Board Administrator

SNFC Board of Directors, Executive Session Meeting Minutes

Feb. 13, 2023

Convened: 7:28 pm Adjourned: 10:41pm

Directors Present: Manny Leon, Felicia Thomas-Hill, Prasanna Regmi, Arnie Sowell, Brian Pimentel, Jeneba Lahaii, Delfina Vargas, Barbara Mendenhall, Alexandria Jang

Consultant Present: Mark Goehring

Directors Absent: none

Notetaker: Barbara Mendenhall Meeting Chair: Manny Leon

Agenda:

Personnel

The Board reviewed and discussed information received both during the meeting and prior to the meeting. A motion regarding personnel was made by Manny and seconded by Prasanna and discussed and approved by all. The motion subsequently became irrelevant because Sean Eakins submitted a letter of resignation on Feb. 14, 2023

Committee Member

The Board reviewed and discussed information received about a specified committee member. There was much discussion and several motions. The final motion was made by Arnie and seconded by Jeneba to remove the member from the committee was and approved. For the motion: Barbara, Prasanna, Jeneba, Felicia, Brian. Opposed: Manny, Arnie, Delfina. Abstain: Alex

SNFC Board of Directors, Emergency Executive Session was called by Board Directors Prasanna Regmi, Delfina Vargas and Barbara Mendenhall for Feb. 19, 2023

Meeting Minutes

Feb. 19, 2023

Convened: 7:00 pm Adjourned: 7:35pm

Directors Present: Manny Leon, Prasanna Regmi, Arnie Sowell, Brian Pimentel, Jeneba Lahaii, Delfina Vargas, Barbara Mendenhall, Alexandria Jang

Absent: Felicia Thomas-Hill

Agenda: Personnel

The Board discussed Sean Eakins Feb. 14, 2023 Letter of Resignation. Manny moved and Prasanna seconded implementing a provision of Sean's Employment Agreement that set his final date of employment and provided 30 days of salary and benefits. The vote for the motion was unanimous.

Election Policy



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Election Overview

The Sacramento Natural Foods Cooperative (SNFC) elections¹ shall be held in accordance with applicable California statutes (Bylaws, §6.07), in a manner prescribed by SNFC Bylaws, the Board of Directors (Board), and this Election Policy (Policy), as established by the Board (Bylaws §6.07.) The Election Policy prescribes procedures for the following types of elections and actions:

- Annual Board of Director elections (Bylaws, §5.01(a), 5.09, Article 7);
- Referenda and initiatives (measures) or advisory surveys submitted to SNFC Membership (Bylaws, §5.01(b), 5.02, 5.09);
- Amendments to bylaws submitted to SNFC Membership (Bylaws, §10.06);
- Board of Director recall elections (Bylaws, §6.04(a));
- Board of Director election to fill a vacancy caused by recall of Director (Bylaws, §6.03(b));

1. General Election Administration and Timeline

Annually, the Board shall conduct a general election for the SNFC Membership to elect Board Members, in conformity with Bylaws Article 7. Any proposed (1) amendments to Bylaws; (2) measures; (3) or advisory surveys that properly qualify for submission to the Membership² may be included in the general election.³

1.1 Election Administration

The Board, or its designee, shall be responsible for entering and managing contracts with election administration providers, including, but not limited to, full-service providers of online elections.⁴ Such contracts, when entered into by the Board, are incorporated into the Election Policy for purposes of election administration. Pursuant to the terms of the contract, and in accordance with the Bylaws, the election administration provider shall be responsible for creating individual voter IDs for the ballot preparation, vote verification, election certification, and election report production.

An Election Committee (Committee) shall be appointed by the Board to otherwise administer elections (Bylaws, §6.05). The Committee and Board Administrator are responsible for election administration duties that complement the election administration provider contract.

SNFC Staff will be responsible for the graphic layout of the ballot and work with the election administration provider in the creation of individual ballots.

1.2 Election Information Packet and Election Timeline

Annually, in coordination with the Committee, the Board Administrator shall edit the Election Information Packet, and it shall include:

- An election timeline;⁵
- Candidate eligibility and nomination information;

¹ "Elections" include, but are not limited to, all actions requiring a vote by the Members.

² See Bylaws Article 5, §10.06 for specific requirements.

³ Nothing prohibits the Board from scheduling a vote on any of these three actions on a schedule separate from the general election timeline.

⁴ Pursuant to Bylaws §5.10, elections may be conducted using electronic transmissions.

⁵ The election timeline shall include the information listed in Appendix A

- Guidelines for Candidate Statements;
- Procedures for withdrawing candidacy;
- Guidelines for proposing a measure or Bylaws amendments;
- Guidelines for submitting arguments and rebuttals on proposed actions; and
- Campaigning guidelines and rules.

On or before the March Board Meeting the Board shall vote to approve the Election Information Packet. The approved Election Information Packet will be incorporated into the Election Policy. Each year, when the Board approves a new Election Information Packet, the Election Information Packet from the previous year shall become null.

2. Election Duties

The following Election Duties are to be performed by the Committee and Board Administrator, unless otherwise stated or determined by the Board.

2.1 Ballot Packet Preparation

The Committee is responsible for ensuring all information included in the ballot packet conforms to the requirements of the Bylaws, the Policy, the Election Information Packet, and any other relevant governing documents. Once approved by the Committee, the Board Administrator is responsible for overseeing preparation of ballot packets and coordinating approval of the ballot packets by the Board Chair (or other Board designee not on the ballot) to be completed prior to ballot packets being uploaded, as provided in the Election Timeline.

Pursuant to Bylaws Article 5, California law and this Policy, the following information **must** be included in ballot packages:

- The number of votes required to meet quorum requirements;
- The time by which the ballot must be received in order to be counted; and
- The percent of votes required to pass a measure (only for ballots for elections other than the election of Directors or advisory surveys.)

On or before the March Board Meeting the Board shall vote to approve the Election Information Packet. The approved Election Information Packet will be incorporated into the Election Policy. Each year, when the Board approves a new Election Information Packet, the Election Information Packet from the previous year shall become null.

Other information that **shall** be included in the ballot packet:

- Number of Eligible Voters
- Candidate Statements;
- Identification of candidates recommended by the Nominations Committee and nominated by the Board;
- Instructions for completing and returning the paper ballot to the election administration provider or to SNFC premises;
- Instructions for completing the online ballot;
- Pro and con arguments and rebuttals for measures and bylaws amendments, as approved and received in accordance with the Election Information Packet and Election Timeline;
- Contact information for the Committee or the Board Administrator; and
- Procedures for challenging election results.

2.2 Ballot Content Review

Ballots shall be prepared by the SNFC Staff and election administration provider, unless otherwise directed by the Board. Prior to printing, the Board Administrator and Committee **must** ensure the ballot

⁶ The Election Information Packet **shall** clearly state SNFC policy that no money belonging to SNFC may be used for campaigning, except for cost of distribution of candidates' written or recorded statements, pro and con analyses and for supporting other communication to Members

contains the following requirements:

- The proposed action;
- Opportunity to specify approval, disapproval, or abstention of a proposed action; and
- Ensures a secret ballot.

When the proposed action is election of Board Members, the names of nominees shall be listed in random order with a choice for approval, including the maximum number of nominees to select.

2.3 Ballots Received at SNFC Premises

On the day voting for an election commences, the Board Administrator shall conspicuously place a box on SNFC premises for collecting paper ballots. The Board Administrator is responsible for ensuring the security of the ballot box during the election and ensuring removal of the ballot box on the last day of the election at store closing time. The Board Administrator is responsible for transmitting paper ballots collected on SNFC's premises to the election administration provider, in accordance with SNFC's contract with the provider.

2.4 Results Reporting

The election administration provider shall provide the vote results no later than 7 days after the election ends. These results shall be shared with the Committee and the Board Chair (or designee if Chair is a candidate) and posted in the store and online as soon as possible.

The Election Committee Chair shall present the election report containing information provided by the election administration provider and SNFC staff, to the Board at the October board meeting.

Upon the Board's adoption of the election report results, including any amendment(s) to the Bylaws, approved measure(s), advisory survey results, or any other matter(s) decided by mailed or online ballot, a copy of such shall be conspicuously posted at SNFC premises, not later than seven (7) days thereafter.

2.5 Election Disputes

Any and all disputes, including matters concerning eligibility of a nominated candidate during or after an election, campaign conduct before or during a vote, or election administration, are to be presented to the Committee or Board Administrator. Within 72 hours of receiving notice of a dispute, the Committee and Board Administrator shall draft a summary of the dispute and recommend a proposed action to the Board. The Board shall resolve the dispute, in a manner that best serves the interests of SNFC, including, without limitation, in the event of need or a conflict of interest, referring the dispute to a third-party arbiter, such as legal counsel, for resolution.

Members may only challenge the results of an election in which they voted. The last day to dispute an election is included in the election timeline.

3. Other Types of Elections

Elections to Recall a Director, to Fill a Board Vacancy, to vote on a Measure and to vote on Bylaws Changes are discussed in the Election Information Packet. These types of elections may be conducted on an "as needed" basis, in accordance with the Bylaws. They are not required to conform to the Election Timeline adopted in the Election Information Packet. However, all elections must conform to the campaign guidelines and rules contained in the Election Information Packet, as adopted by the Board and incorporated into this Policy.

Appendix A

The election timeline shall provide the dates for **at least** all the following information:

- Deadline when members must be active members (Bylaws §2.04(a) eligible to be a candidate in the Election
- Deadline Candidate Statement of Interest is due to the Nominations Committee
- Deadline petitions to run are due for candidates seeking nomination by petition
- Deadline when Declaration of Candidacy and Code of Conduct forms are due for all potential candidates

- Deadline for Nominations Committee to recommend candidates to the Board
- Deadline for Board to confirm candidate nomination
- Deadline for Board to certify measures and bylaws amendments for the ballot
- Deadlines when candidates and sponsors and opponents of measures can begin campaigning
- Deadline for public posting of ballot measures and bylaws amendments
- Deadline for submission of candidate statements
- Deadline for submission of pro and con arguments
- Deadline for posting of approved pro and con arguments
- Deadline for submission of rebuttals to pro and con arguments
- Deadline for posting approved rebuttals to pro and con arguments
- Date by which members must be active members ((Bylaws §2.04(a) eligible to vote in the election
- Deadline for ballot packets to be mailed
- Date electronic voting opens
- Last day to vote electronically
- Last day mailed ballots must be postmarked
- Last day to accept mailed ballots
- Last day to deposit a paper ballot on SNFC premises
- Day results will be reported to the Board by election administration provider
- Day election results will be publicly posted
- Final day to file a challenge to the election
- Board meeting date where results are reported and accepted by the Board

March 13, 2023

Policy Committee Governance Policy Review Report

The Policy Committee has worked on various Board assignments. We are ready for the Board to review the work and make decisions. The Board can take any of these steps:

- Discuss and approve any submission as presented. We will consider the submissions in the batches listed below (numbers 1-4).
- Offer motions to further revise any of the submissions.
- Provide feedback to the Policy Committee and request the Committee continue working on any of the submissions.
- Request additional time for individual review (table a motion for approval) and bring any submission back at a later Board Meeting.
- Request a Board training workshop to learn more about Policy Governance and talk about the draft policies vs. our current policies.
- Any other steps it finds necessary.

The Policy Committee has worked on:

- Board Governance Policies: the A-Ends Policy, B-Executive Limitation Policies, C-Board Process Policies and D-Board-Management Relationship Policies.
- Committee Charters, including preparing a Standardized Committee Charter. We have revised committee charters for consistency.
- A Standardized Committee Member Appointment Vetting Procedure that is referenced in each committee charter.
- A process for Nominations Committee to recommend members to fill Board Vacancies (this process is still being reviewed by the Nominations Committee and the Nominations Committee Charter will be brought to the Board at a later date).
- Policy Committee input regarding a monthly financial statement from the GM, with final request to come from Finance Committee (this has been passed to the Finance Committee Chair)

We have additional tasks to complete:

- Review the schedules for Ends, Executive Limitation, GM-Board Relationship and Board Self-Monitoring Reporting.
- Develop a standardized process for removal of a Committee Member.
- Prepare a draft Committee Member Code of Conduct form and make any needed edits to the Request for Committee Appointment form.

Attachments:

1. You will find an edited version of the Co-op Board Governance Policies that have been revised:
 - To be consistent with the use of capitalization and use of members rather than owners and to correct errors.
 - To delete gendered pronouns.
 - To include useful language from the 2019 Columinate Governance Policy Template and other edits recommended by the Committee members or others who offered suggestions.
 - To remove or relocate sections where relevant.

The document shows you where the Committee has revised or moved language in the Policies. For ease of reading, it does not show the changes in capitalization or pronouns.

2. The next document is a new Committee Charter Template that can be used for any new board committees and was applied to the current committee charters. It takes language from the current charters and adds language for things the Board has requested such as reference to a Committee Member Appointment Vetting Procedure. It provides consistency across the Charters while noting where there is necessary variation.
3. The next set of documents are revised charters for Elections Committee, Finance Committee, Member Engagement and Education Committee and Policy Committee. These committee charters did not have revision to the purpose or work being done by the committee. The charters show you where the Committee has revised or moved language in the charters. For ease of reading, they do not show changes in capitalization or pronouns.

The Nominations Committee Charter is still being reviewed by the Nominations Committee regarding a new section on recommending candidates to the Board to fill vacancies. When that is done, we will bring the Nominations Committee Charter to the Board.

4. The next document is the draft for a Standardized Committee Member Vetting Procedure. We think this Procedure will provide a better system for vetting potential committee members and specifying a Code of Conduct for committee members.
5. The final document is informational. It is the list of suggestions that were submitted to the Committee by Board and Staff. The Committee reviewed the suggestions and prepared responses that are noted at the end of each suggestion. Many suggestions were adopted, some were not appropriate for the Committee to address. There are some interesting perspectives included that the Board may find useful.



Board of Directors Governance Policies

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- B2 – Planning and ~~Financial~~ Budgeting
- B3 – Asset Protection
- B4 – Membership ~~Rights and Responsibilities~~
- B5 – ~~Customer Experience~~ ~~Treatment of Consumers~~
- B6 – Staff Treatment and Compensation
- B7 – Communication to the Board
- B8 – Board Logistical Support
- B9 – ~~Emergency~~ ~~General Manager (GM)~~ ~~GM~~ Succession
- B10 – ~~Endorsements of Public Policy~~

Board Process C – Global Governance Commitment

- C1 – Governing Style
- C2 – The Board's Job
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- C6 – Officers' Roles
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Board Management Relationship

- D – Global Board-Management Connection
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- D2 – Accountability of the GM
- D3 – Delegation to the GM
- D4 – ~~Evaluating the GM~~ ~~Monitoring the GM Performance~~
- D5 - ~~Compensating the GM~~

Policy Type: Ends

Policy Title: A – ~~Global~~ Ends

Adopted/ Revised: February 7, 2012/ March 7, 2017

The Sacramento Natural Foods Cooperative

1. is the destination of choice in the Sacramento area for high quality, healthy foods, with an emphasis on locally-grown and regionally produced, organic, and ecologically-sound products,
2. is a financially sustainable operation that supports and yields economic, social and environmental returns to its members and the community at large,
3. works to engage consumers in higher levels of participation in the Co-op,
4. supports the community by:
 - a. being a leader among local businesses & cooperatives nationally,
 - b. educating its consumer base about food, food related issues, health and the environment,
 - c. supporting the greater network of local farmers & regional production systems that emphasize seasonal availability,
 - d. being a superior and highly sought-out workplace that promotes excellence, **diversity and inclusion** and fosters opportunities for participation, empowerment and growth.

Policy Type: Executive Limitations

Policy Title: B – Global Executive Constraint

Adopted: April 1, 2011

The General Manager ~~must~~**shall** not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, **oppressive, unjust, imprudent, or contrary to the Cooperative Principles**, or in violation of commonly accepted business and professional ethics and practices, or in violation of ~~the Cooperative Principles or~~ the SNFC Strategic Plan.

Policy Type: Executive Limitations

Policy Title: B1 – Financial Condition and Activities

Adopted/ Revised: April 1, 2011/June 22, 2018/ July 8, 2019

With respect to the actual, ongoing financial conditions and activities, the General Manager must not cause or allow the Co-op to be unprepared for future opportunities, the development of fiscal jeopardy or **key operational indicators to be below average for our industry**, or material deviation of actual expenditures from board priorities established in the Ends policies. The GM must not:

1. Allow sales growth to be inadequate.
2. Allow operations to generate an inadequate **EBITDAP (earnings before interest, taxes, depreciation, amortization, and patronage refunds)** and net income.
3. Allow liquidity (the ability to meet cash needs in a timely and efficient fashion) to be insufficient.
4. Allow solvency (the relationship of debt to equity) to be insufficient.
5. Allow growth in membership and member paid-in equity to be insufficient.
6. Default on any terms that are part of the Co-op's financial obligations.
7. Allow late payment of contracts, payroll, loans or other financial obligations (~~including this includes~~ allowing trade payables to be out more than 90 days.)
8. Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business, without board approval.
9. Acquire, encumber or dispose of real estate or enter into long-term real estate leases without board approval.
10. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
11. Use restricted funds for any purpose other than that required by the restriction.
12. Allow financial record keeping systems to be inadequate or out of conformity with Generally Accepted Accounting Principles (GAAP).
13. Allow the Cooperative's operations to materially deviate from the financial plan as defined in policy B2.

Policy Type: Executive Limitations
Policy Title: B2 – ~~Business~~ Planning and Financial Budgeting
Adopted: April 1, 2011/ July 8, 2019

The General Manager ~~must shall~~ not operate without annual and multi-year plans and budgets that address intentional and improved Ends accomplishment and strengthening operations. ~~cause or allow business planning and budgeting, for any fiscal year or the remaining part of any fiscal year to deviate materially from the Board's Ends priorities, risk financial jeopardy, or fail to be derived from a multi year plan.~~

The GM ~~must will~~ not ~~cause or allow~~ plans that:

1. Create plans or budgets that
 - a. Risk incurring those situations or conditions described as unacceptable in the board policy "Financial Condition and Activities."
 - b. Omit planning assumptions.
 - c. Omit or obscure credible projection of revenues and expenses, member investment and return, separation of capital and operational items, cash flow, and ~~debt service disclosure of planning assumptions.~~
 - d. Do not pursue excellence in business systems and operations. ¶
 - e. ~~Have not been tested for feasibility. Plan expenditures in any fiscal year that would result in default under any of the cooperative's financing agreements or lead to the insolvency of the cooperative. ¶~~
 - f. Provide less for board prerogatives during the year than is set forth in the Governance Investment Policy.
 - g. Fail to ~~provide an annual financial plan to the board prior to the beginning of each fiscal year that shall include revenue, costs and capital expenditures with~~ sufficient detail to allow the board to understand the operations of the Cooperative.
2. Begin any fiscal year without a financial plan agreed upon ~~with~~ ~~between~~ the Board ~~and General Manager.~~
3. Fail to obtain mutual agreement ~~with between~~ the Board ~~and General Manager~~ before making any changes to the plan during the fiscal year.

Policy Type: Executive Limitations
Policy Title: B3 – Asset Protection
Adopted: April 1, 2011

The General Manager shall not allow assets to be unprotected, unreasonably

risked, or inadequately maintained.

The GM ~~must will~~ not allow:

1. Equipment and facilities to be inadequately insured, or otherwise unable to be replaced if damaged or destroyed, including coverage for any losses incurred due to business interruption.
2. Unnecessary exposure to liability or lack of insurance protection from claims of liability.
3. Deposits or investments to be unreasonably risked.
4. Inadequate security of premises and property.
5. Data, intellectual property, or files to be unprotected from loss, theft or significant damage.
 - a. Improper usage of members' and customers' personal information.
6. ~~Uncontrolled~~ Purchasing ~~that is uncontrolled or or purchasing~~ subject to conflicts of interest.
7. Lack of due diligence in contracts and real estate ~~transactions~~ acquisitions.
8. Damage to the Co-op's public image.
9. Operate without a crisis communications plan that includes communication protocols for the Board.

Policy Type: Executive Limitations

Policy Title: B4 – Membership ~~Rights and Responsibilities~~ ¶

Adopted/Revised: April 1, 2011/ October 15, 2018

The General Manager must not allow members to be without opportunities for meaningful participation.

The General Manager ~~must will~~ not:

1. Allow members to be uninformed or misinformed of their ~~benefits~~, rights and responsibilities. ~~The GM will not:~~
2. Allow any individual to become a member unless that individual meets the eligibility requirements outlined in the Co-op's by-laws and pays the

required member equity share.

3. Create or implement a member equity system without the following qualities:
 - a. The required member equity, ~~or fair share,~~ is determined by the Board.
 - b. Members are informed that equity investments are at risk ~~and. While they are~~ generally refundable ~~though,~~ the Board retains the right to withhold refunds when necessary to protect the Co-op's financial viability.
 - c. Equity will not be refunded if such a refund would lead to a net decrease in total member paid-in equity ~~at the end of any reporting period,~~ or would risk, cause or exacerbate non-compliance with any Financial Condition policy.
4. Implement a patronage dividend system that does not:
 - a. Comply with IRS regulations.
 - b. Allow the Board to examine a range of options and implications, ~~so that the Board can and~~ make a timely determination each year concerning how much, if any, of the Co-op's net profit will be allocated and distributed to members.
5. ~~Allow a member benefits program that does not offer value.~~
6. Fail to forward to the Board any application for a member previously terminated by the Board of Directors by a super majority vote and shall not reinstate such member until the Board votes to reinstate with a majority vote.

Policy Type: Executive Limitations

Policy Title: B5 – ~~Customer Experience~~ ~~Treatment of Consumers~~

Adopted: April 1, 2011

The General Manager ~~must will~~ not be unresponsive to customer needs. The GM must not:

1. ~~Allow a customer experience that is not welcoming and inclusive.~~
2. Operate without a system for soliciting, addressing and responding to customer opinion regarding preferences, product requests, complaints and suggestions.
3. Allow an unsafe ~~or unpleasant and unpleasant [per template, new #1&4 seem to address unpleasant]~~ shopping experience for our customers.

4. Operate without a system that directs staff to provide quality customer service.
5. Operate without written policies for handling customer misconduct that include an appropriate range of responses.

Policy Type: Executive Limitations

Policy Title: B6 – Staff Treatment and Compensation

Adopted/Revised: April 1, 2011/ June 10, 2019

The General Manager ~~must~~ will not treat staff in any way that is un~~just~~fair, unsafe, or unclear. The GM ~~must~~ will not:

1. Cause and/or allow inequitable treatment of applicants and/or employees in regard to race, sex, identity, national origin, primary language, cultural fit, ability, or other factors unrelated to job qualifications and job performance.
2. Operate without policies and practices that attract and retain staff that reflect the diversity of our community.
3. Allow staff to be without training that supports justice and equity.
4. Operate without written personnel policies that:
 - a. Clarify rules for staff
 - b. Provide for fair and thorough handling of workplace conflicts. The Board should not be included as a participant in the conflict resolution and/or grievance process.~~grievances~~
 - c. Support employees in reporting unethical or illegal behavior.
 - d. Are accessible to all ~~staff~~ employees
 - e. Inform staff that employment is neither permanent nor guaranteed
 - f. Are applied consistently.
 - g. Are in compliance with any union agreements
- ~~5. Cause or allow personnel policies to be inconsistently applied. ¶~~
5. Discourage and/or prevent any employee from reporting unethical and/or illegal activity to the Board, and/or discriminate and/or retaliate against any employee for reporting unethical and/or illegal behavior or activity.
6. Provide for inadequate documentation, security and retention of personnel records and all personnel related decisions.
7. Establish compensation and benefits that are internally ~~or externally~~

inequitable and not competitive in our market.

8. Change the GM's own compensation and benefits, except as those his or her benefits are consistent with a package for all other employees.
9. Allow the Co-op to operate without a program that encourages staff to become members of the cooperative.

Policy Type: Executive Limitations

Policy Title: B7 – Communication to the Board

Adopted/Revised: April 1, 2011/ February 4, 2014

The General Manager must ~~shall~~ not cause or allow the board to be uninformed or unsupported in its work. The GM must ~~will~~ not:

1. Submit monitoring reports that are ~~is~~ untimely, inaccurate, hard to understand or that lack operational definitions (metrics, benchmarks) and verifiable data directly related to each section of the policy.
2. Report in an untimely manner any actual or anticipated noncompliance with any Board policy, along with a plan for reaching compliance and a proposed schedule regarding follow-up reporting ~~ies in an untimely manner.~~
3. Allow the Board to be unaware of relevant legal actions, media coverage, trends, public events of the Co-op, or internal and external changes.
4. Allow the board to be unaware in advance of public and private events, petitions, and sponsorships supported by the Co-op, except in cases where such advance notice is not possible.
5. Withhold ~~out~~ from the Board relevant information from or about key partners including NCG, including (but not limited to): reports about industry trends, operational audits, risk assessment and joint liability, program participation, and member agreements.
6. Withhold ~~an his/her~~ opinion if the GM believes the board is not in compliance with its own policies on Board Governance Process and Board-Management Relationship ~~Delegation~~, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the GM.
7. Deal with the Board in a way that favors or privileges certain Board members over others except when: ~~a. fulfilling individual requests for information or~~ responding to officers or committees duly charged by the

Board.

8. Fail to supply for the board's consent agenda all decisions delegated to the GM yet required by law, regulation, or contract to be board approved.
9. Take leave without assigning a person responsible to report to the Board.

Policy Type: Executive Limitations

Policy Title: B8 – Board Logistical Support

Adopted: April 1, 2011

The General Manager will not allow the Board to have inadequate logistical support. The GM ~~must will~~ not:

1. Provide the Board with insufficient staff administration to support governance activities and Board communication.
2. Allow the board to be without a workable mechanism for official Board, officer or committee communications.
3. Provide inadequate information and notice to Co-op members concerning Board actions, meetings, activities and events.
4. Allow insufficient or inaccessible archiving, and online system for working on Board documents.

Policy Type: Executive Limitations

Policy Title: B9 – ~~Emergency General Manager~~ GM Succession

Adopted/Revised: April 1, 2011/ October 8, 2013

To protect the ~~Co-op board~~ from sudden loss of GM services, the GM ~~must shall~~ not have less than one other manager sufficiently familiar with GM ~~responsibilities and Board and GM issues and~~ processes, including any special projects for which the GM is the lead manager, to enable them to take over with reasonable proficiency as an interim successor, and shall inform the Board of that person.

~~Policy Type: Executive Limitations ¶~~

~~Policy Title: B – 10 Endorsements of Public Policy ¶~~

~~Adopted: February 4, 2014 ¶~~

~~The GM will not fail to perform due diligence in advance of taking a position on public policies and review these positions in advance with the board.~~

Policy Type: Board Process

Policy Title: C – Global Governance Commitment

Adopted: April 1, 2011/ Amended September 15, 2018

Acting on behalf of our members, the Board ensures the success of the Co-op by working together effectively, empowering and holding accountable professional management, providing strategic leadership for our Co-op, and perpetuating our democratic organization.

Policy Type: Board Process

Policy Title: C1 – Governing Style

Adopted: April 1, 2011

We will govern in a manner consistent with the Four Pillars of Cooperative Governance (Teaming, Accountable way that emphasizes Empowerment, Strategic Leadership, Democracy) and clear accountability. In order to do this, we will:

1. Be a strategic leader by developing insight and foresight to set direction and facilitate movement in that direction. ~~Focus our vision outward and toward the future~~
2. Ensure effective systems of delegating authority to professional management, holding the use of that power accountable, and clearly distinguishing between Board and management responsibilities.
3. Work as a team. ~~Observe the 10 Policy Governance principles~~
4. Maintain group discipline, embrace authority and responsibility and exercise group authority.
5. Practice the habits of a successful democracy. ~~Clearly distinguish board and general manager roles~~
6. Maintain a commitment to Encourage diversity, equity and inclusion. ~~e-viewpoints~~
7. Seek, encourage and listen to people with a variety of demographic characteristics and diverse perspectives.

8. Use Policy Governance as our operating system, guiding the work of the Board and the GM through written policies.
9. Obey all relevant laws and bylaws.

Policy Type: Board Process

Policy Title: C2 – The Board's Job

Adopted: April 1, 2011

The role of the Board is to represent our members, to direct and inspire the Co-op, and to ensure appropriate performance.

In order to govern successfully, we will:

1. Practice, protect, promote and perpetuate a healthy democracy for our Co-op.
 - a. Establish and maintain communication with members, educating ourselves on diverse needs and perspectives, and reporting on the Board's activities and decisions. ~~Create and sustain a transparent and accountable relationship with member owners.~~
2. Hire, set compensation for, delegate responsibility to, and hold accountable a General Manager (GM). ~~and a Board Administrator.~~
3. Assign responsibilities through ~~Have expectations in the form of written governing policies that realistically address the broadest levels of all organizational decisions and situations. We will write these policies in the form of Ends, Executive Limitations, Board Process, and Board-Management Relationship, as described in the Policy Governance principles.~~ 4. ~~Assign responsibility~~ in a way that honors our commitment to empowerment, and provides clear distinction of roles.
4. Regularly and rigorously monitor the GM's ~~operational~~ performance in the areas of Ends and Executive Limitations.
5. Regularly and rigorously evaluate our Board performance in comparison to ~~our the areas of agreements as written in~~ Board Process and Board-Management Relationship policies.
6. Perpetuate the Board's leadership capacity using a robust recruitment, qualification and nomination process; thoughtful appointments; fair elections; and ongoing education and training ~~and recruitment.~~

- a. We will have a strategic year-round recruitment and screening process.
- b. We will commit to diversity, equity and inclusion.
- c. We will provide excellent orientation to potential candidates and newly elected or appointed directors.

Policy Type: Board Process
 Policy Title: C3 – Agenda Planning
 Adopted: April 1, 2011

We will follow a strategic work plan and annual agenda that focuses our attention toward the future and away from operational details. ~~upward and outward.~~

1. Our annual governance cycle will start when new directors are seated following the annual election (~~normally early the first Tuesday in~~ October).
2. We will ~~maintain~~ create, and modify as necessary, an annual calendar that includes tasks and events related to our work plan ~~the items mentioned in this policy~~, membership meetings, our annual election cycle, Board training schedule, monitoring schedule, and the GM evaluation and compensation decisions as outlined in our Board-Management Relationship policies.
3. Board meeting agendas will be prepared ~~drafted by the Board Chair and Executive Committee~~ and may be modified at the Board meeting by a majority vote of the Board. The Board Chair will solicit agenda items from Board members prior to the Executive Committee meeting.
- ~~4. Throughout the year, we will attend to consent agenda items as expeditiously as possible.~~
- ~~5. We will limit the amount of meeting time taken up by monitoring reports, discouraging discussion unless the reports indicate policy violations, or the policy criteria themselves need review.~~

Policy Type: Board Process
 Policy Title: C4 – Board Meetings
 Adopted: April 1, 2011

We will use our Board meetings as a valuable and primary tool ~~are 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-~~
~~We will avoid~~ operational matters and personal concerns.

2. Meetings will be open ~~to the membership~~ except when an executive session is officially called.
 - a. We ~~will may occasionally~~ 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. ~~The meeting agenda will be drafted by the board chair and executive committee, and may be modified at the meeting by a majority vote of the board. [per template, put in C3] If we must make a decision outside of a regular meeting, we will follow our bylaws, include everyone, and ensure that it is properly documented.~~

Policy Type: Board Process

Policy Title: C5 – Directors' Code of Conduct

Adopted/Revised: April 1, 2011/ March 4, 2014/ September 15, 2018/ September 14, 2020

We each commit ourselves to ethical, ~~responsible professional~~ and lawful conduct. As Board directors, we are accountable for our fiduciary duty to the Co-op, acting unselfishly as trustees for the benefit of the Co-op as a whole.

1. Duty of Care. Every director is responsible at all times for acting in good faith, in a manner which they reasonably believe to be in the best interests of the Co-op, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. A director's duty of care shall focus the director on ensuring the adoption and adherence to policies developed by the Board as a whole.
2. Duty of Loyalty. Directors must demonstrate unconflicted loyalty to the interests of the Co-op ~~'s members~~. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other boards or staffs, and the personal interest of any director acting as an individual consumer or member. A director's duty of loyalty requires

discretion regarding conflicts of interest and treatment of confidential information.

- a. There ~~shall~~ ~~for~~ ~~“~~ ~~will~~ be no self-dealing or any conduct of private business or personal services between any director and the Co-op except as procedurally controlled by the Co-op to assure openness, competitive opportunity and equal access to inside information.
- b. Every year (once the new Board is seated), every director shall ~~complete~~ ~~sign~~ the Code of Conduct Agreement form and will verbally report to the whole Board all actual and potential conflicts. Every director will immediately report any subsequent actual or potential conflicts to the whole Board.

At the same time, all directors shall submit to a background check to verify suitability for Board service. Such background checks ~~will~~ ~~to~~ include the following disqualifying checks:

- i. Bankruptcies more recent than 10 years (only to preclude the director from holding a position with signing authority)
 - ii. Felony convictions ^{*Footnote: *} Given the impossibility of listing every potential violation, the board must take a good-faith decision as such matters arise
 - iii. Misdemeanor convictions involving financial issues or dishonesty
 - iv. Other convictions or pleas involving crimes that would cause issues (for example: sexual assault). The full Board ~~will~~ ~~to~~ vote on the particular conviction, should a dispute arise.
- c. When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the conversation and the vote.
 - d. A director who applies for employment at the Co-op ~~must~~ ~~shall~~ first resign from the Board.
 - e. Any director who is also a paid employee (as provided for in Section 6.02(d) of the bylaws) has the same duties and responsibilities as any other director, and has the additional duty of clearly segregating staff and Board responsibilities. Any director who is also a paid employee shall resign from the Board if and when their employment ends
3. Directors may not attempt to exercise individual authority over the organization.
- a. When interacting with the GM or employees, directors must carefully and openly recognize their lack of individual authority. Any direction by an individual director is of the same authority as any other member of the

Co-op.

- b. When interacting with the public, the press, or other entities, directors must recognize the same limitation and the inability of any individual director to speak for the Board except to repeat explicitly stated Board decisions.
4. Directors will not exhibit violent, oppressive or racist behaviors or speech.
5. Directors shall respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service. Executive session matters, attorney-client privileged communications, and commercially proprietary matters are confidential.
6. Directors will use electronic communications in a manner consistent with this policy and the responsibilities of a Board member.
7. Directors shall will prepare for, take responsibility for, attend, and participate fully in all Board meetings, retreats, training, and other Board related activities to which the director has committed.
8. Directors will shall support the legitimacy and authority of the Board's decision on any matter, irrespective of the director's personal position on the issue.
 - a. Directors shall not campaign against Board-sponsored measures.
 - b. Expression of subsequent dissenting viewpoints shall be conducted according to any process determined by the Board.
9. Any director who does not follow the code of conduct policy can be removed from the Board by a 2/3 majority vote of the remaining Board. The board may take disciplinary action with directors. A director is subject to removal from the board for any reason authorized by law. In addition, any director who does not follow this Code of Conduct shall be subject to a disciplinary process and measures that may result in being requested to resign from the Board by a 2/3 majority vote of the remaining Board. (See Board Governance Policies, C-5-Appendix, Director's Progressive Disciplinary Process). In addition,
 - a. A director is subject to removal from the Board for any reason authorized by law.
 - b. Any director may be expelled from Co-op membership for not following the rules of the Co-op, including the Director's Code of Conduct (Bylaws sections 4.03 and 6.04(b)(1-3)).

Policy Type: Board Process

Policy Title: C5 Appendix – Directors’ Progressive Disciplinary Process
Adopted/Revised: September 15, 2018/ September 14, 2020,

This progressive disciplinary process outlines measures that the Board shall follow when notified of director misconduct.

1. The following preliminary remedies are available to the Board:

- a. A director, member, or staff of the Co-op may bring a concern regarding director misconduct to any member of the Executive Committee. If the accused director, or if the accuser, is a member of the Executive Committee, that director shall not participate in committee decision making about the disciplinary process.
- b. The Executive Committee shall exercise judgment and common sense to resolve accusations of alleged misconduct. This responsibility is delegable by the Executive Committee.
- c. Prior to pursuing any formal action, the Executive Committee (or the committee’s delegee) shall meet with the accused director and any accusers or witnesses. The form and scope of meetings is at the prerogative of the Executive Committee or the committee’s delegee.
- d. If the Executive Committee (or the committee’s delegee) finds that misconduct occurred, the Executive Committee or the committee’s delegee, shall communicate in writing the nature of the misconduct to the accused director. A director may be asked to refrain from further misconduct and encouraged to seek help from fellow directors, former directors, or organizations that provide support to the Board. The purpose of any help should be to gain understanding of the conduct, encourage behavioral changes, and learn how the director might follow the Code of Conduct.
- e. Pending resolution of an act of misconduct characterized by a confidentiality breach, the Executive Committee (or the committee’s delegee) may exclude the director from confidential communications regarding the matter at issue. This action is appealable to the whole Board, which shall provide a response to the appeal. The timeframe for this process of notice to exclude, right to appeal and resolution of the appeal shall be timely to prevent delaying Board decision on the confidentiality matter.
- f. Pending resolution of an act of misconduct characterized by a conflict of interest, the Executive Committee (or the committee’s delegee) may exclude the director from voting and deliberating regarding the matter at issue. This action is appealable to the entire board, which shall provide

a response to the appeal. The timeframe for this process of notice to exclude, right to appeal and resolution of the appeal shall be timely to prevent delaying board decision on the conflict of interest matter.

- g. Repeat occurrences of misconduct may be brought to the whole Board, which may reinforce prior actions or impose additional measures to address the director's misconduct. The director alleged to have committed the misconduct shall be afforded adequate procedural protections, including advance notice of each accusation in writing, evidence against the director, and the opportunity to be represented by a personal adviser but not an attorney. Any remedial action decisions shall be communicated to the director in writing.
2. Upon exhaustion of available preliminary remedies, the Board may pursue final action remedies. These disciplinary matters may be conducted in executive session. Final action on any disciplinary matters shall be recorded in the minutes of the Board. These actions shall include, but not be limited to, the following:
- a. Regarding acts of misconduct characterized by a confidentiality breach, the Board may vote to exclude the director from confidential communications regarding the matter at issue for up to the duration of the remainder of the director's term.
 - b. Regarding acts of misconduct characterized by a conflict of interest, the Board may exclude the director from voting and deliberating regarding the matter at issue for up to the duration of the remainder of the director's term.
 - c. Requiring the director to attend any appropriate training or professional counseling appropriate to the misconduct.
 - d. Prohibiting the director from serving as a Board or corporate officer or chair of a committee, especially if the misconduct has included a sustained and unexcused lack of participation in committee or officer responsibilities.
 - e. Directing the Nominations Committee to decline to recommend nominating the director as a candidate to serve an additional term.
3. As a last resort, the Board may request a director who repeatedly violates the Code of Conduct to resign by a 2/3 majority vote.
- a. Board shall call an executive session (including the General Manager and a personal adviser, who is not an attorney, if requested by the accused director) to review the evidence. An outside investigation may

also be undertaken by the Board. If there is documented evidence that a director has not complied with the Code of Conduct, the director may resign from the Board voluntarily or the remaining directors may request the accused director to resign by a 2/3 majority vote of the remaining directors. There must be documented evidence for the Board to take a 2/3 majority vote.

- b. Following a successful Board vote requesting a director to resign, that director's violation of the Code of Conduct is the basis for the Board to decide whether to suspend or expel that director as a member of the Co-op for failure to follow the rules of the Co-op as provided for in the bylaws. Status as a director does not preclude a director from suspension or expulsion from the Co-op for any reasons applicable to Co-op members.
- c. Board decisions regarding requested resignations or removal shall be communicated to the Co-op membership by notice of an agenda item for the Board meeting where the decision is made and recorded in the meeting minutes. In addition, members may be notified directly if desired by the Board.

Policy Type: Board Process

Policy Title: C6 – Officers' Roles

Adopted: April 1, 2011

We will elect ~~board~~ officers in order to help us accomplish our job.

1. No officer has any **individual** authority to supervise or direct the GM.
2. Officers may delegate their authority but remain accountable for its use.
3. The Board Chair ensures the Board **functions well and in accord with our policy agreements**~~ies acts consistently with board policies~~. The Board Chair:
 - a. ~~The board chair~~ Is authorized to **make decisions that are consistent with use any reasonable interpretation of the provisions in the** Board Process and Board-Management Relationship policies **in order to facilitate the Board's functioning**.
 - b. ~~The board chair~~ Will chair, and with ~~consultation with~~ the Executive Committee, **set** the agenda for Board meetings. **To ensure all directors have the ability to request agenda items, the Board Chair will solicit input prior to the Executive Committee meeting.**
 - c. **Is the point person for the relationship between the Board and GM between meetings.**
 - d. ~~The board chair~~ Plans for Board leadership (officer) perpetuation.
 - e. ~~The board chair~~ May represent the Board to outside parties.

4. A Vice Board Chair will perform the duties of the Board Chair if the Board Chair is unable to do so.
5. The Finance Committee chair will lead the process for creating and monitoring the Board's (not the Co-op's) budget and will facilitate the Board's understanding of the financial condition of the Co-op.
6. A Vice Board Chair in conjunction with the Corporate Secretary will make sure Board documents are accurate, up to date, and appropriately maintained.
 - a. Board documents include Board policies, meeting minutes, monitoring report summary, annual calendar and committee charters, Board operating procedures, job descriptions and other records that perpetuate Board operations and activity.

Note: Please see appendix for job descriptions.

Policy Type: Board Process

Policy Title: C7 – Board Committee Principles

Adopted: April 1, 2011

We will use board committees only to help us accomplish our job.

1. Committees will reinforce and support the wholeness of the board.
 - a. In particular, committees help the whole Board move forward when they research alternatives and bring back options and information.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
3. Only the Board has the authority to appoint committee members.
4. The Board will establish, regularly review and control committee responsibilities in written committee charters.
 - a. Charters must be approved by the Board.
 - b. We will carefully state committee expectations and authority to make sure they do not conflict with authority delegated to the GM.
 - c. We will compensate Co-op members appointed to Board committees similar to compensation provided to Member Community Service Program participants (Bylaws 2.05).

Policy Type: Board Process
Policy Title: C8 – Governance Investment
Adopted: April 1, 2011

We will invest in the board's governance capacity. ~~1. We will make sure that board skills, methods and support are sufficient to allow us to govern with excellence.~~

1. We will use the Co-op's resources ~~incur governance costs~~ prudently and strategically, ~~though not at the expense of endangering the development and maintenance of superior capability.~~
 - a. We will use training and retraining liberally to orient new directors and Board candidates, as well as to maintain and increase existing ~~directors~~ members' skills and understandings. See Appendix for Board Orientation and Onboarding, as well as Board Development checklists and plans.
 - b. We will arrange outside monitoring assistance as necessary so that the board can exercise confident control over organizational performance.
 - c. We will use outreach mechanisms as needed to ensure our ability to listen to member viewpoints and values.
 - d. We will use professional and administrative support.
 - e. In establishing Board compensation we will
 - i. provide a stipend and discount on Co-op purchases to Board members.
 - ii. link compensation to the work requirements of various roles.
 - iii. have the Co-op Treasurer determine the San Francisco area Consumer Price Index for June as published by the Bureau of Labor Statistics for the most recent 12-month period and provide this information to the chair of the Finance Committee, which may recommend adjusting the amount of Board stipends for the upcoming year by this Index.
 - iv. based on the financial condition of the Co-op, decide whether or not to approve adjustment of the annual stipend.
 - v. receive the same store discount as staff. The discount may be reviewed as part of setting the Board's budget.
 - vi. keep our members informed.
2. We will develop the Board's annual budget in a timely way so as to not interfere with the development of the Co-op's annual budget. ~~In no case~~ We will ~~we~~ complete this work ~~no~~ later than August 31.

~~Policy Type: Board Process~~

~~Policy Title: C9 – Board Director Compensation ¶~~

~~Adopted: January 13, 2020 ¶~~

~~We will support the board's governance capacity by providing a stipend and discount on Co-op purchases to board members. ¶~~

- ~~1. Stipends and store discounts provide minimal compensation for Board service. In addition, a stipend and discount are factors in attracting quality candidates to the board who might otherwise not be able to afford to serve. ¶~~
- ~~2. Board members, particularly those on the Executive Committee, volunteer many hours per month beyond monthly board meetings and events. ¶~~
- ~~3. Quarterly stipend for service is as follows effective October 1, 2019: \$650 for the board chair, \$525 for board vice chair(s) and \$400 for other board members. ¶~~
- ~~4. Every year, the Co-op treasurer will determine the San Francisco area Consumer Price Index for June as published by the Bureau of Labor Statistics for the most recent 12-month period. This information will be provided to the Finance Committee chair, who may recommend adjusting the amount of board stipends for the upcoming year by this Index. ¶~~
- ~~5. As part of its annual governance budget review and decision making and based on the financial condition of the Co-op, the board may decide to not approve adjustment of the annual stipend. ¶~~
- ~~6. In addition, board directors shall receive the same store discount as staff. The discount may be reviewed as part of setting the Board's budget. ¶~~

Policy Type: Board-Management Relationship

Policy Title: D – Global Board-Management Connection

Adopted: April 1, 2011

The Board has hired the GM to operate the business. We will be an excellent employer to the GM as our sole employee, cultivating a relationship rooted in equity, respect, and mutual support. In delegating authority to the GM, we acknowledge the GM's expertise and we will work collaboratively and transparently with the GM in addressing any issues as they arise. ~~The board's sole connection to the operations of the Co-op will be through the General Manager.~~

Policy Type: Board-Management Relationship

Policy Title: D1 – Unity of Control
Adopted: April 1, 2011

Only official ~~by passed motions~~ **decisions and policies** of the Board are binding on the GM.

1. Decisions or instructions of individual directors, officers, or committees are not binding on the GM except in rare instances when the Board has specifically authorized this power.
2. In the case of directors or committees requesting information or assistance without Board authorization, the GM may refuse any requests **that, in the GM's opinion, may disrupt operations or require too much staff time or resources.**

Policy Type: Board-Management Relationship
Policy Title: D2 – Accountability of the GM
Adopted: April 1, 2011

The GM is **accountable for achieving the Ends and operating the organization within the Executive Limitations** ~~the board's only link to operational achievement and conduct.~~

1. The Board will view ~~GM performance as identical to organizational performance so that the Co-op's accomplishment of board-stated Ends and~~ **organizational operation within Executive Limitations** ~~avoidance of board-proscribed means will be viewed as successful GM performance.~~
2. The Board will not instruct or evaluate any employee other than the GM.

Policy Type: Board-Management Relationship
Policy Title: D3 – Delegation to the GM
Adopted: April 1, 2011

The board delegates authority to the GM through written Ends and Executive Limitations policies.

1. As long as the GM uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the GM is authorized to establish all further policies, practices and plans for the Co-op.
2. The Board will respect and **accept** ~~support~~ the GM's choices as long as

those choices are based on reasonable interpretations of Board policies.

3. If ~~the Board~~~~we~~ changes an Ends or Executive Limitations policy, the change only applies ~~as after the change is approved of a specified future for a date in the future.~~

Policy Type: Board-Management Relationship

Policy Title: D4 – ~~Evaluating the Monitoring~~ GM Performance

Adopted: April 1, 2011

The Board will systematically and ~~rigorously~~ ~~diligently~~ monitor and evaluate the GM's job performance ~~compared to expectations set forth in Board policies.~~

1. The Board's policy monitoring ~~process is the foundation of our annual evaluation of the GM.~~ ~~how the board determines the degree to which the GM is following board policies.~~ ~~Information that does not directly relate to Ends or Executive Limitations policies is not monitoring information.~~
2. The Board will acquire monitoring information by one or more of three methods:
 - a. ~~Most commonly~~ by internal report, in which the GM discloses interpretations and compliance information to the Board;
 - b. ~~Periodically~~ by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies; or
 - c. ~~Rarely~~ by direct Board inspection, in which a designated director or committee assesses compliance with ~~the policy criteria.~~
3. ~~The Board will accept that the GM is compliant with a policy if the monitoring report includes a reasonable interpretation , including clear metrics and benchmarks, and~~ ~~In every case, the standard for compliance will be any reasonable GM interpretation (as described by operational definitions and metrics) of the board policy being monitored. The board is the final arbiter of reasonableness but will always judge with a reasonable person test rather than with interpretations favored by individual directors or by the board as a whole.~~ ~~4. The GM is compliant with a policy if they/he present a reasonable interpretation and~~ ~~adequate data that demonstrate accomplishment of that interpretation.~~
 - a. ~~The Board's standard for compliance with a policy will be any reasonable interpretation by the GM. The GM's interpretation does not need to be an interpretation favored by individual directors or by the Board as a whole.~~
4. ~~In evaluating non-compliance, we will consider the severity, implications and trends, as well as the GM's explanation and plan to achieve~~

compliance.

5. The Board will monitor all policies that instruct the GM. The Board can monitor any policy at any time by any method listed above but will ordinarily follow the schedule outlined in the Board Annual Calendar.
6. The Board's annual evaluation of the GM, based on a summary of monitoring reports received from ~~October~~ July through ~~June~~ ~~May~~ ~~September~~ will be completed by ~~July 31~~ ~~November 1~~. ~~The Board will make its decisions concerning the evaluation and the employment contract no later than November 1.~~
 - a. The Board will establish a GM Evaluation Committee in January to consist of Board Officers and other interested directors. The Committee will prepare a plan for GM Evaluation that follows this policy.
 - b. In June of each year the GM Evaluation Committee will review a summary of monitoring reports received during the previous 12 months.
 - c. The GM Evaluation Committee will invite the GM into a conversation to share other relevant information and clarifications.
 - d. Based on the review of reports and the conversation, in July the GM Evaluation Committee will present an evaluation letter to the Board for approval. The final approved letter will be presented to the GM by July 31.
7. ~~The board will complete a. Each year the Board will review a summary of the monitoring reports received during the previous 12 months. b.~~
 - b. ~~the GM compensation process no later than November 1.~~

Policy Type: Board-Management Relationship

Policy Title: D5 - Compensating the GM

Last Revised:

The Board will compensate the GM in a way that honors their value to the Co-op, and demonstrates our commitment to equitable treatment.

1. We will establish a compensation package that is equitable, competitive in our market, and sustainable for the Co-op.
2. We will use a strategic process to establish the value of the GM's compensation, and we will complete this process in a timely manner, normally no later than August 31 ~~November 1~~.
3. The Board will present an RFP template to the GM in June to initiate compensation adjustment discussion.

4. The Board will determine GM compensation by August 31. Board approved compensation adjustment will be reported to the Finance Manager by the Board Chair.



Charter

Committee

Type

Mandated standing committee per Co-op bylaws 6.05. Or: Standing committee established by the Board. Or: Ad hoc committee established by the Board per Co-op bylaws 6.05.

Accountability

The Committee serves under the general direction of the Co-op Board. The committee has no independent authority to direct the General Manager or any Co-op staff or to commit any of the Co-op's resources.

Purpose

Specific Duties

Chair

A Board Member (except for Election Committee) appointed annually by the Co-op Board. *Provide term limits, if any, for the chair.*

Committee Make-Up

The committee chair, an additional Board member (two for Elections), the Board Administrator, and any number of active members. The Board Administrator shall serve as a nonvoting member on the committee to provide continuity, administrative support, and expertise in the Co-op's policy. Committee members are selected according to standardized committee member vetting procedures.

Meetings

The committee will meet as often as deemed necessary for its functions.

Budget

Included with the budget established for the Board.



Charter Policy Committee

Type

Standing committee pursuant to Bylaws Section 6.05 ~~and governed by Co-op Board policy.~~

Accountability

The Policy Committee serves at the request and under the direction of the Board. The committee has no independent authority to direct the General manager or any Co-op staff, or to commit any of the Co-op's resources.

Purpose

The committee's primary responsibility is to provide recommendations to the Board on policies or changes to existing policies and the bylaws.

Specific Duties

The committee may have duties in such areas of bylaws, board policies, and elections, as determined by the Board. The Policy Committee will meet on an ad hoc basis as directed by the Board. ¶

¶

Bylaws ¶

If bylaws changes are recommended, perform tasks at the request of the board. Develop policy recommendations at the request of the board.

Elections ¶

- ~~1. Assist Elections? committee with review of materials? [or whatever is appropriate/applicable here] ¶~~

¶

Chair

A Co-op Board member as appointed annually by the Co-op Board of directors. An Election Committee Chair can serve for no more than three (3) consecutive years.

Committee Make-Up

The committee chair, a second board member, the Board Administrator, and any number of active members. ~~up to four (4) additional members, directors or not. All members shall be appointed to the committee by the Co-op board annually and as needed to fill vacancies. In addition, †The Board Administrator shall serve as a non-voting member on the committee. Committee members are selected according to standardized according and in accordance with standardized committee member vetting procedures., the board may appoint additional members if necessary.~~

Meetings

The committee will meet as often as deemed necessary for its functions.

Budget

Included with the budget established for the Board.



Charter Election Committee

Type

Mandated standing committee per Co-op bylaws 6.05.

Accountability

The Election Committee serves under the general direction of the Co-op board. The committee has no independent authority to direct the General Manager or any Co-op staff or to commit any of the Co-op's resources.

Purpose

The committee shall ensure fair, impartial, timely and honest conduct of elections in accordance with the Co-op's bylaws.

Specific Duties

1. Recommend ~~annual~~ update of the election timeline, **annually**.
2. Recommend update of the election policy, **as if** necessary.
3. Recommend ~~annual~~ update of the Election Committee Charter, as necessary.
4. Recommend ~~annual~~ update of Election Information **Packet, annually**.
5. Review candidate statements.
6. Review proposed **pro/con statements and rebuttals for bylaw amendments and measure and pro/con statements and rebuttals**.

Chair

An **active Co-op member** ~~Co-Op Board Member~~ appointed **annually** by the Co-op Board. **No chair shall serve for more than three (3) consecutive years.**

Committee Make-Up

~~The Election Committee shall be appointed by the board to administer elections. The Election Committee shall be composed of no fewer than three (3) members, two of which must be board members. The committee chair, two additional Board members, the Board administrator, and any number of active members. The Board Administrator shall serve as a nonvoting member on the committee to provide continuity, administrative support, and expertise in election administration and the Co-op Board's election policy. Committee members are selected and in according to once with the standardized committee member vetting procedures., the board may appoint additional members if necessary.~~

Committee members may not be running for Board election while serving on the Election Committee.

Meetings

The committee will meet as often as deemed necessary for its functions.

Budget

Included with the budget established for the Board.



Charter

Member Engagement & Education 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 or 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 will be to support the Board's strategic plan by:

1. Creating a plan to educate members on the value of membership and cooperatives
2. Establishing a plan for member dialog using a variety of venues
3. Drafting an annual plan for member engagement

Chair

A Board Member appointed annually by the Co-op Board.

Committee Composition

The committee ~~will consist of chair (s) who will be sitting board members,~~ a second Board member, and ~~any number of active members. up to four (4) other members, directors or not.~~ Committee members are selected according to standardized committee vetting procedures.

Budget

Included with the budget established for the Board.



Charter Finance Committee

Type

Mandated standing committee per Co-op bylaws 6.05.

Accountability

The Finance 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, or to commit any of the Co-op's resources.

Purpose

To advise and support the Board by reviewing the Co-op's financial position and making recommendations as requested by the Co-op Board.

Specific Duties

In consultation with the GM, advise the Co-op Board on financial matters related to:

1. The Co-op's capital structure and any material changes to debt, equity and/or liquidity
2. Real estate and/or leasing activities of the Co-op
3. The Co-op's capital budgeting process for any new projects materially outside the scope of normal operations with a focus including, but not limited to:
 - a. Cost of capital calculation
 - b. Business expansion planning and budgeting
 - c. Capital structuring
4. Review and advise on financial reporting including but not limited to:
 - a. Audited annual financial statements
 - b. Quarterly financial reports and relevant ratios
5. Recommend to the Board the selection of an auditor for annual audit
6. Review the annual Co-op financial position for the purpose of recommending a patronage refund
7. Provide a recommendation to the Board on the payment of the preferred shares dividend
8. Such other duties and responsibilities as directed by the Co-op Board

Chair

~~An Co-op board member as~~ A Co-op Board member appointed annually by the Co-op Board. With assistance from the treasurer or chief financial officer, the Finance Committee chair is to report to the Board on the possible adjustment of board stipends, responsible for leading the process of creating ~~to create~~ and monitor the Board's budget in time for Board approval ~~to adopt~~ by Aug. 31 (not the Co-op's budget) and monitor the budget throughout the year. ~~The chair is and .fj~~

Committee Composition

The committee chair, an additional Board member and any number of active members, ~~between 2 and 4 other members~~. The GM and treasurer or chief financial officer shall serve as non-voting members of the committee. Committee members are selected ~~and in~~ according to ~~ance with the~~ standardized committee member vetting procedures, ~~the board may appoint additional members if necessary.~~

Meetings

The committee shall meet as often as deemed necessary for its functions ~~to fulfill its responsibilities~~, but not less than once per quarter.

Budget

Included in the ~~SNFC~~ budget established for the ~~as approved by the Co-op~~ Board.



Standardized Committee Vetting Procedure

Purpose

To provide clear, concise, and detailed instructions for selecting and nominating committee members in a consistent, efficient, and impartial manner. This procedure will first be used to establish committee chairs, and then committee chair(s) will use it to nominate and secure approval for their respective committee members by vote of the Board of Directors.

Board Chair Qualifications

- All Board Members for the upcoming year are eligible to chair a committee, though prior experience on the committee is highly encouraged. In the absence of experience, co-chairing with someone who has experience is recommended.
- To maintain organization, a limit of two (2) chairs per committee are allowed.

Committee Member Qualifications. All interested parties must:

- Be a current/active member of the Co-op.
- Complete [Request for Appointment To a Board Committee Form](#) and submit to [Board Admin](#)
- Undergo an interview with committee chairs who will ask and consider:
 - Relevant Skills
 - Desire to work as a team
 - Availability to perform the duties of the committee
 - Compatibility with chairs and other members of the committee
- Have no significant adverse feedback from their peers to ensure a productive work environment. Chair/s will provide name(s) of nominees to Board Members prior to recommending member appointment at Board Meeting.
- Agree to a committee member code of conduct (tbd) to positively represent the Co-op during their term on the committee.

Timeline: Securing Committee Chairs & Committee Members

October Board Meeting: A call for interested Board Members to volunteer for committee chair positions and for the general membership to join a committee is made.

November Board Meeting: Board Members voice their interest to chair specific committees. The Board holds a vote for each committee chair. Co-chair arrangements are allowed. Chairs are tasked with following this procedure to nominate additional committee members at the December meeting.

During this meeting, other Board Members, who are interested in serving on a committee, voice their interest. This way, chairs can work together to select additional committee members.

December Board Meeting: Committee chairs present their recommendation for appointment of other Board members and volunteer Co-op members, who have completed the vetting process, to the Board for vote. The Board may ask questions during the nominations, but for the most part, the Board will consider the nominees as vetted and will vote to appoint recommended committee members.

Future Board Meetings: In case of future interest or the need to fill vacancies, chairs follow this procedure and request a vote by the Board during the next scheduled meeting.

September: Before the end of the year, the committee chair(s) document an evaluation of the committee members using a specific rubric and submit it to the Board Administrator. The Board Administrator will maintain this information in a file for each individual for future reference by committee chairs.

Committee Member Rubric

The committee member's name, contact information, and annual rubric scoring for each committee member will be maintained by the Board Administrator. Below is the rubric that Committee Chairs will use and submit to the Board Administrator:

Committee member name	
Committee and year	
Criteria	Rate each on a scale of 1-5 (1 being poor, 5 being the highest)
Relevant Skills	
Participation	
Teamwork	
Responsiveness	
Compatibility	
Contribution	
Comments	

BOARD DIRECTOR 1

Below are the B-policy related items I am requesting the policy committee review, modify, and / or establish new policies and bring back to the Board for review and potential action.

1. B-Policy Interpretations: I request all B-policy interpretations be reviewed and determine if modifications are needed. While all should be reviewed, the first step should be for the GM to identify which B-policies he updated with his interpretation and which ones he did not and were carried over from previous GM's (If any). The interpretations should be reviewed to ensure that they are reasonably consistent and in alignment with the B-policies and Ends Policy. An example of an interpretation that should be updated/modified is an example I used during the Sept 2022 board meeting as specified below.

An example used is B7.6 and the subsequent interpretation component in the report B7 report to the board. The interpretation specifies the GM "can interact with any director any way I choose..." which may be problematic in potential circumstances. The example I used in the Sept meeting is "no interaction/response" with a board member that requests information can be considered "any way" which is problematic and unacceptable per the B-policies specifying the GM is to provide board members with sufficient information. Additionally, providing inaccurate information or information that is not germane to the relevant matter that a board member is to receive information on is also unacceptable however is allowable under the current interpretation which allows the GM to "interact in any way" with a board member.

Committee response: The Committee's charge is to review the policies, not the interpretations. Only the Board can question the GM's interpretations. Also note that the policies were based on the CBLD template, not by a particular GM and have been updated here for clarity from the new CBLD template.

2. Develop and or modify an existing B-policy to establish a spending threshold for any expenditures not included in the board approved capital budget and require board approval for any expenditure above the established spending threshold. While the B-policies state that the GM shall provide the board with an update/information on decisions that make major changes to the Co-op's financial plan, there is no actual dollar amount or clear explanation of what constitutes as "major." Generally, most organizations have a spending/expenditure threshold that allow the CEO / GM to execute contracts up to a certain amount before going to the board for approval. Any expenditure above that threshold (i.e. \$100K), the CEO/GM is required to take the item to the board for approval. SNFC should be no different and the board should be apprised and approve or deny major purchases/contracts. I strongly urge the Policy Committee to work with the Finance Committee on this recommendation as Prasanna is a former Co-op GM and Arnie is the Executive Director of an organization.

Committee response: This is probably best handled by discussion between the Board and the GM on the GM's interpretation of changes to budgets or other expenditures that need to receive notice to

and/or approval by the Board. There are already limitations that prevent the GM from signing contracts, leasing, selling or buying property, and incurring debt outside the ordinary course of business. (See Policies B.1, B.2 and B.3.) [any others?]

3. Develop a policy that requires the GM to submit a monthly report with the board packet that identifies any changed agreements/contracts that are not in alignment/consistent with Ends Policy and other relevant executive limitation policies. The required report shall only be submitted to the Board when the above mentioned changes occur within the previous month. No monthly report should be required to be submitted in months where no action occurred.

Committee response: This concern is covered by B7 - Communication to the Board, which states the GM will not: "Report any actual or anticipated noncompliance with any Board Policies in an untimely manner" and "Allow the board to be unaware of relevant trends, internal and external changes, which affect the assumptions upon which board policy has previously been submitted." These provisions say that the Board should be promptly informed of the type of information that is being requested in a new policy.

4. 2022 Audit Report:

I recommend the Policy Committee consider modifying B-policies to incorporate the recommendations presented in the 2022 financial audit. While minor in nature, the audit specified those recommendations have been presented for several years now; its time to implement those recommendations if the GM and leadership team have not move forward in carrying out. I recommend the Policy Committee work with the Finance Committee on developing these modifications.

Committee response: When the Board accepts the annual audit, if it wants the recommendations included in the Audit Letter to be implemented, it should so direct the GM. The limitations policies already require prudent and responsible management decisions and compliance with GAAP.

BOARD DIRECTOR 2

1. B1 and B3 reports are redundant when reported quarterly instead of annually. I could not see in the actual policies themselves that they had to be reported quarterly. Flagging this in case we actually need to address this in the policies themselves. Should probably include the Finance Committee in this one?

Committee response: The reporting schedule is separate from the policies. It would be appropriate for the Policy Committee, Finance Committee and the Board as a whole to review the reporting schedule.

2. C1 or C2 Not sure if it should be included in but we should include something about our work being saved and documented for board members to access digitally in the google drive. It increases transparency and accessibility.

Committee response: This is now generally addressed by Section C.2.7, updated per the new CBLD template. [see if want to add more detail to that section though]

3. C5: Specify who is responsible for collecting the required Code of Conduct form and required background checks. And add who will administer the training protocol (when finally established).

Committee response: Consider as we review the Template and current policies

Updates to Committee Charters:

1. Changing the composition limits (or removing them).

Committee response: In process

2. Stipulating a specific ratio of board member : staff : member-owners (does that matter? Seems to have been a temporary concern for the Nominations Committee if GM still wanted to join, so bringing it up here).

Committee response: Up to the Board to determine

3. Vetting processes for voting member-owners into committees.

Committee response: In process

4. Should we request the committees to create and maintain a document of processes? Stored and accessible in the Google Drive, so as to not waste ramp-up time from year to year.

Committee response: Yes, that's definitely a time-saver (per experience with SCCF)

BOARD DIRECTOR 3

1. C5.2b mentions that the board must sign a code of conduct agreement form yearly after everyone is seated. Did we do this? I cannot recall and didn't see anything in my email about this. "Every year (once the new board is seated), every director shall sign the Code of Conduct Agreement form and will verbally report to the whole board all actual and potential conflicts. Every director will immediately report any subsequent actual or potential conflicts to the whole board."

Committee response: Section C.5.2.b may not have been implemented routinely but this is a Board monitoring itself concern. [? or whatever has been happening]. It is the responsibility of the Board Administrator and thus ultimately of the GM who supervised the BA.

2. C9.3 Should we revise to remove this language as no longer relevant? “Quarterly stipend for service is as follows effective October 1, 2019: \$650 for the board chair, \$525 for board vice chair(s), and \$400 for other board members”.

Committee response: See proposed new language of C.8.e.

3. D4.7 We did not finish GM compensation decision by November 1st. Does this make the board not follow policy? How does this affect us? “The board will complete the GM compensation process no later than November 1.”

Committee response: That’s more a board monitoring itself issue.

GM

1. I personally feel that understanding and following the A,BC,D policies would be a great first step before this potentially expensive and time consuming process moves forward.

Committee response: Not sure how it is expensive. The time spent is voluntary. Hopefully providing the Board with this deep dive into the Board Governance policies will engage the entire board when it is handed off for review and decision and will help the full Board understand how the policies work together to effectively provide a framework and processes for governance, GM/Board interaction and relationship and overall improvement in the Board.

2. The actions surrounding the process could be the education piece, but I would suggest weighing the cost benefit versus the outcome.

Committee response:

3. Regardless, this should include the directors not a committee so the education around policies could be a benefit.

Committee response: The Committee’s work will be handed off to the Board to explore, review, assess and revise prior to possible approval.

LEAD STAFF, FORMER BOARD, FORMER BA

1. Global Ends - I think our Ends are very good. The only thing I see lacking is a clearer definition ‘environmental’ returns – I’d like to see some stronger language about environmental sustainability and green programs specifically.

Committee response: The Board can consider clarifying or updating the Ends if necessary.

2. B I think this policy is ok, but I am very unsure how this can be monitored. Unlawful is clear, but imprudent? In violation of commonly accepted business practices? This policy mentions the SNFC Strategic Plan, but nowhere else is this mentioned. Perhaps this policy could include something specific about that i.e. “The GM will not operate without a Strategic Plan” and I don’t know how to incorporate this but including that such plans should be devised with input from the operational leadership.

Committee response: Section B has been updated to match the new CBLD template. The term “imprudent” still seems applicable, given its standard dictionary definitions. Re: Strategic plan, too - not mentioned much except here and C.3?

3. B1. I think this policy is fine. But goals should be set and measured against so there is something to interpret, e.g. goals for membership.

Committee response: The Board assesses the GM’s accomplishment of the Co-op’s goals as it reviews the financial and other reports provided to it by the GM.

4. B2.2 – update “owner” to “member”. This policy is fine (IMO) but the board could work on figuring out how to manage the reporting.

Committee response: The Board reviews the financial reports provided to it by the GM [monthly?]

5. B10 This policy is weird. It was created after Paul (previous GM) signed onto some political situation (I think the Non-GMO ballot initiative that happened in Sacramento way back) and it seems slightly useless to me.

Committee response: This concern now seems to be covered by B.7.4. So we propose deleting B10.

6. C1 I think the policy is fine. This is an important piece for the board doing its job so having a focus on this policy more than once per year seems like a good idea. Or, maybe just figuring out what it is supposed to mean, and how the board interprets it.

Committee response: Section C.1 has been updated for clarity pursuant to the new CBLD template. The Board can discuss the section to ensure consistent interpretation.

7. C2 I think there should be a statement added at the top of this policy that succinctly describes the board’s job before going to the bulleted list. Is it the board’s job to govern successfully? That seems to be implied in the first sentence but it should be stated if that is the case.

Committee response: could rewrite intro to say “The Board will govern successfully to fulfill the Global Ends by:” or some such. Checking template.

8. C2.2 The board is not hiring a Board Administrator. This should be removed. If the board decides to once again control a board admin (which I don't advocate for) then a procedure should be developed for the management of that since having 9 managers is not a workable thing. It is interesting because this section has a period at the end of GM and a notation after it but the Board Admin piece is still in there. I think this WAS removed at some point and this copy is bad. That Board Admin piece at the end looks stuck on and if it was meant to be part of the sentence it would come before the notation in parentheses. Overall this policy is great.

Committee response: This obsolete phrase has been dropped.

9. C3 Better define what "upward and outward" means. I can't tell you how many board surveys I've seen where no one knows what this means.

Committee response: C.3 has been updated per the new CBLD template and seems much clearer.

10. C3.1 Remove "first Tuesday in October" since that is overly specific and outdated. We don't need that specificity, since the Board could change their meeting day.

Committee response: Maybe just say October. It's getting revised.

11. C4.3 Robert's Rules..... I'm not convinced. Perhaps this is an opportunity to expand on exactly what process the board uses at the meetings and better define it for everyone.

Committee response: C.4.3 has been revised per the new CBLD template and eliminates this language re: Robert's Rules. I think some education, discussion and regular training is in order - part of the job for the Ad hoc Committee on Onboarding and Board Education.

12. C4.4 I think the agenda should be open to more than executive committee members.

Committee response: See revised language of C.3.3 and C.6.3.b regarding agenda preparation.

13. C5 I like this policy as is, but there could be some supplemental information added elsewhere. For Example, some details about speaking in public, protecting the co-ops image, what is a conflict of interest, etc. I thought it was agreed that the Disciplinary section would be removed from the policy set and included as a separate existing document? {Barbara note: discipline section should be an appendix at the end of the set of Governance Policies}

Committee response: Yes, I recall it was going to be an appendix. One of the things that was approved but then got lost. I'm tracking down the language that was approved and will incorporate it in the document the Committee is reviewing.

14. C6.3b I think this needs work. Here is my suggestion: The Board Chair will ensure that agendas are set for all meetings in a timely manner, utilizing the accepted board plans and calendars and seek input from the full board on discussion topics' but I think any reference to Executive Committee should be removed.

Committee response: See revised Section C.3.3 and C.6.3.b. [How about "drafts" the agenda? As a prior section says the draft is open to more input at the meeting. We currently assign this work to the Executive Committee that includes the board officers, the GM and Board administrator. if that process is changed by the Board then the policy should be changed to remove Executive Committee. We need to do a better job of notifying the board to submit agenda items to the board officers.]

15. C6.3d Re "The board chair may represent the board to outside parties" - something should be added here to note that the representation should only be on topics that have had full board approval and are accepted as the "voice of the board" as a whole.

Committee response: could clarify - check new template. Also check Job Description for Board Chair, Vice Chair and board members.

16. C6.5 – I think 'Finance Committee Chair' should be removed and called something else. I know we do currently have a finance committee, but it is no longer mandated in the bylaws.

Committee response: True but it is a standing Board committee that does specified work for the Board and if the Board gets rid of the committee, it can amend this policy.

17. C6.6 This section is problematic also, as "secretary" is outdated and no longer an officer of the board. Note: appendix for job descriptions – update

Committee response: The secretary is a Board appointed required corporate officer with the specified legal requirements. Putting this in the governance policy gives the Board authority to review that legal responsibility.

18. C9.2 Change Exec Committee language to "Officers" or delete altogether – is this a policy? It is just a statement.

Committee response: Agreed; this section has been deleted as Board compensation is now addressed in C.8.e

19. C9.3 This is obviously outdated information.

Committee response: Agreed it should be removed.

20. C9.4 No treasurer – update this section. The info is provided to the Board Chair. Can this policy state that it shall appear as an agenda item? I find it very obscure that this doesn't ever get discussion openly and no one at this time actually knows what the board stipends are.

Committee response: Similar to Secretary, there is a board appointed required Corporate Treasurer who provides the info to the Finance Committee Chair so that the Finance Committee Chair and Finance Committee can prepare the Board's draft Budget, as well as recommend any change to the stipend to the Board for approval. The Finance Committee Charter addresses bringing a recommendation to the Board and it is included in the Board Calendar. It was a Board Agenda Consent item in 2022 - so no discussion.

21. D4 I think this policy is fine, but the board utilizes D4.2b very rarely (financial audit, emergencies) and this piece could be put into action much more regularly.

Committee response: Up to the Board to do so as needed.

22. D4.4 Replace "s/he" with they.

Committee response: Agreed

23. D4.6-7 I'm not sure it is suitable to include dates here. Each individual GM should be evaluated based on their individual hire date not this arbitrary date (which was actually tied to a former GM).

Committee response: It is tied to the fiscal year and getting through the cycle of GM Limitation Reports. For the past two years, the GM evaluation was conducted in late summer/fall and based on the prior year of service and attempted to align with the budget development timing. Any change to compensation was made retroactive to the GM's hire date.

24. Overall, I think the policy set is in pretty good condition. I'm going to be blunt and say that I think there are a lot of problems with the understanding of interpretations and with the board upholding and executing their own policies. A lot is made out of monitoring the B policies, but the board rarely converses about the C and D policies which govern them. I'd love to see the board spend their retreat time digging into the policies to achieve a shared understanding of what these policies mean and how they should be applied. Then there could be more forward movement on drafting supplemental materials to support these policies – in effect, how the board executes their policies, and also why. Drafting definitions (or pulling them from Policy Governance materials) could be helpful for everyone involved. Things like "reasonable interpretation" are not always clear to everyone, so interpreting that and providing some examples could be very helpful – but that doesn't necessarily belong in the actual policy set. What does "upward and outward" mean? What does it look like? What is it not?

Committee response: Thank you.

2023 SNFC Annual Member Meeting Framework

Objective:

To put together framework of the 2023 annual meeting and bring it back to the board for review/approval and bring it back to the board no later than March

Bylaw requirement:

“An annual meeting of members is to be held each year for the election of directors and to conduct such other business as may properly come before the meeting.”

Plan:

Saturday, September 30, 2023 - 12 pm (tentative depending on time needed) - right before the 50th Anniversary Celebration

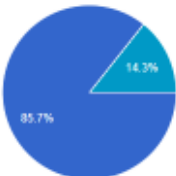
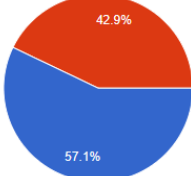
Outline:

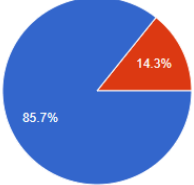

- Welcome
- Co-Op Values
- Quick highlight of the Board
 - What does it mean to be a board member, how does one become a board member
 - Other ways the membership can engage and participate: call for volunteers to committees
- Announce and Introduce Board Election Winners
 - Original date to announce winners would have been the 29th, we can push it by a day and make it really special
- State of the Co-Op Address
 - How/who we've made an impact on as a community
- What it means to be a member - use this as an opportunity to invite the membership to provide us with feedback
 - We will do this digitally with a QR code but also provide a paper option for those less digitally inclined
 - (During the event, we will be encouraged to actively ask and engage in convo, it will make all the difference)
- Inviting any non-members who are showing up right as the celebration begins to sign up
- Sending everyone off to have fun and celebrate 50 years!

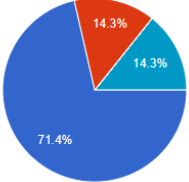
Name	Officers refrain from supervising or directing the GM.	Do you have any other comments?	Officers remain accountable for their authority, even when they delegate tasks.	Do you have any other comments?	The Board Chair has ensured the board acts consistently with its own policies.
Delfina	Always		Always		Always
Alex Jang	Always		Always		Always
Manny Leon	Always	No comment	Always	No comment	Always
Prasanna	Always		Always		Always
Barbara	Always		Always		Usually
Arnie Sowell	Always	Generally feel that we do a good job in this area -- I wonder with the GM transition if we might be able to set some new parameters around how the Board and GM communicate.	Always		Usually
Brian Pimentel	Usually		Don't know	An interpretation for this section of the policy would be helpful	Usually

Name	Do you have any other comments?	A Vice Chair will perform the duties of the Board Chair in his/her absence.	Do you have any other comments?	The Finance Committee Chair leads the process for creating and monitoring the board's (not the Co-op's) budget.	Do you have any other comments?
Delfina		Always		Always	
Alex Jang		Always		Always	
Manny Leon	No comment	Always	No comment	Always	No comment
Prasanna		Always		Always	
Barbara		Usually		Always	
Arnie Sowell	The Board Chair maintains a strong commitment to working on this policy.	Always	We adhere to this policy.	Always	Yes --this is done. However with the GM transition, the Board will need to pay closer attention to the Coop's budget.
Brian Pimentel		Always		Always	

Name	A vice chair in conjunction with the secretary will make sure the boards documents are accurate, up to date, and appropriately maintained.	Do you have any other comments?	Do you have any suggestions for how the Board could improve on its implementation of this policy?	Do you have any suggested change(s) to this policy?	Do you have any other comments?
Delfina	Always				
Alex Jang	Always		No, it is very straight forward and adhered to from my perspective and time on the board.		
Manny Leon	Always	No comment	No	No	No
Prasanna	Always				
Barbara	Usually				
Arnie Sowell	Always	We will work with the Board Administrator to ensure that this practice continues and that we also find ways to improve upon it.	Not at this time.	Not at this time.	Not at this time.
Brian Pimentel	Don't know		Improvement to the way this policy is monitored would be helpful. Interpretation for section 2 of the policy. data (or any thing) provided to the board to indicate section 6 is in compliance. improvements in section 3, pertaining to policy D4 section 7		

Name	Officers refrain from supervising or directing the GM.	Do you have any other comments?	Officers remain accountable for their authority, even when they delegate tasks.	Do you have any other comments?	The Board Chair has ensured the board acts consistently with its own policies.																		
	 <table border="1"> <tr><th>Category</th><th>Percentage</th></tr> <tr><td>Blue</td><td>85.7%</td></tr> <tr><td>Red</td><td>14.3%</td></tr> </table>	Category	Percentage	Blue	85.7%	Red	14.3%		 <table border="1"> <tr><th>Category</th><th>Percentage</th></tr> <tr><td>Blue</td><td>85.7%</td></tr> <tr><td>Teal</td><td>14.3%</td></tr> </table>	Category	Percentage	Blue	85.7%	Teal	14.3%		 <table border="1"> <tr><th>Category</th><th>Percentage</th></tr> <tr><td>Blue</td><td>57.1%</td></tr> <tr><td>Red</td><td>42.9%</td></tr> </table>	Category	Percentage	Blue	57.1%	Red	42.9%
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Name	Do you have any other comments?	A Vice Chair will perform the duties of the Board Chair in his/her absence.	Do you have any other comments?	The Finance Committee Chair leads the process for creating and monitoring the board's (not the Co-op's) budget.	Do you have any other comments?										
		 <table border="1"> <caption>Pie Chart Data</caption> <thead> <tr> <th>Category</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>Blue</td> <td>85.7%</td> </tr> <tr> <td>Red</td> <td>14.3%</td> </tr> </tbody> </table>	Category	Percentage	Blue	85.7%	Red	14.3%		 <table border="1"> <caption>Pie Chart Data</caption> <thead> <tr> <th>Category</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>Blue</td> <td>100%</td> </tr> </tbody> </table>	Category	Percentage	Blue	100%	
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Name	A vice chair in conjunction with the secretary will make sure the boards documents are accurate, up to date, and appropriately maintained.	Do you have any other comments?	Do you have any suggestions for how the Board could improve on its implementation of this policy?	Do you have any suggested change(s) to this policy?	Do you have any other comments?								
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Name	We create and sustain a transparent and accountable relationship with our member-owners.	Do you have any other comments?	We hire, compensate, delegate responsibility to and hold accountable a GM.	Do you have any other comments?
Delfina	Usually		Always	
Alex Jang	Usually	Organization and timing of information can be improved. For the most part, the board strives to be as transparent as it is able to. There are ways we can improve transparency but anything not shared is not deliberately withheld.	Always	
Manny Leon	Usually	No Comment	Always	No comment

Name	We have expectations in the form of written governing policies that realistically address the broadest levels of all organizational decisions and situations. We write these policies in the form of Ends, Executive Limitations, Board Process, and Board-Management Relationship, as described in the Policy Governance principles.	Do you have any other comments?	We assign responsibility in a way that honors our commitment to empowerment, and provides clear distinction of roles.	Do you have any other comments?	We regularly monitor operational performance in the areas of Ends and Executive Limitations, and board performance in the areas of Board Process and Board-Management Relationship.
Delfina	Always		Always		Always
Alex Jang	Always	extremely broad; which leaves policies open to practical and intelligent interpretation every year. procedures not included.	Always		Usually
Manny Leon	Always	We are working on revising our policies to ensure the Board has the effective tools in place govern via Ends and Exec limitations policies	Always	No comment	Always

Name	Do you have any other comments?	We perpetuate the board's leadership capacity using ongoing education, training and recruitment.	Do you have any other comments?	Do you have any suggestions for how the Board could improve on its implementation if this policy?	Do you have any suggested change(s) to this policy?
Delfina		Sometimes	We could improve this and I hope that the ad hoc committee's work will help.		No
Alex Jang	I know we are working on improving the actual monitoring of these areas.	Usually			
Manny Leon	No comment	Always	No comment	No	Policy Committee will bring forth proposed changes



Name	Do you have any comments about Policy C2?
Delfina	Let's take the time to discuss what this policy means and learn its implications.
Alex Jang	
Manny Leon	No


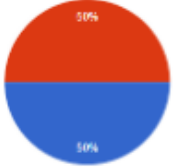

Name	We create and sustain a transparent and accountable relationship with our member-owners.	Do you have any other comments?	We hire, compensate, delegate responsibility to and hold accountable a GM.	Do you have any other comments?
Prasanna	Usually		Always	
Arnie Sowell	Usually	The Board continues to try and improve in this area.	Usually	The Coop is now in a GM transition period and now will be a good time to level set as well as reset on this issue.

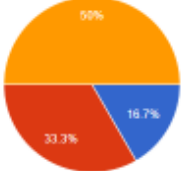
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Prasanna	Always		Usually		Usually
Arnie Sowell	Usually	We have discussed reworking and refining some of these principles -- need to start that process.	Usually	I feel like the Board does a good job in this area.	Usually

Name	Do you have any other comments?	We perpetuate the board's leadership capacity using ongoing education, training and recruitment.	Do you have any other comments?	Do you have any suggestions for how the Board could improve on its implementation if this policy?	Do you have any suggested change(s) to this policy?
Prasanna		Sometimes		We could work on training ourselves more on Policy Governance, Strategic Planning or other educational items for the board	
Arnie Sowell	We do this but given the GM transition we will need to be more diligent as Board to hold ourselves and the GM more accountable in this area.	Usually	We created a Board Ad Hoc Committee that is in the process of developing an ongoing Board development/education program.	The Board needs to move forward on the Ad Hoc Committee recommendations at the appropriate time.	I will but not at this time -- will be a Board discussion topic in the near future.

Name	Do you have any comments about Policy C2?
Prasanna	
Arnie Sowell	Not at this time.

Name	We create and sustain a transparent and accountable relationship with our member-owners.	Do you have any other comments?	We hire, compensate, delegate responsibility to and hold accountable a GM.	Do you have any other comments?
Brian Pimentel	Usually	There is not an always answer to this question.	Usually	
				

Name	We have expectations in the form of written governing policies that realistically address the broadest levels of all organizational decisions and situations. We write these policies in the form of Ends, Executive Limitations, Board Process, and Board-Management Relationship, as described in the Policy Governance principles.	Do you have any other comments?	We assign responsibility in a way that honors our commitment to empowerment, and provides clear distinction of roles.	Do you have any other comments?	We regularly monitor operational performance in the areas of Ends and Executive Limitations, and board performance in the areas of Board Process and Board-Management Relationship.																		
Brian Pimentel	Always		Usually		Always																		
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Brian Pimentel		We perpetuate the board's leadership capacity using ongoing education, training and recruitment. Sometimes		Yes, first and foremost. Having an interpretation for each section of this policy would be usefully when evaluating the performance of the SNFC Board of directors. Interpretations would also help with cultivating a transparent and accountable relationship with member owners.	I don't believe any changes needs to be done. But an interpretation of this policy would help make the policy more transparent for BOD and members.								
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Name	Do you have any comments about Policy C2?
Brian Pimentel	

	Jan. 2023	Feb. 2023	Mar. 2023	April 2023	May 2023	June 2023
Board Education & Development	Colum. CBL 101 1/27, Board/ Manager Relations 1/17, Board Compensation 1/26	Explore Policy Gov. 2/13	Finance Training for Directors: Session 1: 3/06 Session 2: 3/13 Session 3: 3/20 Session 4: 3/27	Diversity 4/6, Financial Statement Audits 4/11, CBL 101 4/15	GM Compensation and Evaluation 5/17	CCMA June 8-10 in Sacramento, CA
Board & Member Engagement Opportunities	Member Quarterly Article & Board Notes Due		Call for Board Candidates Run For the Board Forum March ?	Member Quarterly Article & Board Notes Due 03.27 Candidate Nomination forms & Election Info Online	Deadline For Nominations Com. To Submit Candidates For Board Approval May 30 Spring Fling 05.13	
Required Agenda/ Packet / Executive Session items	Patronage Refund Decision Election: Policy, Info Packet & Schedule Updated	Nominations & Education Committee Plan Approvals 6 Month GM Evaluation Preferred Shares Dividends Decision				Vote on Nominations Com. Candidate Recommendations Ballot Measure Certification Deadline
GM Limitation Monitoring Reports	No Reports	B1 – Financial Condition & B3 –Asset Protection		B4 – Member Rights/Responsibiliti es, B5 – Consumer Treatment, B6 – Staff Treatment & Compensation	B1 – Financial Condition B3 –Asset Protection A – Global Ends	No Reports
Board Process Monitoring Reports		C3 – Agenda Planning & C4 Board Meetings	C6 – Officers’ Roles & C2 – The Boards’ Job	C – Global Governance & C1 – Governing Style	C7- Board Committee Principles & C8 – Governance Investment	D – Global Management Connection & D1 – Unity of Control
Co-op Community Happenings		Member Days February 1-28			Member Days May 1-31	

	July 2023	August 2023	Sept. 2023	Oct. 2023	Nov. 2023	Dec. 2023
Board Education & Development	CBL 101 7/15		Explorations in Gov. 9/12(session 1) 9/19(session 2) 9/26(session 3)	Director Orientation CBL 101 10/21	Director Orientation Nov. 4-5 Board Retreat	
Board & Member Engagement Opportunities	Member Quarterly Article Due 06.22	Annual Meeting August ?		Member Quarterly Article Due 09.27 Call for Committee Members Harvest Festival Oct. 7		
Required Agenda/ Packet Items/ Executive Session	Final Candidates Approved for Ballot Treasurer gives Bay area CPI to Finance Com. Chair	Board Budget (by August 31) ENDS Policy Review GM Annual Review & Compensation Discussion	General Election Call for Board Officer Interest	Seat New Board Members Elect Board Officers Call for Committee Chair & Member Interest	Board Committee Chair & Member Appointments	Co-op Member Committee Appointments
GM Limitation Monitoring Reports	No Reports	B1 – Financial Condition, B3 – Asset Protection & B10 – Endorsement of Public Policy	B7 – Communication to Board, B8 – Board Logistical Support & B9 – GM Succession	No reports	B1 – Financial Condition, B2 – Planning & Budgeting & B3 – Asset Protection	B – Global GM Constraint
Board Process Monitoring Reports	D2 – Accountability of the GM & D3 – Delegation to GM	C5 – Directors Code of Conduct	D4 – Monitoring GM Performance	No reports	No reports	No reports
Co-op Community Happenings		Member Days August 1-31	Farm to Fork Soil Born Farms Autumn Equinox – TBD		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/>