



Board of Directors Meeting Approved 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