



Board of Directors Meeting Approved Minutes

Date: March 13, 2023

Convened: 6:00pm Adjourned: 7:33pm

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

Director(s) Absent:

Staff Present: Tyler Burch (HR Director), Brian Munn (Store Director), Stacie Larkin (Marketing Director), Angela Borowski (Finance Controller)

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 with the Committee membership item in closed session removed - Manny

Second - Barbara

Agenda approved

Tasks from previous meeting reviewed

Tasks reviewed

Approve Minutes of Prior Meeting:

Motion to approve February meeting minutes - Arnie

Second - Prasanna

Arnie said that executive session meeting minutes, said that he wasn't the one that made the motion for the item but it was Jeneba and someone else.

Tabled approving meeting minutes.

Member Comments:

Michelle Reynolds - Wanted to comment on one of the proposed items in the Board packet, Standardized Committee Vetting Procedure, from the Policy Committee. She explained that her concern is the committee member qualifications. It states that the candidate must have no adverse feedback from their peers and recommended that each person is only looked at based on qualifications.

GM Update:

Brian M. -

Brian M. stated that the new financial report states that compared to last year we had a 3.1% increase in sales. He reported that in the Member month we produced over one million dollars. A couple of record breaking sales in the Dairy department and Bread and Bakery department. In transition to Spring we will be seeing the change in produce. Some events this month include Cheese

Madness and St. Patrick's day. Brian states that Tyler and himself have created a strategic committee which includes the senior leadership team. They are trying to dive into projects that need attention. This includes lease agreements, IT contracts, 515, and the farm.

Tyler -

Some important dates:

Pop up market: March 17th

Bulk sale: April 21st - 23rd

Spring fling: May 13th

CCMA: June 8th-10 and recommends the Board to attend

Spring Member Quarterly articles due: Mar 27th

Training programs have been looked at, and returning the Welcome to the Co-op training program. He states that the HR department will be expanding the content in the orientation. Updating management training and reintroducing how to be an effective coach. Exploring a relaunch to a former training where we partner with a social worker.

Delfina brought up the Open Book Training, Tyler said that we could revisit it and make it more effective for our store.

Consent Calendar:

Motion to accept the Election Policy Revisions as shown in the packet - Manny

Second - Arnie

All in favor

Committee Updates

Policy Committee

Governance Policy- Revised

New committee Charter template

Committee charters - revised

Committee member vetting procedure

Report: suggestions received for governance policy revisions

Delfina starts by explaining that there are a lot of documents presented in the packet and on behalf of the committee would like to suggest that the Board approve the Committee Charter Template. The Committee Charters with the exception of the Nominations Committee Charter, and the Committee Member Vetting Process tonight. Then over the next couple of months to dive into the Governance Policies.

Felicia would like more time to be able to look over all documents before accepting any documents. Felicia expresses that these documents are extremely important so giving the time to look over them is important. Barbara states that none of the documents are time sensitive so giving more time is fine.

Prasanna is asking for a framework to break down documents so that we can go through them in meetings.

Barbara decided that it would be best that in the April meeting the new Committee template, Committee Charters excluding the nominations committee, and the committee member vetting procedure will be voted on.

Nominations Committee

Prasanna provided the update, the committee met and went over recruitment strategies, recruitment process, the recruitment message, validation process and interview process. The Nominations committee is in charge of recruiting candidates to fill three open Board Director positions. As part of the recruiting process they will be reaching out to people who would want to run for the Board, reaching out to a list of organizations that have been reached out to in the past, open calls for staff, and sharing the information in the Co-op newsletter . They are accepting applications until April 8th. Felicia and Prasanna will be at the Pop up Shop to hope to meet some future candidates.

Action Items

GM Search Process

Manny wants to get the ball rolling on the search process to get thoughts on what to do and open to options. A Search Committee is going to be put together.

Standing Item on the agenda, to appoint a group of three or more to start and carry out the process.

In Person Board Meetings

Motion to resume in person meetings on a quarterly basis 2 in person/1 virtual meeting with accommodation for Board members and members to access meetings online - Manny

Second - Barbara

All in Favor

2023 Annual Meeting Plan

Alex provided the update, the Member Engagement Committee met last month after the last board meeting. They went over options for the annual meeting. Given the time of the annual meeting, the 50th anniversary, and the time that they will be announcing the winners of the election, they agreed that it would be a good idea to combine the events. The Annual meeting is Sept 30th at noon before the 50th celebration. This will give an opportunity to meet the new board members. Location hasn't been locked in yet, Stacie will have an update.

Motion to approve the 2023 Annual Meeting Plan- Manny

Second - Brian

All in favor

Alex spoke more about the Member Engagement Committee. They held an event this past weekend via Zoom. Jon Steinman, author of Grocery Story, spoke about his book.

Alex stated that there will be participation at the Pop Up shop to answer any questions about running for the board in a casual manner. Also there will be member mixer dates coming soon.

Board Self-monitoring

Policy C6, C2

CLOSINGS: Review Tasks & Assignments

Announcements

1. Member quarterly due March 27th

Tasks/Assignments

1. Executive Session meeting minutes - update
2. Email to Board - Expectations for listening session: Manny
3. Policy Committee - Committee Charter Template, the Committee Charters with the exception of the Nominations Committee Charter, and the Committee Member Vetting Process
4. GM Search Committee

ADJOURN MEETING

Motion to adjourn meeting - Alex

Second: Brian

Vote: All in Favor

Respectfully submitted by,

Elizabeth Ortiz

Board Administrator

March Email Vote to Correct and Approve Feb 13, 2023 Board Meeting Minutes:

On March 20, 2023 Barbara requested an email vote on a motion that was seconded by Delfina:

I submit the following for your review and email vote. An email vote must be unanimous to pass. Please submit your vote on the following correction to the February Meeting Minutes. Please respond either:

I vote for these corrected minutes, or

I vote against these corrected minutes.

Thank you, Barbara Mendenhall

Corrected minutes February 13 Executive Session:

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 Jeneba and seconded by Barbara to remove the member from the committee. The motion was approved. For the motion: Barbara, Prasanna, Jeneba, Felicia, Brian. Opposed: Manny, Arnie, Delfina. Abstain: Alex

The Email vote was unanimous with all Board Members in favor of the corrected minutes. The vote was final on March 24, 2023

Submitted by Barbara Mendenhall