



Board of Directors Meeting

Date: November 10, 2025

Time: 6pm

Time	Item	Topic	Information/ Action	Presenter
6:00pm		General Business Introductions Agenda Review Review Tasks from October Meeting Member Comments (2 minute limit)	Information Information Information Information	Alex Alex Lizz Alex
6:10pm	1	Consent Calendar October Meeting Minutes	Action	Manny
6:30pm		General Manager Update GM Update B1 - Financial Condition and Activities B3 - Asset Protection	Information Action Action	Brian M. Brian M. Brian M.
6:50pm	2	Action Items Finance, MEEC and Policy Committee Chairs Board Director Committee Member Appointment Committee Member Appointments	Action Action Action	Alex Alex Alex
7:00pm		Discussion Items Adhoc Committee	Discussion	Kelsey/Arnie
7:15pm	3	Closings Announcements Review Board Calendar Review Tasks & Assignments Check-in: How the meeting went	Information Information Information Information	All Admin All All

October Meeting Min p.2
 Committee Member Appointments p.6
 Board Calendar p.7



Board of Directors Meeting Unapproved Minutes

Date: October 13, 2025

Convened: 6:02pm Adjourned to closed session: 7:26pm

Directors Present: Brian Pimentel, Bernadette Brogden, Kelsey Brewer, Barbara Mendenhall, Prasanna Regmi, Alexandria Jang, Bernadette Brogden, Arnold Sowell, Manny Leon, Delfina Vargas, Dave Berner, Isabel Pares

Director(s) Absent:

Staff Present: Brian Munn (General Manager), Angela Borowski (Finance Controller), Nova Weatherwax (Merchandising Director)

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

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

PRELIMINARIES

Introductions took place.

Agenda Review:

Motion to add an appointment to add someone to the Board - Brian

Second - Barbara

Agenda approved

Motion to add a closed session and to move the Columinate contract discussion into closed session - Alex

Second - Kelsey

Approved

Motion to add an action item to add an adhoc committee - Arnie

Second - Kelsey

Approved

Motion to approve the agenda with modifications - Bernadette

Send - Prasanna

Approved

Tasks from previous meeting reviewed

Tasks reviewed

Member Comments:

There was one member comment that was given to the operations team,

As a member, Barbara M, suggests that there is not scheduled zoom Board meetings and that the Board keeps the meetings in person with a zoom option.

Office hours are Oct 21 4-6pm.

Consent Calendar:

Motion to approve the Consent Calendar which includes September meeting minutes - Brian

Second - Alex

Motion approved

8 approve/1 abstain

GM:

GM Update

Brian is currently in New Mexico for a conference, reporting via Zoom. We got pumpkins from the farm, although we don't make a lot of money from them, the story that it comes from our farm is awesome. We had to cut our budget for security, Brian talked to the CEO to move things around to have the most amount of security possible. Brian says there will be another version of the Farm house lease and this should be voted on via email. The bakery project is moving forward, it will be up to the bakery team when they feel comfortable to move in before the holidays. Court approved settlements court fees will be going out Nov 2nd.

Action Items:

Seat New Board Directors - Election Report

Laura congratulated the candidates, the written report is in the Board packet. There is a decline in participation, the report has a couple of suggestions of a way to raise visibility for people to vote in the election. Historically we saw a lot higher participation rates and now is the time to take action.

Motion to accept the election report as presented in the Board packet - Bernadette
Second - Prasanna

Motion Approved

Elect Board Chairs

Nomination to nominate Alex Jang for Board Chair - Brian
Second - Bernadette
Motion approved

Nomination to nominate Brian for Vice Chair - Prasanna
Second - Delfina
Motion Approved

Elections and Nominations Committee Chairs

Nomination to elect Barbara Mendenhall to chair the Election Committee - Delfina
Second - Bernadette
Motion approved

Nomination to elect Kelsey Brewer to chair the Nominations Committee - Brian
Second - Delfina
Motion approved

Board Appointment

Motion appoint Isabel Pares to the Board to fill our vacant seat for a one year term - Brian
Second - Kelsey
Motion approved

Adhoc Committee

Arnie commented on an email from Brian M about grocery chains and suggests the Board takes action.

Arnie would like to propose to have an adhoc committee dedicated to this.

Rather than a committee now, Arnie suggests someone write a letter to get the board rolling.
Brian M suggests Kim and himself can draft something up.

Kelsey is interested in being on the committee.

Brian M suggested that this could be a working group rather than a committee.

Motion to appoint Arnie and Kelsey to a adhoc committee to focus on advocacy and bring a draft charter to the retreat - Bernadette
Send - Prasanna

Motion approved

Discussion Items:

Board Attendance Meeting Schedule

Alex suggested to have a hybrid schedule for flexibility, and open up the talent space for people who may need to attend remotely. There is also a lot more work coming this year with the strategic plan, so the flexible meeting schedule will help offset the time the board is spending. We can also cancel some meetings and note hybrid when we can.

Prasanna asks how long would we like to test this for. Prasanna proposes we try it for 6 months

Motion to do a hybrid schedule for two quarters - Prasanna
Second - Alex

Kelsey suggests that we could strategically find a couple of meetings that can be cancelled or placed online.

Bernadette explains that with their work schedule they would miss multiple meetings with a hybrid schedule.

3 approved / 1 abstain / 5 opposed

Motion fails

Meetings will stay in person.

Committees - Member Appointments

Alex announces that everyone should start thinking about what committees they would like to be on as a member.

Arnie places his interest for being the Finance Committee Chair.

November Retreat

Went over the Board retreat draft agenda.

Arnie suggests a working lunch. Everyone agreed.

A spring retreat is on the table to have a check in to see where we are at.

CLOSINGS: Review Board Calendar, Tasks & Assignments

Announcements:

Member Engagement event on Thursday at the Seqa hills tasting room.

In person office hours on the 21st

Code of conduct and conflict of interest forms are passed out, all directors should sign and give back to Lizz.

Tasks/Assignments

1. Lizz will create a meeting for Kelsey, Arnie and Brian M to meet about the adhoc committee.
2. Lizz will send out a google form for committee appointments.

ADJOURNED MEETING to closed session AT 7:26pm

Motion: Brian

Second: Prasanna

Motion approved

Closed Session Minutes – 10/13/25

Attendees: Alexandria Jang, Brian Pimentel, Kelsey Brewer, Delfina Vargas, Prasanna Regmi, Bernadette Brogden, Arnie Sowell, Isabel Pares, Dave Berner

Director(s) Absent:

Called to order by Alex Jang at 7:23pm

Topic: Board Consultant contracts

The Board had a discussion regarding the use of consultants, and the contracts options available to them.

Alex will communicate with Kim Turner to discuss contract adjustments, and with Rose Marie regarding Columinate participation adjustments.

Motion to adjourn meeting by Bernadette; seconded by Brian P.

Meeting adjourned at 8:29 pm

Respectfully submitted by,
Lizz Ortiz
Board Administrator

Election Committee -

The election committee Chair would like to add the following Co-op members to the committee:

Jeanine Boyers

Antia Yang

Nova Wetherwax

	Jan. 2025	Feb. 2025	Mar. 2025	April 2025	May 2025	June 2025
Board Education & Development	<p>Registration for CCMA: Open, early bird before April 11, 2025</p> <p>CBL 101 - Jan 18th 8am</p>	<p>Fundamentals of Interpersonal Communication Feb 19th</p>		<p>Explorations in Governance April 1</p> <p>CBL 101 April 12th</p> <p>Finance Training for Directors April 29th</p> <p>Constructive Approaches to Handling Complaints about your GM April 30th</p>	<p>Navigating the GM Compensation & Evaluation Processes May 7th</p> <p>CCMA - May 29-31, 2025</p>	
Board & Member Engagement Opportunities		<p>Call for Board Candidates</p> <p>Run for the Board Forum Feb 27th 6-8pm</p> <p>Candidate Nomination forms & Election Info Online</p>	<p>Member Quarterly Article & Board Notes Due March</p>		<p>Member Engagement Event</p>	<p>Member Quarterly Article & Board Notes Due June</p>
Required Agenda/ Packet / Executive Session items	<p>Patronage Refund Decision</p> <p>Establish GM Evaluation Committee</p>	<p>Nominations & Education Committee Plan Approvals</p> <p>Election: Policy, Info Packet & Schedule Update</p> <p>Preferred Shares Dividends Decision</p>				<p>Request for Proposal template to GM(GM compensation)</p> <p>Nominations Com. To Submit Candidates For Board Approval for Ballot</p> <p>Review Board Office Hours</p>
GM Limitation Monitoring Reports	<p>No Reports</p>	<p>B1 – Financial Condition and Activities</p>	<p>No Reports</p>	<p>No Reports</p>	<p>B1 – Financial Condition and Activities, B3 - Asset Protection</p>	<p>No Reports</p>
Co-op Community Happenings		<p>Member Days February 1-28</p>			<p>Member Days May 1-31</p>	

	July 2025	August 2025	Sept. 2025	Oct. 2025	Nov. 2025	Dec. 2025
Board Education & Development	CBL 101 Jul 19th		Explorations in Gov Sep 9	Director Orientation Finance Training Oct 14th CBL 101 Oct 18th	Retreat Nov 7th & 8th	
Board & Member Engagement Opportunities		Annual Meeting 21st	Meet the Candidate Event Sept 4 Member Quarterly Article Due & Board Notes Due 9/20	Call for Committee Members Office Hours Sept		Member Quarterly Article Update & Board Notes Due Dec
Required Agenda/ Packet Items/ Executive Session	Treasurer gives Bay area CPI to Finance Com. Chair	Board Budget (by August 31)	General Election Call for Board Officer Interest	Seat New Board Directors 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, A – Ends & 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		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/>