



Board of Directors Meeting

Date: July 10, 2023

Time: 6pm

Time	Topic	Information/ Action	Presenter
6:00pm	General Business Introductions Agenda Review Review Tasks from June Meeting Review and Accept June Meeting Minutes Member Comments (2 minute limit)	Information Information Information Action Information	Manny Manny Lizz All Manny
	General Manager Update	Information	Brian M.
	Committee Updates Finance Committee Member Engagement Committee Policy Committee - 10 min <ul style="list-style-type: none"> • Nominations Committee Charter Update • Governance Policies - Revised 	Information Information Action	Arnie Alex/Felicia Barbara
	Board Self-Monitoring D2 - Accountability of the GM D3 - Delegation to GM	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: General Manager Search		BOD

June Meeting Minutes p.2
 Nominations Committee Charter Update p.5
 D2 - Accountability of the GM p.7
 D3 - Delegation to GM p.9
 Board Calendar p.12



Board of Directors Meeting Unapproved Minutes

Date: June 12, 2023

Convened: 6:03pm Adjourned:7:48pm

Directors Present: Manny Leon, Barbara Mendenhall, Brian Pimentel, Arnold Sowell, Delfina Vargas, Alexandria Jang, Jeneba Lahai (Left at 7:00pm), Prasanna Regmi (left at 7:40pm)

Director(s) Absent: Felicia Thomas-Hill

Staff Present: Brian Munn (IM GM/Store Director), Tyler Burch (HR Director), Angela Borowski (Finance Controller), Nova Wetherwax (Merchandising Director)

Members and Guests Present: Members attending via ZOOM

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

PRELIMINARIES

Introductions took place.

Agenda Review:

Motion to approve agenda - Brian P.

Second - Alex

Agenda approved

Tasks from previous meeting reviewed

Tasks reviewed.

Approve Minutes of Prior Meeting:

Motion to approve May meeting minutes with addition to adding Jeneba Lahai as an attendee to the May meeting minutes - Manny

Second - Prasanna

7 in favor/0 opposed/1 abstention/1 absent

Minutes approved.

Member Comments:

None.

GM Update:

Brian M. spoke about the recent conference, CCMA. He thanked everyone that joined from the Board. CCMA was overall a success and thanked the staff for putting in so much work.

May was Member Month, the front end signed up 155 new members, which is the biggest growth monthly in over two years.

One of two ERC payments has been received. This payment is for keeping the store open during Covid and keeping hours for the food service team.

The Co-op will be looking for a CFO to join the leadership team.

Brian M. has been looking into hiring an executive coach.

Committee Updates:

Member Engagement Committee

Alex stated that the committee included a brief agenda for the Annual Meeting to present to the members. She asked if anyone would like to volunteer to speak in any of the sections, if not then she will start reaching out to people.

Nominations Committee (Section Chaired by Barbara)

Prasanna said that as presented in the packet there were a total of 8 candidates that were interested in running for the Board. Interviews were held and there was a scoring matrix (same as used in the past). The Nominations Committee felt that out of the 8 candidates, 6 were ready to be on the ballot which appear on page 7 of the packet. Everyone was informed about the placement that the Nominations Committee gave them.

Motion to accept the Nominations Committee recommendation to approve Bernadette Brogden, Brian Pimental, Corby Drewes, Dana Cash, Elizabeth Sherrell-Davis, and Manny Leon to move forward onto the 2023 election ballot - Delfina

Second - Arnie

5 in favor/0 opposed/1 abstention/2 recused/1 absent

Motion approved.

Policy Committee

Committee Member of Code of Conduct:

Motion to approve Committee Member of Code of Conduct as presented in the packet -Manny

Second - Delfina

All in favor

Committee Charter Updates:

Motion to approve the Committee Charter Updates as presented in the packet - Delfina

Second - Alex

All in favor

Nominations Committee Charter Updates:

Motion to approve the Committee Charter Updates as presented in the packet - Alex

Second - Manny

Prasanna is asked for clarifications on numbers 3 and 6D under Specific Duties.

Tabled to July

Governance Policy - Revised:

Motion to approve the Governance Policy as presented in the packet - Alex

Second Delfina

Tabled to July

Board Self-monitoring:

Policy D and D1

Alex stated there was a great turnout on responses with 8 of 9 Directors responding.

Discussion Items:

Upcoming Vacant Board Position

There is one Board Member that is resigning so there will be an opening at the end of the term. Manny wants to come up with a plan of action before the vacancy occurs.

GM Search Committee Framework

Motion to approve the GM Search Committee Framework as presented in the packet - Prasanna
Second - Delfina

Delfina states that she would like the Board to talk about other options before entering into a contract with a firm.

Counter motion to table this proposal and have a complete discussion about hiring a new General Manager - Barbara
Second - Delfina

2 approved/4 opposed/1 abstained/2 absent

Motion failed

Modified motion to approve the proposal with an accelerated timeline of three months and the inclusion of an exit or termination clause in the contract - Arnie

5 approved/2 opposed/2 absent

Motion Approved

CLOSINGS: Review Tasks & Assignments

Announcements

Manny states that the staff did an excellent job during the CCMA touring of the store.

The Board Retreat is July 28th and 29th. Laying the groundwork for the strategic plan.

Office hours topic moved to July.

Delfina states that she enjoyed CCMA and thanked Brian and Stacie for holding a great workshop.

Arnie states that he learned a ton from CCMA and is glad he was able to attend the conference. He would like to have a debrief of some sort.

Tasks/Assignments

1. Policy Committee: Nominations Committee Charter and Governance Policy - Revised
2. Office Hours
3. Upcoming Vacant Board Position - Plan Options
4. CCMA Recap Email Thread/Meeting

ADJOURN MEETING

Motion: Brian P.

Second: Alex

Vote: All in Favor

Respectfully submitted by,
Elizabeth Ortiz
Board Administrator



Charter Nominations Committee

Type

Mandated standing committee per Co-op bylaws section 6.05.

Accountability

The Nominations 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

Provide support to the Board to ~~en~~ perpetuate a strong, stable, and well-informed Board, recruiting and educating **prospective** candidates for the Board and assisting in recruitment for Board committees.

Specific Duties

1. Establish and maintain a recruiting plan to develop and attract strong candidates for the Board.
2. Establish and maintain a **candidate recommendation nominating** procedure for Board approval that is open to all qualified members, ensures fair consideration of **prospective candidates'** skills and background, while practicing the values of diversity, inclusion and equity. Require a letter of interest from prospective candidates as part of the application process.
3. Establish and maintain an education program for prospective candidates. Program may include reading the Board Director job description and roles and responsibilities, reading our bylaws and attending two Board meetings.
4. Coordinate and conduct timely communications with members interested in being a Board director, including Board members up for re-election, to ensure deadlines are met and interested members receive feedback on committee decisions.
5. ~~Nominate~~ Recommend a slate of qualified candidates to the Board for the annual election of Board directors and provide a short introductory paragraph about each of the prospective candidates to the Board prior to the meeting at which the Board votes on nominations.
6. Establish and maintain a procedure for recommending ~~candidates~~ potential appointees to fill Board vacancies. This includes:
 - a. ~~Contact~~ Review any previously unelected or qualified but un-nominated candidates to ask if ~~see~~ they are interested in appointment.
 - b. Outreach to all qualified members to solicit additional interested members if less than three prospects are available per 6.a.
 - c. Review the potential **interested members-candidates**, including conducting the committee's standard ~~procedure~~ interview process and reviewing letter of interest, as well as resume or references if provided.
 - d. After identifying two or more interested and qualified candidates to fill a Board vacancy, **present these names and their letter of interest (or a short introductory paragraph about each of the candidates), and resume or references, if available, to the Board and** to the Board Administrator to arrange an opportunity for Board members to meet them prior to the Board meeting where they will be recommended by the committee for Board consideration and appointment.

Chair

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

Committee Make-up

The committee chair, an additional Board member, the Board Administrator, and any number of active members as determined by the committee chair. The Board Administrator shall serve as a nonvoting member on the committee to provide continuity, administrative support, and expertise in the Co-op's nominations policy. Committee members are selected through an interview process with the committee chair(s). Committee members may **not** be running in the upcoming election **or applying to fill a board vacancy while serving on the Nominations Committee.**

Meetings

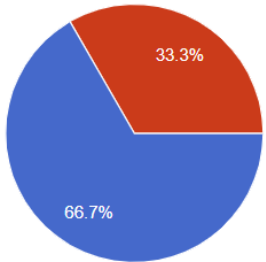
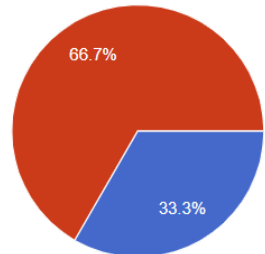
The committee will meet as often as deemed necessary for its functions.

Budget

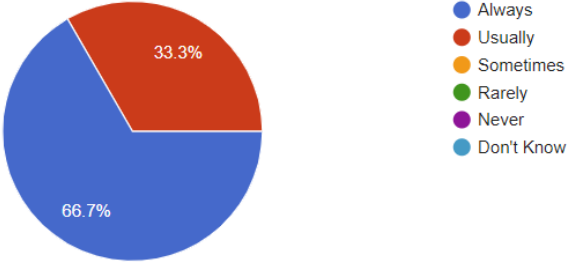
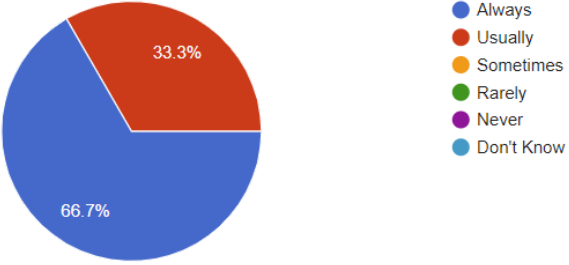
Included with the budget established for the Co-op Board.

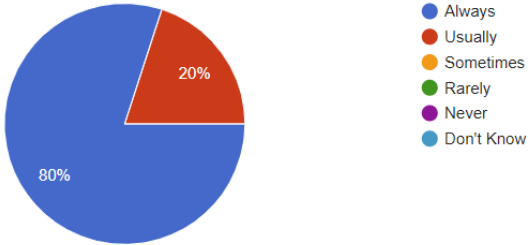
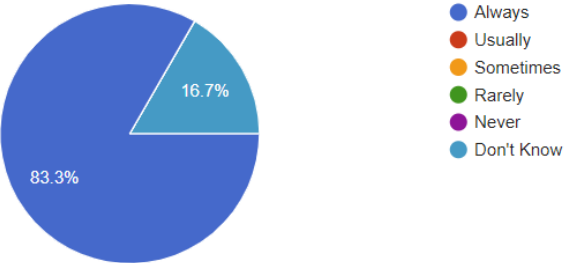
Removal

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.

The Boards only link to operational achievement and conduct is through the GM	Any Comments on the question above?	The Board views GM performance as identical to operational performance.	Any Comments on the question above?
 <ul style="list-style-type: none"> ● Always ● Usually ● Sometimes ● Rarely ● Never ● Don't Know 	<p>Brian is doing a great job of keeping the board informed of Coop operations. He has also allowed others to provide their perspectives to the Board as he sees fit.</p>	 <ul style="list-style-type: none"> ● Always ● Usually ● Sometimes ● Rarely ● Never ● Don't Know 	<p>We should also start thinking about how to more clearly measure accomplishing Ends to GM / Board Performance</p>
			<p>There can sometimes be factors outside the GM's control that influence store operations (e.g. a pandemic). But these two performance indicators are clearly linked.</p>
			<p>There can be effective leadership team performance that overcomes poor GM performance.</p>

The Board does not instruct or evaluate any employee other than the GM.	Any Comments on the question above?	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 about this policy?
<p>A pie chart with five segments. The largest segment is blue, representing 'Always' at 50%. There are three smaller segments: red for 'Usually' (16.7%), orange for 'Sometimes' (16.7%), and green for 'Rarely' (16.7%). The 'Never' and 'Don't Know' categories are not represented in the chart. A legend to the right of the chart lists the categories with their corresponding colors: Always (blue), Usually (red), Sometimes (orange), Rarely (green), Never (purple), and Don't Know (teal).</p>	<p>We need to make sure that all direction comes explicitly to the GM via a board vote. Sometimes we may ask for things thinking that the GM will deliver but have to be cautious and mindful of our requests.</p>	<p>None</p>	<p>Generally, the policy should remain intact but may want to discuss minor exceptions from time to time.</p>	<p>None</p>
	<p>How is the board admin evaluated and does this conflict with this policy</p>			
	<p>There is an avenue for Board feedback to the GM regarding board administrator performance.</p>			
	<p>Unless being given to do so regarding certain matters.</p>			

The Board delegates authority through Ends and Executive Limitations policies.	Any Comments on the question above?	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 cooperative.	Any Comments on the question above?
 <p>A pie chart with two segments: a large blue segment representing 66.7% labeled 'Always', and a smaller red segment representing 33.3% labeled 'Usually'. A legend to the right lists six categories: Always (blue), Usually (red), Sometimes (orange), Rarely (green), Never (purple), and Don't Know (light blue).</p>	<p>None</p>	 <p>A pie chart with two segments: a large blue segment representing 66.7% labeled 'Always', and a smaller red segment representing 33.3% labeled 'Usually'. A legend to the right lists six categories: Always (blue), Usually (red), Sometimes (orange), Rarely (green), Never (purple), and Don't Know (light blue).</p>	<p>Disagreement about interpretations should be raised when a policy is reported on.</p>
			<p>Need to continue to hold GM's accountable in this area as prior GM's overstepped or very broadly interpreted this policy.</p>

The board respects and supports the GM's choices as long as those choices are based on reasonable interpretations of board policies.	Any Comments on the question above?	If we change an Ends or Executive Limitations policy, the change only applies in as specified for a date in the future.	Any Comments on the question above?
 <p>A pie chart with two segments: a large blue segment representing 80% labeled 'Always' and a smaller red segment representing 20% labeled 'Usually'. A legend to the right lists the categories: Always (blue), Usually (red), Sometimes (yellow), Rarely (green), Never (purple), and Don't Know (light blue).</p>	<p>Although I agree with this policy, this policy should not be absolute, there may be times where is a decision is made based on reasonable interpretations, but based on the circumstances, the board should be provided with the ability to not support.</p>	 <p>A pie chart with two segments: a large blue segment representing 83.3% labeled 'Always' and a smaller light blue segment representing 16.7% labeled 'Don't Know'. A legend to the right lists the categories: Always (blue), Usually (red), Sometimes (yellow), Rarely (green), Never (purple), and Don't Know (light blue).</p>	<p>None</p>

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 about this policy?
None	None	None

	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				June 12: Vote on Nominations Com. Candidate Recommendations Ballot Measure Certification Deadline Final Candidates Approved for Ballot
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	Virtual CBL 101 7/15 Board Presidents' Roundtable 07/30 Board Retreat 07/28 & 07/29		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 Aug 3rd	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	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 Festival 09/22 & 09/23 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/>