



Board of Directors Meeting

Date: August 14, 2023

Time: 6pm

Time	Topic	Information/ Action	Presenter
6:00pm	General Business Introductions Agenda Review Review Tasks from July Meeting Review and Accept July Meeting Minutes Member Comments (2 minute limit)	Information Information Information Action Information	Manny Manny Lizz All Manny
	General Manager Update B1 - Financial Condition and Activities B3 - Asset Protection	Information Action Action	Brian M. Brian M. Brian M.
	Committee Updates General Manager Search Committee Finance Committee - Board Budget	Information Information	Manny Arnie
	Discussion Items Member Quarterly General Manager Annual Review	Information Information	Stacie Manny
	Action Items Governance Policy - B, C and D Board Self Monitoring - Process Change Ends Policy Review	Action Action Action	Manny 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

July Meeting Minutes p.2
 Member Quarterly - Fall p.4
 Board Calendar p.5



Board of Directors Meeting Unapproved Minutes

Date: July 10, 2023

Convened: 6:02pm Adjourned to closed session: 6:30pm

Directors Present: Manny Leon, Barbara Mendenhall, Brian Pimentel, Arnold Sowell, Jeneba Lahai, Alexandria Jang, Prasanna Regmi(attending via zoom)

Director(s) Absent: Delfina Vargas, Felicia Thomas-Hill

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

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 July agenda - Barbara

Second - Alex

Agenda approved

Tasks from previous meeting reviewed

Tasks reviewed

Approve Minutes of Prior Meeting:

Motion to approve June meeting minutes - Barbara

Second - Alex

All in Favor

Minutes approved

Member Comments:

None.

GM Update:

Brian M. wanted to remind everyone of the 50th anniversary party, Winn park has been reserved as the location.

The store's patio update is still being moved forward, working on securing materials and is on track to be finished by the end of Summer.

Membership joins is up 20% over last year. Sales growth has been steady and healthy, the Co-op is over 3% over last year.

Both ERC payments have been received.

Monday July 17th, Lizz will be reaching out to get prepared for the mid year retreat.

Currently looking for a new Finance Director and have had some applications submitted.

Briar Patch Co-op will be opening Aug 10th.

Committee Updates

Finance Committee

Arnie states that the Finance Committee met at the end of last month and is working on a calendar to regulate their meetings. In the Board packet they submitted a monthly financial report and would like to have this as a continuous document in the Board packets.

Member Engagement Committee

The Member Engagement Committee met and discussed the Annual meeting agenda. They are asking if anyone is interested in speaking then they can reach out to Alex. There is a Member Engagement event coming up on August 3rd.

Policy Committee

Motion to approve the Nominations Committee Charter Update as presented in the packet - Barbara
Second - Brian P.
All in favor

Motion to approve the Revised Governance Policies - Barbara
Second - Jeneba
All in favor

Board Self-monitoring

Policies D2 & D3

Manny encourages participation in the Board surveys.

CLOSINGS: Review Tasks & Assignments Announcements

Tasks/Assignments

1. Office Hours
2. Upcoming Vacant Board Position - Plan Options
3. Member Quarterly - Stacie Larkin

ADJOURN MEETING

Motion: Brian

Second: Alex

Vote: All in Favor

Meeting adjourned to a closed session.

Closed session opened at 6:45 pm and adjourned at 8:08 pm

Directors Present: Manny Leon, Barbara Mendenhall, Brian Pimentel, Arnold Sowell, Jeneba Lahai, Alexandria Jang, Prasanna Regmi (attending via zoom)

Director(s) Absent: Delfina Vargas, Felicia Thomas-Hill

Columinate HR Consultant Melanie Reid discussed the results of a survey ranking a list of desired GM qualities, skills and experiences that was completed by the Board and some leadership staff. Melanie helped the Board fine tune the list to use in preparing the SNFC GM Job Announcement. That job announcement was subsequently posted on the Co-op website and elsewhere. It will also be used as a tool to screen applicants.

Closed session notes prepared by Barbara Mendenhall

Respectfully submitted by,
Elizabeth Ortiz
Board Administrator

Fall, 2023

Articles Due: September 26 (October 2)

Estimated Upload Date: October 17 (October 23)

Estimated Delivery Date to Members: November 2 (November 8)

Content (12-page issue)	Content Description	Type (article, ad, infographic)	Word Count	Size	Author	Assignments, Content Requests, Submission Details
Cover	Cover Art - Seasonal Photo or Graphic	Graphic	n/a	1 page	Marketing	
	Thank you to Members - 50th Anniversary	photos with quotes	100	2 page (p. 4-5)	Directors	photos of event + quotes from IGM and/or Directors
Board Perspective Governance Policy Work - An Investment in our Future	Two Page spread with some graphic or photos. Overview of the work done by the Policy Committee to update the governance policies, why that is important.	Article	350 words	1.5 page (p.8-9)	Delfina + Committee Members	Delfina with help from committee members including one or two quotes from committee members about the process.
Community Perspective	Inspirational and informational piece with one infographic or photo included.	Article, Informational	325 words	1 page (p.6)	Staff + RCFB Staff	River City Food Bank Highlight
Community Giving Update	Infographic related to Community Perspective Content	Infographic	100 words	1 page (p.7)	Marketing	Round up totals for June, July, August Sponsorships - Empty Bowls, Hoes Down
Quarterly Financials	Quarterly Financial Statements + info graphic or photo.	Infographic		1 page (p.11)	Finance Department	
Board Notes	Meeting decisions summary for the prior 3 months plus one photo or infographic	Article	300 words	1 page (p.10)	Barbara	Meeting highlights & decisions from July, August & September
Member Portal	Recurring ad for Member Portal Login, update member information	ad		1/6 page (p.3)	Marketing	
Upcoming event	Farmers Resilience Grant Program Dates	ad		1/6 page (p.3)	Marketing	Grant applications open in January, include QR code
Upcoming event or Save the Date	Sip & Savor - November	ad		1/6 page (p.3)	Marketing or Board	Sip & Savor - November
Important Information for Members	Election Results w/ photos + report from the Election Committee Chair.	Article or Infographic	250 words	1 page (p.2)	Marketing	Marketing + Election Chair
Upcoming Event	Holiday Wine Sales - November & December	ad		1/2 page (p.3)	Marketing	Marketing
Member Month	November Member Month + Help Feed the Hu	ad		1/2 page (back cover)	Marketing	Marketing

	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 Member Quarterly Article Update	Annual Meeting and 50th Celebration Sept. 30	Call for Committee Members	Member Quarterly Article Update	
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 and Activities, B3 – Asset Protection	B7 –Communication to Board, B8 – Board Logistical Support & B9 – Emergency General Manager(GM) Succession	No reports	B1 – Financial Condition and Activities, B2 – Planning and Financial Budgeting & B3 –Asset Protection	B – Global Executive Constraint
Board Process Monitoring Reports	D2 – Accountability of the GM & D3 – Delegation to GM	C5 – Directors' Code of Conduct	D4 – Evaluating the General Manager	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/>