



**Board of Directors Meeting**

**Date: March 11, 2024**

**Time: 6pm**

Time	Topic	Information/ Action	Presenter
6:00pm	<b>General Business</b> Introductions Agenda Review Review Tasks from February Meeting Member Comments (2 minute limit)	Information Information Information Information	Manny Manny Lizz Manny
	<b>Consent Calendar</b> February Meeting Minutes	Action	Manny
	<b>General Manager Update</b> GM Update	Information	Tyler
	<b>Action Items</b> Member Engagement Committee -Committee Plan Policy Committee <ul style="list-style-type: none"> <li>D Policies</li> </ul>	Action Action	Prasanna Bernadette
	<b>Discussion Items</b> Mini Gallery of Expectations	Information	Manny
8:00pm	<b>Closings</b> Announcements Review Board Calendar Review Tasks & Assignments Check-in: How the meeting went	Information Information Information Information	All Admin All All
	<b>Closed Session</b> Personnel	Information / Action	BOD

- p.2 February Meeting Minutes
- p.5 Store Productivity Report
- p.6 D3 and D4 policy
- p.8 Board Calendar



# Board of Directors Meeting Unapproved Minutes

---

Date: February 12, 2024

Convened: 6:05pm Adjourned: 7:27pm

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

Director(s) Absent:

Staff Present: Tyler Burch (HR Director), Angela Borowski (Finance Controller), Nova Weatherwax (Merchandising Director), Stacie Larkin (Marketing Director), Cristina Caylor (Store Manager), Brady Yount (Finance Director)

Members and Guests Present: Members attended in person other members attending via ZOOM

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

## **PRELIMINARIES**

Introductions took place.

### **Agenda Review:**

Motion to approve the February agenda with adding the preferred shares item and additional committee appointments - Manny

Second - Barbara

Agenda approved

### **Tasks from previous meeting reviewed**

Tasks reviewed

### **Member Comments:**

One member comment that came in today, Manny will take a look and follow up with this comment at a later time.

Manny announced Lizz's one year anniversary with the Co-op.

CCMA registration will be opening soon, Manny will be sending out an email to Board Directors to gauge interest in attending.

Board Directors shared customer comments they received during the previous Office Hours.

Manny gave a shout out to staff for wonderful customer service.

### **Consent Calendar:**

Motion to approve the Consent Calendar which includes the January meeting minutes - Delfina

Second - Brian P.

Motion approved

### **GM Update:**

Tyler announced that Brady has joined our team as the Finance Director.

Our launch of the Everyday Low Price program is now on the shelves, you can recognize these items by the signature "e". The grocery manager states that those items have been flying off the shelves.

Staff turnover last year(2023) was historically low at 34%. In 2022 we were at a 51% turnover rate. Average when compared to NCG Co-ops is about 60%.

Tyler spoke about the HR team restructure, Ava our HR manager is leaving. We have hired a woman named Sharita Price as the HR assistant. We are still hiring for an HR Manager.

Supermarket staff appreciation day is next week. We will be celebrating our staff all week.

Folks from the NCG board came and toured our store, they were very happy with how our store looks and with the customer service received within the store.

Switch update is happening on March 13th and March 20th. March 13th the store will be closed at 8pm.

B1 - Financial Condition

Motion to approve the B1 - Financial Condition as presented in the Board packet - Bernadette  
Second - Alex  
Motion approved

**Action Items:**

Preferred Shares

Motion to approve the Preferred Share Dividend Proposal - Prasanna  
Second - Delfina  
Motion approved

Committee Appointments

Finance Committee

Motion to place Tim Olson on the Finance Committee - Arnie  
Second - Barbara  
Motion approved

Member Engagement Committee

Motion to place Tammy Holyfield, Amanda Buckingham, Kathy Less, and Stacie Larkin on the Member Engagement committee - Prasanna  
Second - Bernadette  
Motion approved

Nominations Committee - Committee Plan

Brian P. submitted a plan for the Nominations Committee.  
Motion to approve the Nominations Committee Plan with the change of the Meet the Candidates event being on September 5th - Brian P.  
Second - Barbara  
Motion approved

Member Engagement Committee - Committee Plan

Deferred to March

Election Committee -

Motion to approve the Election policy, Election schedule, and the Election info packet with the changes that were discussed - Barbara  
Second - Bernadette  
Motion approved

Policy Committee -

D Policies -

Motion to have the Policy Committee bring the D3 and D4 revisions to the Board in March - Bernadette  
Second - Barbara  
Motion to approve

Ends Policy Review -

Bernadette proposes that the Policy Committee work on the Ends policy but before doing so create an online survey for members to fill out. Discussion was had regarding how a survey would be used, and how it would be carried out.

Motion to task the Policy committee to work on the Ends policy and create a survey for the membership - Bernadette  
Second - Barbara

Multiple Board members gave their thoughts on how a survey could be used for the Ends policy development.

Bernadette retracts their motion.

Possibly revisit in March.

**CLOSINGS: Review Board Calendar, Tasks & Assignments**

**Announcements**

March 13th is the “How to Run for the Board Forum”.

Tasks/Assignments

1. Member Engagement Committee Plan
2. D3 and D4 revisions - Policy Committee

**ADJOURN MEETING AT 7:27pm**

Motion: Brian P

Second: Prasanna

Motion approved

Respectfully submitted by,

Lizz Ortiz

Board Administrator

During the November board meeting, the board voted 4-4-1 to not accept proposed changes to the D3 and D4 policies. Below are a couple notes about Policy 9 of Policy Governance and a new proposal to change the D3 and D4 policies.

There are 10 Principles of Policy Governance.

CDS consulting had the following explanation of Policy 9

“Policy 9 Any Reasonable Interpretation

More detailed decisions about Ends and operational means are delegated to the GM, who has the right to use any reasonable interpretation of the board’s written policies. A reasonable interpretation will include more detailed and/or clarified meaning of the board’s policy, along with operational definitions (the metrics and benchmarks used to gauge accomplishment). More detailed decisions about board means (and the right to use any reasonable interpretation of those written policies) are delegated to the board chair – unless part of the delegation is explicitly directed to another officer or committee.”

CBL Reader had the following explanation of Policy 9

*Please note that this excerpt has been taken from a document produced by the International Policy Governance Association and approved by John and Miriam Carver as being true to source.*

“9. Any Reasonable interpretation:

More detailed decisions about Ends and operational means are delegated to the CEO if there is one. If there is no CEO, the board must delegate to two or more delegates, avoiding overlapping expectations or causing confusion about the authority of various managers. In the case of board means, delegation is to the CGO unless part of the delegation is explicitly directed elsewhere, for example, to a committee. The delegatee has the right to use any reasonable interpretation of the applicable board policies.”

**The Policy Committee proposes the following changes be made to the D3 and D4 Policies.**

The Policy Type: Board-Management Relationship  
Policy Title: D3 – Delegation to the General Manager  
Adopted/Revised: April 1, 2011/July 10, 2023

The Board delegates authority to the GM through written Ends and Executive Limitations policies.

1. As long as the GM uses any reasonable interpretation of the Board’s Ends and Executive Limitations policies, the GM is authorized to establish **all further** policies, practices and plans for the Co-op.
2. The Board will respect and accept the GM’s choices as long as those choices are based on reasonable interpretations of Board policies.
3. If the Board changes an Ends or Executive Limitations policy, the change only applies after the change is approved.

Policy Type: Board-Management Relationship  
Policy Title: D4 – Evaluating the General Manager  
Adopted/Revised: April 1, 2011/ July 10, 2023

The Board will systematically and rigorously monitor and evaluate the GM’s job performance compared to expectations set forth in Board policies.

1. The Board’s policy monitoring process is the foundation of our annual evaluation of the GM.
2. The Board will acquire monitoring information by one or more of three methods:
  - a. Most commonly by internal report, in which the GM discloses interpretations and compliance information to the Board;
  - b. Periodically by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies; or
  - c. Rarely by direct Board inspection, in which a designated director or committee assesses compliance with policy.
3. The Board will accept that the GM is compliant with a policy if the monitoring report includes a reasonable interpretation, including clear metrics and benchmarks, and adequate data that demonstrate accomplishment of that interpretation.
  - a. The Board’s standard for compliance with a policy will be any reasonable interpretation by the GM. **The Board is the final arbiter of reasonableness but will always judge with a “reasonable person” test. The GM’s interpretation does not need to be an interpretation favored by individual directors or by the Board as a whole.**
4. In evaluating non-compliance, we will consider the severity, implications and trends, as well as the GM’s explanation and plan to achieve compliance.
5. The Board will monitor all policies that instruct the GM. The Board can monitor any policy at any time by any method listed above but will ordinarily follow the schedule outlined in the Board Annual Calendar.
6. The Board's annual evaluation of the GM, based on a summary of monitoring reports received from July through June will be completed by July 31.
  - a. The Board will establish a GM Evaluation Committee in January to consist of Board Officers and other interested directors. The Committee will prepare a plan for GM Evaluation that follows this policy.
  - b. In June of each year the GM Evaluation Committee will review a summary of monitoring reports received during the previous 12 months.
  - c. The GM Evaluation Committee will invite the GM into a conversation to share other relevant information and clarifications.
  - d. Based on the review of reports and the conversation, in July the GM Evaluation Committee will present an evaluation letter to the Board for approval. The final approved letter will be presented to the GM by July 31.

	Jan. 2024	Feb. 2024	Mar. 2024	April 2024	May 2024	June 2024
<b>Board Education &amp; Development</b>	Registration for CCMA: Open Virtual CBL 101- Jan 20	Finance Training for Directors - Feb 1	Effective Meeting Facilitation - March 13 All About Financial Statement Audits - March 27	Virtual CBL 101 - Apr 20	CCMA May 31- June 1 in Portland, Maine - Registration deadline May 16th Constructive Approaches to Handling Complaints About Your GM - May 8	
<b>Board &amp; Member Engagement Opportunities</b>		Member Engagement Event Feb 8th	Call for Board Candidates Run For the Board Forum March Member Quarterly Article & Board Notes Due March 25	Candidate Nomination forms & Election Info Online	Member Engagement Event	Member Quarterly Article & Board Notes Due June 20
<b>Required Agenda/ Packet / Executive Session items</b>	Patronage Refund Decision Election: Policy, Info Packet & Schedule Update Establish GM Evaluation Committee	Nominations & Education Committee Plan Approvals Preferred Shares Dividends Decision				Request for Proposal template to GM(GM compensation) Nominations Com. To Submit Candidates For Board Approval for Ballot
<b>GM Limitation Monitoring Reports</b>	No Reports	B1 – Financial Condition and Activities	No Reports	No Reports	B1 – Financial Condition and Activities, B3 - Asset Protection & A – Ends	No Reports
<b>Co-op Community Happenings</b>		Member Days February 1-28			Member Days May 1-31	

	July 2024	August 2024	Sept. 2024	Oct. 2024	Nov. 2024	Dec. 2024
Board Education & Development				Director Orientation	Retreat	
Board & Member Engagement Opportunities		Member Engagement Event	Annual Meeting Member Quarterly Article Due & Board Notes Due	Call for Committee Members	Member Engagement Event	Member Quarterly Article Update & Board Notes Due
Required Agenda/ Packet Items/ Executive Session	Treasurer gives Bay area CPI to Finance Com. Chair  Annual GM Evaluation - completed by July 31st	Board Budget (by August 31) ENDS Policy Review GM Compensation Packet Due Aug 31st	General Election Call for Board Officer Interest	Seat New Board Members Elect Board Officers Call for Committee Chair & Member Interest Columinate Contract	Board Committee Chair & Member Appointments	Co-op Member Committee Appointments
GM Limitation Monitoring Reports	B4 – Membership, B5 – Customer Experience & B6 – Staff Treatment and Compensation	B1 – Financial Condition and Activities	B2 –Planning and Financial Budgeting, B7 –Communication to Board, B8 – Board Logistical Support & B9 – Emergency General Manager(GM) Succession	No reports	B1 – Financial Condition and Activities, & B3 –Asset Protection	B – Global Executive Constraint
Co-op Community Happenings		Member Days August 1-31	Farm to Fork Festival TBA		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/>