



Board of Directors Meeting

Date: May 8, 2023

Time: 6pm

Time	Topic	Information/ Action	Presenter
6:00pm	General Business Introductions Agenda Review Review Tasks from April Meeting Review and Accept April Meeting Minutes Member Comments (2 minute limit)	Information Information Information Action Information	Manny Manny Lizz All Manny
	General Manager Update A - Global Ends B1 - Financial Condition B3 - Asset Protection	Information Action Action Action	Brian M. Brian M. Brian M. Brian M.
	Committee Updates Member Engagement Committee <ul style="list-style-type: none"> Annual Meeting Nominations Committee Update Policy Committee <ul style="list-style-type: none"> Committee Charter Update 	Information Information Action	Alex/Felicia Prasanna/Alex Barbara/Delfina
	Board Self-Monitoring C7 - Board Committee Principles C8 - Governance Investment	Information Information	Manny Manny
	Discussion Items Board/Member - Meeting Participation General Manager Qualifications and Priorities GM Search Process	Information Information Information	Brian P. Delfina 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

April Meeting Minutes p.2

Board Meeting Audience Sign-in Sheet p.6

Nominations Committee Notes p.7

Committee Charter Update p.8

C7 - Board Committee Principles p.9

C8 - Governance Investment p.12

2023 Board Calendar p.17



Board of Directors Meeting Unapproved Minutes

Date: April 10, 2023

Convened: 6:04pm Adjourned: 7:55pm

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

Director(s) Absent:

Staff Present: Brian Munn (IGM/Store Director), Tyler Burch (HR Director), Angela Borowski (Finance Controller)

Members and Guests Present: See attached sign-in sheet, members attending via ZOOM

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

PRELIMINARIES

Introductions took place.

Agenda Review:

Motion to approve agenda - Alex

Second - Brian P.

Agenda approved

Tasks from previous meeting reviewed

Tasks reviewed

Approve Minutes of Prior Meeting:

Motion to approve March meeting minutes - Delfina

Second - Manny

All in Favor

Minutes approved

Member Comments:

Comments that were submitted have been looked at, have been taken into consideration and the correct personnel will be in touch with the member.

Michelle - Last month she spoke about the language of the Committee Member Vetting Procedure, Delfina was able to have a meeting with Michelle.

Delfina went over her concerns. Michelle states that her concern is still valid, even with the change from last month's meeting.

Steve - Stated that meetings should be posted in the store and across social media so that more members can join in. Talks to his previous comment that was submitted and states that the language in the Committee Member Vetting Procedure is not properly being used.

Delfina - states that she appreciates the comment, and states that it is a work in progress and that it will be continued to be worked on.

GM Update:

Brian states that May is member month.

The Co-op is excited because of the weather change and new produce being brought in.

Spring Fling is May 13th.

50th Anniversary event: Annual Meeting needs a time and agenda.

Patronage refund just went out and has been successful.

Working currently on SOP, development and communication for the staff.

B4

Barbara states that the term "fair share" should be removed from Co-op language due to a change in the By-laws.

Brian M. explained that we are working so that our membership application is completely online.

Although our membership numbers are still growing, we should see an increase once online.

Motion to accept B4 as presented in the packet - Alex

Second - Prasanna

All in favor

B5

Barabara states that customer comments are not always responded to as stated in the Report.

Felicia commented that she was looking at the positive and negative comments received, and the amount of negative comments has increased.

Brian M. will look deeper into what the customer comments are and update the Board via email before the next board meeting.

Motion to accept B5 as presented in the packet - Prasanna

Second - Manny

All in favor

B6

Brian M. explained that ending some of the staff trainings that we previously had made it a lot harder for staff to talk with upper management.

Bringing back huddles with department management and trainings should be able to make staff feel safe therefore have better open communication. Currently management is working on the Open Book training.

Motion to accept B6 as presented in the packet - Ernie

Second - Prasanna

All in favor

Consent Calendar:

Motion to accept the Consent Calendar to appoint Brian Munn as the Corporate President and Tyler Burch as the Corporate Vice President - Barbara

Second - Alex

All in favor

Committee Updates

Adhoc Committee

The Adhoc committee needs four more board members to fill out the Board development poll to nail down a date for the development training.

Nominations Committee

Will meet with prospective candidates after today's meeting, and will be giving the board recommendations for candidates before May 30th.

Finance Committee

Arnie states that they are working on finding time to meet to finalize a Monthly financial report for the Board.

Policy Committee

Motion to approve the New Committee Charter Template, Policy Committee Charter, Finance Committee Charter, Election Committee Charter and, Member Engagement Committee Charter as presented in the packet. The Charter template and committee charters will go into effect once a Committee Member Vetting Procedure is approved .- Barbara

Second - Jeneba

All in favor

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Committee Member Vetting Procedure:

The purpose of this document is to set up a consistent process so that appointing people to each committee is the same.

Action Items

GM Search Process

GM search committee includes Manny, Arnie and Alex.

Manny stated that the framework should be ready to present to the Board at next month's Board meeting.

Board Self-monitoring

Policy C, C1

Brian P. asked if there is any way that we could increase participation, and include interpretations for the C policies.

Manny explains that as a Board of Director that everyone should do their part in filling out the surveys.

CLOSINGS: Review Tasks & Assignments

Announcements

1. Manny volunteered to hold a booth on Wednesdays at The Winn if available.
2. 515 touring is tomorrow, April 11th.

Tasks/Assignments

1. Committee vetting procedure
2. Membership Engagement Committee framework for the annual meeting
3. Brian M - B5 clarification email to board before next board meeting
4. GM Search Committee - framework
5. Arnie will coordinate with Finance committee

ADJOURN MEETING

Motion:Alex

Second:Brian P.

Vote: All in Favor

Respectfully submitted by,

Elizabeth Ortiz

Board Administrator

Date: April 10, 2023



Board Meeting Audience Sign-in & Guidelines for Participation

Board meetings are business meetings, specifically for the purpose of conducting the necessary governing activities for the Co-op. Meetings are open to members, and a short comment period is provided at the meeting.

To provide input at a board meeting you must be recognized by the chairperson to speak. Comments are limited to two minutes unless additional time is granted. The Board reserves the right to table any questions or comments until a later Board meeting or to address any comments or questions by a different method, so as not to detract from the business of the meeting.

Please note that there are several ways to provide input/ comments/ questions to the Board. Quarterly member meetings give Co-op members an opportunity to address the Board and the General Manager of the Co-op. Additionally, members may submit comments through the website <https://sac.coop/contact-the-board-of-directors/>

Thank you.

Name	SNFC Member (Yes or No)
1. <u>FELICIA THOMAS-HILL</u>	<u>N/A</u>
2. <u>Arnie Sowell</u>	<u>yes</u>
3. <u>STEVE MARIQUE</u>	<u>Yes/916 607 8340</u>
4. _____	_____
5. _____	_____
6. _____	_____
7. _____	_____
8. _____	_____
9. _____	_____
10. _____	_____
11. _____	_____
12. _____	_____
13. _____	_____
14. _____	_____

Nominations Committee Notes

April 27, 2023

April 8, 2023, was the last date a Member could declare to run for the Board. This year we had nine candidates apply who ran for the general elections. Both the Nominations Committee Co-chair and staff tried to contact one of the individuals on the list to validate their membership and could not do so; therefore, they were excluded from the candidates' list.

The Nominating Committee met several times and interviewed the remaining eight candidates. We will again meet in May to finalize a slate of candidate recommendations for the general election. After concluding our meetings, we plan on inviting preliminarily approved candidates to participate in the May Sip & Savor Member Engagement event.

At the June 12, 2023, Board meeting, the Board will vote to support candidates for the ballot. New Directors will be seated during the October 9, 2023, Board meeting after the conclusion of elections.

Submitted by Alex Jang & Prasanna Regmi (Nominations Committee Co-chairs)

Policy Committee

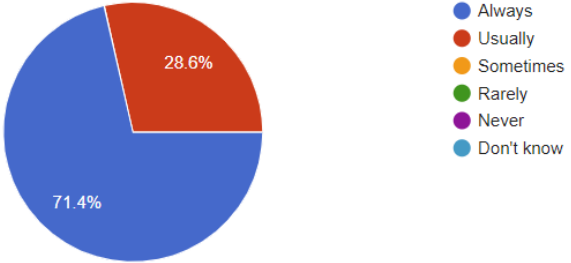
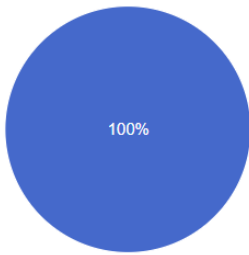
Committee Charter Update -

Add Committee Member Removal Process to all Board Committee Charters:

During the process of addressing the recent Board removal of a Co-op member from a Board Committee, the Co-op's attorney, Therese Tuttle, recommended that the following language be added to each committee charter. The Co-chairs of the Policy Committee ask for the Board's approval to add this language to each board committee charter and the Committee Charter Template.

Removal: Non-directors serving on a committee of the Board of Directors shall conform to the standards of conduct applicable to board members set forth in California Cooperative Law and the cooperative's governance policies, even though such persons are not members of the Board of Directors. Should any non-director committee member fail to conform to these requirements they may be removed from the committee by the executive committee of the Board of Directors following a 15 day notice to the committee member of the proposed removal, including an opportunity to be heard by the executive committee at least 5 days before the proposed removal becomes effective.

Policy C7 (Responses)

Committees reinforce and support the wholeness of the board.	Any comments on the question above?	Board Committees do not speak or act for the board except when formally given such authority for specific and time-limited purposes.	Any comments on the question above?
 <p>A pie chart with two segments. The larger segment is blue and labeled '71.4%'. The smaller segment is red and labeled '28.6%'. A legend to the right of the chart lists five categories: Always (blue), Usually (red), Sometimes (yellow), Rarely (green), and Never (purple). 'Don't know' is listed with a light blue circle but has no corresponding segment in the chart.</p>	<p>I'm not sure if doing so much work in silos supports the wholeness of the board. Also, it should not be a practice for our committees to be reactive instead of proactive.</p>	 <p>A pie chart consisting of a single blue segment labeled '100%'. A legend to the right of the chart lists five categories: Always (blue), Usually (red), Sometimes (yellow), Rarely (green), and Never (purple). 'Don't know' is listed with a light blue circle but has no corresponding segment in the chart.</p>	<p>This process appears muddled at times.</p>
	<p>Operational definition for this would be very helpful to rate this question. How can we help encourage committees to meet early in their creation and frequently enough to operate efficiently</p>		
	<p>Committee and Ad Hoc Committees are functioning well.</p>		

Policy C7 (Responses)

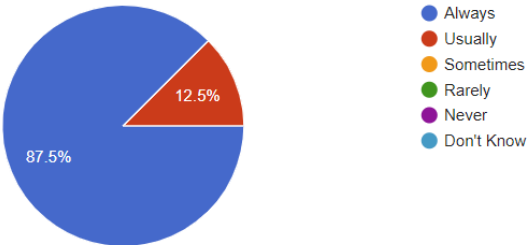
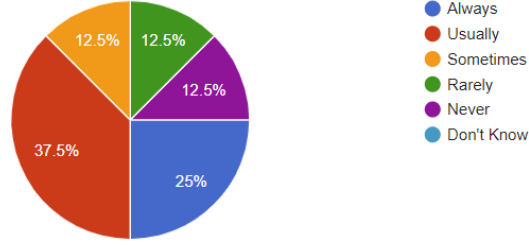
The Board has established, regularly reviewed and controlled committee responsibilities in written committee charters.	Any comments on the question above?	The board has carefully stated committee expectations and authority to make sure they do not conflict with authority delegated to the GM.	Any comments on the question above?
<p> <ul style="list-style-type: none"> ● Always ● Usually ● Sometimes ● Rarely ● Never ● Don't know </p>	<p>This just recently occurred and tge process was not as clean and lacked a procedural layout for effective completion and input. This has not been ongoing. The board has a need to work together and less in silos. Completing complex work through email is a flawed system for completing work that requires deep analysis and alignment.</p>	<p> <ul style="list-style-type: none"> ● Always ● Usually ● Sometimes ● Rarely ● Never ● Don't know </p>	<p>I've never heard this discussed or mentioned. I've only heard the board defend the right to monitor the GM. This is definitely not monitored and enforced.</p>
	<p>Board just undertook a complete review of all committee charters</p>		<p>Think the Board is hoping to take a look at how we might review these boundaries.</p>
	<p>Working on improving the clarity and consistency across committees on this</p>		
	<p>Currently adding more policy to Cte Charters to strengthen</p>		
	<p>We have written committee charters but I do not believe they are all clear on responsibilities. I thank the policy committee for the work they are doing to improve this.</p>		

Policy C7 (Responses)

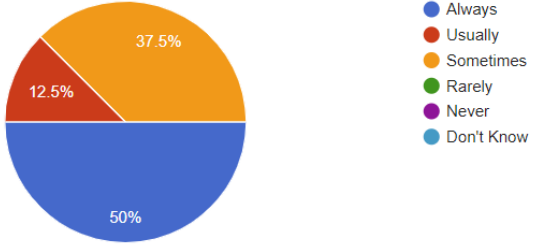
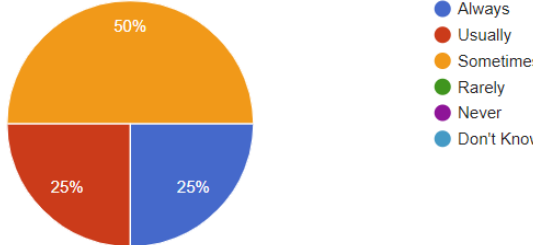
Do you have any suggestions for how the Board could improve on its implementation if this policy?	Do you have any suggested change(s) to this policy?	Do you have any comments about Policy C7
<p>This question has an error and should say of instead of if.</p>	<p>None</p>	<p>Board meetings should allow time for committee work and training devoted to shared practices amongst committees. Less silo work.</p>
<p>Currently working on charters to provide more direction / expectations / clarity</p>		<p>I encourage the board to work on an interpretation of this Policy</p>
<p>How can the board encourage continuity of mission and message? Maybe a strategic plan plan can help address this.</p>		
<p>Board is already in progress of discussing possible improvements.</p>		

<p>We invest in the board's governance capacity.</p>	<p>Any comments on the question above?</p>	<p>We make sure that board skills, methods and supports are sufficient to allow us to govern with excellence.</p>	<p>Any comments on the question above?</p>
<p> <ul style="list-style-type: none"> ● Always ● Usually ● Sometimes ● Rarely ● Never ● Don't Know </p>	<p>We do not participate in continual training and use time at board meetings to devote time to governance work. All work is required outside the board meetings.</p>	<p> <ul style="list-style-type: none"> ● Always ● Usually ● Sometimes ● Rarely ● Never ● Don't Know </p>	<p>We are having an additional board development meeting on 5/3, planning a second retreat</p>
	<p>We are moving to do better in this regard.</p>		<p>This is difficult to measure. I don't think we evaluate our skills and our work regularly.</p>
	<p>I believe we can do a better job with training and development. While we encourage folks to take the Columinate training online, we can get more in-person training to strengthen board's knowledge.</p>		<p>Work in progress</p>
	<p>We try to invest in the Board's governance capacity. Members indicate interest and desire to engage in building capacity but reluctance to actually take the time to do it.</p>		

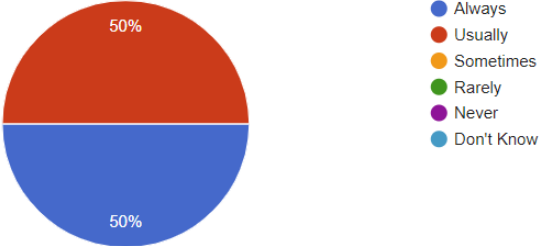
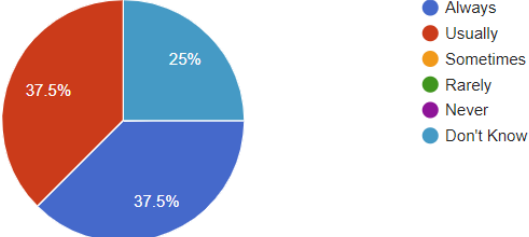
Policy C8 (Responses)

<p>We incur governance costs prudently, though not at the expense of endangering the development and maintenance of superior capability.</p>	<p>Any comments on the question above?</p>	<p>We use training and retraining liberally to orient new directors and board candidates, as well as to maintain and increase existing members' skills and understandings.</p>	<p>Any comments on the question above?</p>
 <p>A pie chart with two segments: a large blue segment representing 'Always' at 87.5% and a smaller red segment representing 'Usually' at 12.5%. A legend to the right lists the categories: Always (blue), Usually (red), Sometimes (orange), Rarely (green), Never (purple), and Don't Know (light blue).</p>	<p>feel that are very thoughtful about such board decisions.</p>	 <p>A pie chart with five segments: a red segment for 'Usually' (37.5%), a blue segment for 'Always' (25%), an orange segment for 'Sometimes' (12.5%), a green segment for 'Rarely' (12.5%), and a purple segment for 'Never' (12.5%). A legend to the right lists the categories: Always (blue), Usually (red), Sometimes (orange), Rarely (green), Never (purple), and Don't Know (light blue).</p>	<p>We only provide columinate for training and receive support only during the once a year board retreat. We have not had any follow-up on board priorities decided at the retreat. We operate in silos.</p>
			<p>I feel there is a gap here which the board development committee is working on.</p>
			<p>We are in the process of developing, recommending, and implementing a more comprehensive training system with the work of the Ad Hoc Committee.</p>
			<p>Unwillingness to take the time</p>
			<p>Ad Hoc Committee worked on revamping the Orientation process</p>
			<p>This is a work in progress.</p>

Policy C8 (Responses)

<p>We arrange outside monitoring assistance as necessary so that the board can exercise confident control over organizational performance.</p>	<p>Any comments on the question above?</p>	<p>We use outreach mechanisms as needed to ensure our ability to listen to member viewpoints and values.</p>	<p>Any comments on the question above?</p>																												
 <table border="1"> <caption>Monitoring Assistance Survey Results</caption> <thead> <tr> <th>Frequency</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>Always</td> <td>50%</td> </tr> <tr> <td>Usually</td> <td>12.5%</td> </tr> <tr> <td>Sometimes</td> <td>37.5%</td> </tr> <tr> <td>Rarely</td> <td>0%</td> </tr> <tr> <td>Never</td> <td>0%</td> </tr> <tr> <td>Don't Know</td> <td>0%</td> </tr> </tbody> </table>	Frequency	Percentage	Always	50%	Usually	12.5%	Sometimes	37.5%	Rarely	0%	Never	0%	Don't Know	0%	<p>The board uses third party such as auditors and columinate to review operational performance.</p>	 <table border="1"> <caption>Outreach Mechanisms Survey Results</caption> <thead> <tr> <th>Frequency</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>Always</td> <td>25%</td> </tr> <tr> <td>Usually</td> <td>25%</td> </tr> <tr> <td>Sometimes</td> <td>50%</td> </tr> <tr> <td>Rarely</td> <td>0%</td> </tr> <tr> <td>Never</td> <td>0%</td> </tr> <tr> <td>Don't Know</td> <td>0%</td> </tr> </tbody> </table>	Frequency	Percentage	Always	25%	Usually	25%	Sometimes	50%	Rarely	0%	Never	0%	Don't Know	0%	<p>This area is lacking a bit and several members have talked about Board Office Hours and tabling frequently whenever there is a store event.</p>
Frequency	Percentage																														
Always	50%																														
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Never	0%																														
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	<p>Should probably do more of this but it is costly</p>		<p>I think there is general agreement we would like to be more effective at this.</p>																												
	<p>We could further utilize third party checks to monitor GM and BOD</p>		<p>We are clearly trying to do more outreach to members and must continue to find more ways to do this more effectively and in a more innovative fashion.</p>																												
	<p>Think we engage outside assistance as needed very prudently.</p>																														

Policy C8 (Responses)

<p>We use our professional and administrative support.</p>	<p>Any comments on the question above?</p>	<p>We develop the Board's annual budget in a timely way so as to not interfere with the development of the Cooperative's annual budget. In no case will we complete this work later than August 31.</p>	<p>Any comments on the question above?</p>
	<p>Now that we have a Board Admin -- we have the ability to use this support system more.</p>		<p>Need to bring more focus to this effort</p>

Policy C8 (Responses)

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 comments about Policy C8?
The Ad Hoc committee is doing a great job of supporting this policy	Yes, we need to apply interpretation of metrics with solutions, procedures, and best practices.	We need a strategic plan to align our work with policies and procedures of the coop.
Ad Hoc Committee will be bringing recommendations forward.		

	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 Register for CCMA before April 14th	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 May 13 Member Engagement Event May 25	
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	Member Engagement Event July 3	Annual Meeting and 50th Celebration Sept. 30	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/>