



Board of Directors Meeting Approved Minutes

Date: September 11, 2023

Convened: 6:05pm Adjourned to Closed Session: 7:35pm

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

Director(s) Absent:

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

Members and Guests Present: Two members were present, others attending via ZOOM

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

PRELIMINARIES

Introductions took place.

Agenda Review:

Motion to approve September agenda - Barbara

Second - Brian P.

Agenda approved

Tasks from previous meeting reviewed

Tasks reviewed

Approve Minutes of Prior Meeting:

Motion to approve August meeting minutes - Brian P.

Second - Prasanna

Delfina would like to clarify the way the minutes are written in the section "Board Self Monitoring - Process Change" as it should only pertain to the C and D policies rather than all of the Governance Policies.

6 in favor/0 opposed/1 abstain

Minutes approved

Member Comments:

Member commented online, "noticing increasing numbers of packaged processed products on more and more shelves, please clarify how this is consistent with the co-op's stated position supporting sustainability."

Brian M. stated that Nova (Merchandising Director) will be reaching out to the member and states that we are working on sustainability procedures like our compostable bags, using glass rather than plastic in our juice program. The Co-op has not reduced bulk products. Nova will be reaching out with more information soon.

Another Member stated, on our website it isn't shown that the annual meeting is taking place before the 50th Anniversary party. Brian M. states that he has talked to the Marketing department to make sure that it has been on the website, and in the newsletter.

Another member clarified that the 'Meet the Candidates via Zoom' is occurring online and that they have to register to participate.

A member wrote in the comment section, "is it possible for membership to have input on design change at the store." Brian M. stated that we have comment cards at the CSD for suggestions that will go to upper management. Manny added that we do have annual surveys that they can use to add in comments.

Member commented in the chat, "Will members be able to contact board candidates directly to explore more fully their background and philosophy?". Manny answered by stating that there is the "Meet the Candidates via Zoom" coming up but candidates contact information is private unless they wish to add it to the website.

GM Update:

Election season is here and we had 7645 ballots that got sent out.

Last month was Member Month, we gained 146 new member joins compared to 120 new member joins last year in August. Great job to staff and the team for informing guests about our membership.

50th anniversary, please email Lizz when you would like to be at the table to engage with the members.

Bagels at the Co-op! There was a soft launch last week and it went very well. This week we are beginning to promote them now that everything is set in stone and rolling out.

Looking at the landscaping in the front of the store, we are meeting with a couple of landscapers to try to brighten up the parking lot. Will provide an update once there is some movement on this project.

Meeting with NCG on Wednesday to go over the IT audit and will provide an update.

The Co-op chose a Financial Director but the offer was declined so the position is still open and they will be looking at more candidates.

Brian will be out of the Co-op from the Sept 19th-22nd and then another meeting with PCC Oct 4th-6th.

B7, B8 and B9

Prasanna wanted to clarify on B7.9 - to confirm that Lizz is the point of contact but Tyler is in charge of the business if Brian M is unavailable.

Motion to accept B7, B8, and B9 as presented in the packet - Alex

Second - Barbara

Motion approved

Committee Updates

Member Engagement Committee

Alex stated that there wasn't an update but to remember that Wednesday is the Meet the Candidates event.

General Manager Search Committee

They are in the process of interviewing candidates, the Board has approved a target date of 90 days to get the position filled. Manny states they are in range to hit that goal. They have considered 12 candidates. 8 of those candidates moved forward to interviews. The goal is to choose three candidates to bring to the Board by the end of the month.

Manny states that the candidates that have made it through so far are in the ballpark of what the job description entails.

Discussion Items

Board Office Hours

Manny states that this has come up multiple times by numerous Board members. Office hours are meant to set up a time where Board members would have office hours in the store to be able to hear from our members.

Arnie states that he is for the idea.

Alex would like it to be known that this would be voluntary.

Manny states that there are some logistics that need to be planned out about how, when and where this could take place. The Executive committee will talk about this before the next Board meeting to have a plan.

Delfina mentioned that she would prefer it if it was two people at the table rather than just one.

Manny asks Board members to email him ideas and suggestions. This will be agendaized in the next Board meeting.

Board Officer Interest

Barbara states that she would like to remind everyone that the Board will be selecting new officers in the October meeting.

This includes a lot of work; setting agendas, Board retreats, among other duties. Officer duties can be delegated but the officer is still responsible for them.

Manny adds that committee chairs are also up as well.

Barbara says to feel free to reach out to other Board members to chair committees together.

Delfina states that it would be helpful if people stated before the October meeting if they are interested in a Board officer position.

Action Items

General Manager Monitoring Report - B3.9

This is in regards to the communication plan, rather the language was meant to be "to the Board" or "for the Board". The policy committee's intent was that it be a communication plan for the Board if something were to happen and the Board may need to take action.

Manny states that another topic that came up in the last Board meeting was the placement of the policy. Since the General Manager is reviewed on the B policies, he thinks that this policy should be placed somewhere not tied to the General Managers performance.

Barbara states the policy is to ensure the General Manager has a crisis communication plan that includes communication protocols for the Board.

Manny states Hether suggested moving the policy into the B8 - Board Support.

Motion to move the relevant language in the current policy B3.9 to the B8 policy, Board Logistical Support - Brian P. Second - Barbara

Amendment to the motion by adding that the policy be sent to the policy committee to offer language and placement in the B8 by the next Board meeting - Barbara

Prasanna added that the policy committee back in July, was supposed to be just to make technical language changes and not an addition to any of the policies.

Manny echoed the same comments.

Barbara states that she can compare the Columinate template to the changes made in the July revisions and note any that revise the Policies beyond clarification of current practice.

8 in favor/0 opposed/1 abstain/ absent

Motion Approved

Board Stipend Adjustment

Arnie states that last month the Board voted on Board budget by using the change in consumer pricing and was reminded at the meeting that the Board needed to adopt the new consumer price index. Presented in the Board packet is the process by which the new consumer price index is transmitted. Arnie states that he is asking the Board to approve the change of 2.9% in the consumer price index.

Motion to increase the Board stipend amount by 2.9 percent per the June 2023 increase in the annual Bay Area CPI - Barbara

Second - Alex

Motion approved

Drafts Ends Policy

Barbara states that in the Board packet there is a proposal that offers a revised Ends policy. It is five items that were also sent to upper management staff.

Barbara states that she has a proposal that rather than approving and switching out the current Ends policy immediately, to approve this as a working document as the Board moves forward in developing a strategic plan.

Discussion about that proposal occurred.

Motion to adopt the Ends as revised by the Policy Committee as presented in the Board packet - Delfina Second - Alex

Discussion occurred about the revisions with several questions about the wording.

Delfina withdraws her motion

Motion to ask the Policy Committee to continue to work on this draft of the Ends policy and to continue the discussion to October - Manny
Second - Arnie
Motion approved

**CLOSINGS: Review Tasks & Assignments
Announcements**

Barbara reflects on the notice the Board received from Stacie to be able to go on a Farm tour to learn about The Real Organic project from Full Belly Farm. She went to this event and learned a lot and encourages other Board members to take the time to go there on either a tour or their party coming up. She provided pamphlets to everyone about The Real Organic project. She states that this project takes the words 'organic' back to the original meaning of truly organic. The way for the Co-op to get involved is if our members tell the Co-op that they want products that are certified by The Real Organic project.

Arnie shares that the state budget just passed and there is money that is set aside to try to help farmers transition to organic. That may be something we want to be involved in, in terms of assisting folks that may be interested in being a part of our supply chain by transitioning to organic.

Tasks/Assignments

1. Office Hours - Executive Committee
2. Ends policy - Policy Committee
3. B3.9 / B8 - Policy Committee

ADJOURN MEETING TO CLOSED SESSION

Motion: Manny
Second: Barbara
Vote: All in Favor

Minutes of Closed Session on Personnel

Closed session opened at 7:45 pm and adjourned at 8:31 pm

Directors Present: Manny Leon, Barbara Mendenhall, Brian Pimentel, Arnold Sowell, Alexandria Jang, Prasanna Regmi, Delfina Vargas, Felicia Thomas-Hill, Jeneba Lahai
Staff Present: Brian Munn, Tyler Burch

Staff reported on their review of information received and presented a plan to address the information.

Closed session notes prepared by Barbara Mendenhall

Respectfully submitted by,
Elizabeth Ortiz
Board Administrator