



# Board of Directors Meeting

Date: June 10, 2024

Time: 6pm

Time	Item #	Topic	Information/ Action	Presenter
6:00pm		<b>General Business</b> Introductions Agenda Review Review Tasks from May Meeting Member Comments (2 minute limit)	Information Information Information Information	Manny Manny Lizz Manny
	1	<b>Consent Calendar</b> May Meeting Minutes	Action	Manny
		<b>General Manager Update</b> GM Update	Information	Brian M.
	2 3	<b>Committee Updates</b> Executive Member Engagement	Information Information	Manny Prasanna
		<b>Action Items</b> Nominations Committee - 2024 Board Candidates	Action	Brian P.
		<b>Discussion Items</b> Office Hours	Information	Manny
8:00pm	4	<b>Closings</b> Announcements Review Board Calendar Review Tasks & Assignments Check-in: How the meeting went	Information Information Information Information	All Admin All All

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# Board of Directors Meeting Unapproved Minutes

Date: May 13, 2024

Convened: 6:04pm Adjourned: 7:27pm

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

Director(s) Absent:

Staff Present: Brian Munn (General Manager), Tyler Burch (HR Director), Angela Borowski (Finance Controller), Nova Weatherwax (Merchandising Director), Cristina Caylor (Store Manager)

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

Notetaker: Lizz Ortiz Meeting Facilitator: Manny Meeting Chair: Manny

## PRELIMINARIES

Introductions took place.

## Agenda Review:

Motion to approve the May agenda - Barbara

Second - Alex

Agenda approved

## Tasks from previous meeting reviewed

Tasks reviewed

## Member Comments:

Two member comments were submitted online and were given to administration since they were operational concerns.

## Office Hours -

Barbara stated, May was not a good month for attendance to Office Hours. One member came to thank the Co-op for the Community discount program and another came with operational questions.

## Consent Calendar:

Motion to approve the Consent Calendar which includes the March closed session meeting minutes, April meeting minutes and Corporate officer change - Prasanna

Second - Delfina

Motion approved

## GM:

Brian Munn states he is glad to be back at the Co-op and appreciates everyone's time while he was away.

The farmers resilience program just finished up, and was able to give out a total of 40k to 7 different farms.

We had a good quarter when looking at our financials, we will be able to meet the half percent growth target.

We will be looking for a Marketing Manager, we will be working with a recruiter to help with this. This should take approx 2-3 months.

Regarding a Finance Director, they have decided to invest in the current finance department to alleviate Angela so she can allocate her time in other places.

The Grocery Manager has been hired. Alex will be starting tomorrow.

Still on the hunt for a Produce Manager.

Staff survey is now complete and we had over 90% participation.

## B1 - Financial Condition and Activities

Motion to accept the B1 monitoring report as presented in the Board Packet - Barbara

Second - Delfina

Motion approved

## B3 - Asset Protection

Motion to accept the B3 monitoring report as presented in the Board Packet - Arnie

Second - Barbara

Motion approved

#### A - Ends

Motion to accept the A monitoring report as presented in the Board Packet - Brian P

Second - Prasanna

Motion approved

#### **Committee Updates:**

##### Finance Committee -

Arnie stated the committee met in the beginning of May. They will be building the Boards budget at the end of the Month of June.

Arnie would like to implement a Finance committee calendar

##### Nominations Committee -

Brian P stated the Nominations committee has been busy. 13 people applied to run to be on the Board of Directors, 9 people are being interviewed, from there there will be a slate of candidates presented to the Board in June.

##### Executive Committee -

Manny stated that GM monitoring reports that were pushed back because of Brian M's absence will be coming to the Board in July. He also stated that a General Manager review timeline will be carried out soon.

##### Member Engagement Committee -

Prasanna stated the committee has been talking about upping education within the store. An idea they had was allowing round-up at the register participants come into the Co-op to table and spread information about their organization.

Educational components - They would like to have educational pieces during the Board meetings and wanted to ask the Board if there are any other topics they would like to see.

Annual meeting - Lizz will be sending out a doodle poll to solidify a date for the annual meeting.

#### **Action Items:**

##### Board of Director Appointment -

Motion to appoint Bernadette to the Board of Directors - Alex

Second - Delfina

Amendment to the motion to appoint Bernadette as the Policy committee Chair and Election committee effective immediately.

1 abstain / 7 approved

Motion approved

#### **Discussion Items:**

##### CCMA -

Manny gave a brief overview of the travel plans for the Board Directors attending the CCMA conference.

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

#### **Announcements**

Barbara signed up and attended the Columinate training and was happy to hear that the Board did exactly what they explained in regards to "Complaints about our General Manager".

New Helvetia Co-op, some Board of Directors went and had a great time.

##### Tasks/Assignments

1. Nominations Committee will bring the slate of candidates to the June meeting
2. Lizz will send out a doodle poll to solidify Annual meeting date
3. Lizz will send out google form for the MEC - educational components
4. Exec Committee to initiate GM Review Committee and Timeline

#### **ADJOURN MEETING AT 7:27pm**

Motion: Delfina

Second: Alex

Motion approved

Respectfully submitted by,

Lizz Ortiz

Board Administrator

**SNFC GM Review Timeline:**

- Timeline for completion will be approximately **60 days** from June '24 board meeting
- Culminate Evaluation template will be utilized as in years past
- Timeline under review will be: March '23 to present
- Process:
  - Review Cte will meet and develop initial draft
  - Initial draft will be circulated to Board for comments
  - Review Cte will meeting, take comments into consideration, develop final draft
  - Final draft will be submitted to Board, discussed, then taken up for approval at board meeting during closed session.

\*Note: this is the similar process that was carried out in previous GM evaluations.

# Membership & Education Meeting notes

May 30, 2024

## MEMBERS PRESENT:

Amanda Buckingham , Lizz Ortiz , Prasanna Regmi Kathy Les Felicia Thomas-Hill

## DISCUSSION:

The Member Engagement Committee met to discuss and help craft the Annual Meeting agenda.

## RECOMMENDATIONS:

1. The committee members met to draft an annual meeting agenda to be held on August 3rd at 12 pm at the B Street Theatre. The agenda was shared and approved by the store team and is being shared with the board.

## OTHER ITEMS:

### • Board training & development:

At the May board meeting, board members were asked to fill a survey related to training they would want to see at future meetings. Below are the responses:

- Financial education before the B1 report
- “How to evaluate the GM” before Establishing the GM evaluation committee
- Fiscal Training prior the audit report
- Robert Rules when new directors are seated
- Co-op 101 training
- Financial training for directors
- Deep dive into each of the statements we get in our packet and what they mean?
- Having different folks come that co-ops work with to see how they align with our principles. (Our roundup partners etc)
- Hear updates from department managers on what they are working on in their department. (High level overview so we can share to membership)
- Understand the different programs that can help us make effective rice strategic decisions for the co-op. National Food sector trends report, data on SMG reports, etc

While there is some training that will take time, the MEC board members can work with different committees to bring educational components to the board meeting.

### • Board office hours:

Friday June 21, 2024 1 to 3pm (Arnie, Barbara and Delfina)

Friday June 28, 2024 1 to 3 pm (Arnie, Barbara and Delfina)

## ACTION ITEMS:

None

	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	K Y~bYgg: UJf \$) "&&"&\$&( 'Uh) da	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  Review Board Office Hours
<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		Annual Meeting Aug 3 @12pm Wellness Fair/Meet the Candidates Event Aug 21st @5pm	Meet the Candidate Event Sept 5 @5pm Member Quarterly Article Due & Board Notes Due	Call for Committee Members	Member Engagement Event	Member Quarterly Article Update & Board Notes Due Dec 23rd
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 Sept 5-21		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/>