



Board of Directors Meeting

Date: December 11, 2023

Time: 6pm

Time	Topic	Information/ Action	Presenter
6:00pm	General Business Introductions Agenda Review Review Tasks from November Meeting Member Comments (2 minute limit)	Information Information Information Information	Manny Manny Lizz Manny
	Consent Calendar November Meeting Minutes	Action	Manny
	General Manager Update GM Update B - Global GM Constraint	Information Action	Tyler Tyler
	Committee Updates Ad Hoc Committee	Information	Barbara
	Discussion Items Office Hours	Information	Manny
	Action Items Co-op Member Committee Appointments 2024 Elections	Action Action	Manny Manny
	Closings Announcements Review Board Calendar Review Tasks & Assignments Check-in: How the meeting went	Information Information Information Information	All Admin All All
8:00pm	Closed Session Legal and Personnel		BOD

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Board of Directors Meeting Unapproved 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 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.

-

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

The Ad Hoc Committee on New Board Member Orientation and Board Development met on 11/21/23

Discussion and Status on New Board Member Orientation:

The updated powerpoint presentation was used by Barbara and Delfina with Bernadette. Brian P is reaching out to Bernadette to get their feedback. The powerpoint will be finalized in the next month or two. The New Board Member Checklist is complete. The Executive Committee should use these tools in October to orient newly elected directors.

As new chair of the Nominations Committee, Brian P. will ask that Committee to consider incorporating ways to orient potential and nominated candidates prior to election. Any revisions to the committee charter will be brought to the Board for consideration.

Discussion and Status on Board Development:

Issue areas may come up during the strategic planning process relevant to Board Development that may need to be considered as topics for board development. The Ad Hoc Committee or the Board as a whole can work with the strategic planning facilitator and/or Brian M. and Executive Committee to design presentations on those issues. Lizz could help with logistics.

The Board Calendar already includes training being offered by Columinate and we appreciate Lizz keeping these entries updated and calling them out during calendar review at the end of each Board Meeting. The Board Calendar might be more fully used to schedule educational opportunities that coincide with the Board's work throughout the year. Such as fiscal training prior to the audit report; Robert's Rules when new directors are seated, GM Evaluation prior to conducting that action and so on.

We recommend offering Co-op 101 training for SNFC members and staff. This would be especially useful for new members who join the Co-op and may feel energized and eager to learn. Possible topics could include information about the Co-op's financial picture, what is a co-op: history of co-ops (national and international, types, etc.), who's who in the store, what's happening in the store, what the Board does.

Overall: We think the Committee's work is nearly done. Does the Board have any further requests for the committee?

Co-op Member Committee Appointments

The following individuals have requested to be appointed to a committee member.

Finance Committee

- Joe Barnett
- Richard Abrusci

Member Engagement Committee

- Kathy Les
- Tamara Holyfield
- Amanda Buckingham
- Muriel Strand

Policy Committee

- Georgianna Pfof
- Tanya Koscielny

Articles Due: December 23 -27

Estimated Upload Date: January 15

Estimated Delivery Date to Members: February 5

Content (16-page issue)	Content Description	Type (article, ad, infographic)	Word Count	# pages	Author	Assignments, Content Requests, Submission Details
Cover	Cover Art - Seasonal Photo or Graphic Two page spread that should include at least 2 photos and/or infographics that correlate to the article.	Graphic	n/a	1	Marketing	
GM Perspective	Finance Committee - review of the year in financial terms, highlights of any significant wins/gains (or losses?)	Article	600 words	2	GM	Overview of Audit process, narrative about the end of year results, explanation of any unusual line items (e.g. ERC payments and how that affects "profit")
Board Perspective	Update on the EDLP Program, visual representation of the graphic assets	Article	600 words	2	Member	EDLP = Every Day Low Price
Community Perspective	Tie in with the EDLP expanding on ways to make your dollar go further at the Co-op	Article, Informational	325 words + graphics	1	Marketing	Jolie, Stacie, Nova, Anneliese
Ways to Save	Infographic related to Community Perspective Content	Infographic	300 words + graphics	1	Marketing/ Jolie	
Community Giving Update	Infographic related to Community Perspective Content	Infographic	100 words	1	Anneliese	overview of Donations + Sponsorships
Quarterly Financials	Quarterly Financial Statements + info graphic or photo	Infographic		-	Finance Department	Not needed due to including the full financial audit
Board Notes	Meeting decisions summary for the prior 3 months plus one photo or infographic	Article	300 words	1	Board Member	There is usually space here for an additional infographic or promotion
Member Portal	Page 3	ad		0.16	Marketing	Member Portal (recurring)
Upcoming event	Page 3	ad		0.16	Marketing	Winter - Run for the Board (Simple graphic w/ "more info on pg. xx)
Upcoming event or Save the Date	Sip & Savor	ad		0.16	Marketing or Board	Sip & Savor *I want us to consider changing up how to display this info
Upcoming Event	Larger ad space for a prominent event - i.e. Annual Meeting, Festival, etc.	ad		0.5	Marketing	Earth Day Bulk Sale
Member Month	Recurring Ad	ad		1	Marketing	Back Cover/ Mailing Panel
Important Information for Members	Announcement of GM, overview of the hiring process	Article or Infographic	200 words	0.5	BOD - Hiring Committee	Manny, Alex or Arnie. Announcement, congrats, short overview of process, any additional info.
Run for the Board	Article plus photos or graphics	Article + graphic	200 words or less + graphic	0.5	Board or Marketing	Nominating Committee - Call for Candidates. Why should members run for the board. Graphic can include some important timeline dates (e.g date of any info session, interest form due, etc.)
Additional Content must equal 4 pages for a 16 page issue						
Financial Audit	Auditors report and Audited Finance Statements		350 +	4	Finance	Winter Issue
				15.98		

	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. 3-4 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 Member Engagement Event Nov 8	
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				
Co-op Community Happenings		Member Days August 1-31	Farm to Fork Festival 09/22 & 09/23		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/>