



Board of Directors Meeting Approved Minutes

Date: November 13, 2023

Convened: 6:05pm Adjourned to closed session: 7:55pm

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

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: Members attending via ZOOM

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

PRELIMINARIES

Introductions took place.

Agenda Review:

Motion to approve November agenda - Barbara

Second - Delfina

Agenda approved

Tasks from previous meeting reviewed

Tasks reviewed

Approve Minutes of Prior Meeting:

Motion to approve October meeting minutes - Brian P.

Second - Delfina

Minutes approved

Member Comments:

One member's comment was sent online. Manny asks the member to provide more information regarding their comment then staff or the Board will follow up.

GM Update:

Holiday Info:

Thanksgiving is next week. Today all of the turkeys have been received and they will be on the floor soon.

Staff appreciation for the Holiday season, staff will be receiving 50 loyalty points this month and another 50 in December.

This month is member month. There is a mini game going on for staff.

Office Hours are being promoted and heard they are going well.

Small business Saturday is coming up and we are also promoting that.

B1- Financial Condition

Brian M. states that we would have still been in good margins without the ERC payment.

Motion to approve the B1 policy as presented in the packet - Barbara

Second - Bernadette

Motion approved

B2 - Planning and Budgeting

Brian M. explains that B2 is the forecasting for 2024.

Information about the Aardvark building, no decisions have been made yet but Brian M. has been in contact with the architect. Project will be looked at more after the holidays.

Motion to approve the B2 policy as presented in the packet - Manny

Second - Alex

Motion approved

Prasanna mentioned that it would be a good idea for the B2 policy to be moved into September, which would be before the new fiscal year starts.

B3 - Asset Protection

Motion to approve the B3 policy as presented in the packet - Bernadette

Second - Arnie

Motion approved

Barbara states that she feels that the Board doesn't need a B3 report every three months. She proposes once every six months may be more reasonable.

Brian P. asks if there is a third party that looks at B3.5, Brian M. will follow up with him later.

Committee Updates

Member Engagement Committee

Alex reports that last week was the Sip and Savor, the attendance was great for members and non members.

Brian P. states that he used his time to mingle and recruit people for Board committees.

General Manager Search Committee

Manny states, we have a General Manager! Brian Munn has been appointed as the SNFC general manager, staff was informed the day of.

Finance Committee

Finance committee met, reviewed the pre-audited numbers for this past fiscal year. Another meeting will be held the second week of December. Discussed the auditor contract, after the discussion they decided that the service is in good standing.

The Columinate contract was also brought up and will be voted on later tonight.

Policy Committee

Policy committee worked on the D3/D4 policies as well as the B3.9/B8, there is a recommendation that will be voted on. The Ends policy will be brought back with a recommendation at another meeting.

Action Items

Revised B3.9/B8

Barbara explains this Policy came from the Columinate template.

Policy committee suggests the policy stays in the B3 policy and suggested added language in the B8.

Hether states that after consulting a colleague, that it would be her recommendation that it be placed in B3.

Prasanna requests for a clearer interpretation of this policy.

Motion to approve the Policy committee recommendation to keep the current policy B3.9 - Barbara

Second - Bernadette

Motion Approved

Revised D3 & D4

Barbara explains, since the GM provides interpretations of the B policies, the changes in the D3 and D4 helps both the Board and the GM to be on the same page regarding the interpretation of each B policy.

Discussion occurred regarding the policies verbiage.

Motion to leave the D3 and D4 as is - Barbara
Second - Delfina

4 in favor/4 against/1 abstain

Motion Fails

SNFC Strategic Plan

Motion to Direct Brian M. to carry out the development of the Strategic Plan - Manny
Second - Prasanna
Motion Approved

Updates will be provided by Brian M. periodically in the FYI and other forms of communication.

Columinate Contract

The Finance committee notes that their suggestion is the regular plan based on knowing that other consultants may be available or used.

Motion to execute a contract with Columinate for their regular package - Manny
Second - Barbara
Motion approved

Committee Chair Appointments

Policy Committee

Motion to appoint Bernadette as the Policy committee chair - Manny
Second - Alex
Approved

Nominations Committee

Motion to appoint Brian P. as the Nominations committee chair - Manny
Second - Bernadette
Approved

Finance Committee

Motion to appoint Arnie as the Finance committee chair - Alex
Second - Prasanna
Approved

Member Engagement Committee

Motion to appoint Prasanna as the Member Engagement committee chair - Alex
Second - Bernadette
Approved

Elections Committee

Motion to appoint Laura Kerr as the Election committee chair - Manny
Second - Brian P.
Approved

Board Member Committee Appointments

Policy Committee

Motion to appoint Barbara to be a member on the Policy committee - Manny
Second - Bernadette
Approved

Nominations Committee

Motion to appoint Delfina to be a member on the Nominations committee - Prasanna
Second - Barbara
Approved

Finance Committee

Motion to appoint Prasanna to be a member on the Finance committee - Delfina

Second - Arnie

Approved

Member Engagement Committee

Motion to appoint Felicia and Delfina to be members on the Member Engagement committee - Manny

Second - Alex

Approved

Elections Committee

Motion to appoint Barbara and Bernadette to be members on the Elections committee - Manny

Second - Prasanna

Approved

CLOSINGS: Review Tasks & Assignments**Announcements**

Bernadette states they and Arnie held the first Office Hours. They had one co-op member come and speak about concerns they had.

Felicia, Delina and Barbara will be doing Office Hours on the 19th.

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Delfina states that the Ad Hoc committee will need to meet.

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Arnie states that the Finance committee will be meeting in the second week of December.

Tasks/Assignments

1. Policy committee - Ends policy
2. Finance committee - meeting
3. Board Admin - submit all inquired committee members to December Board packet

ADJOURN MEETING TO CLOSED SESSION at 7:55pm

Motion: Brian P.

Second: Barbara

Motion approved

Closed session meeting called to order 8:11 pm

Board discussed personnel and organizational matters.

No action was taken / No items to report out

Closed session adjourned at 9:02 pm.

Motion: Bernadette

Second: Delfina

Respectfully submitted by,

Elizabeth Ortiz

Board Administrator