



Board of Directors Meeting

Date: January 12, 2026

Time: 6pm

Timekeeper: Kelsey Brewer

Time	Item	Topic	Information/ Action	Presenter
10 min	1	<b>General Business</b> Introductions Agenda Review Review Tasks from December Meeting Consent Calendar Member Comments (2 minute limit)	Information Information Information Action Information	Alex Alex Admin Alex Alex
30 min	2	<b>Action Items</b> Audit Report Patronage Refund Board Evaluation Forming the GM Compensation Committee	Action Action Action Action	Auditors Alex Alex Alex
10 min		<b>General Manager Update</b> GM Update	Information	Brian M.
5 min		<b>Discussion Items</b> Office Hours Co-op Cafe	Discussion Discussion	Alex Alex
10 min	3	<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: December 8, 2025

Convened: 6:04pm Adjourned: 7:08pm

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

Director(s) Absent:

Staff Present: Brian Munn (General Manager), Angela Borowski (Finance Controller), Cristina Caylor (Operations Manager)

Members and Guests Present: Members attended in person and Zoom

Notetaker: Jolie Laudicina Meeting Facilitator: Alex Meeting Chair: Alex Timekeeper: Dave

## PRELIMINARIES

Introductions took place.

### Agenda Review:

Motion to approve the December agenda - Prasanna

Second - Arnie

Motion Approved

### Tasks from previous meeting reviewed

Tasks reviewed

### Member Comments:

-2 from email, both were operations

-Barbara-committee members were not in board packet, asked to put them in future board packets.

### Consent Calendar:

Motion to approve the Consent Calendar which includes November meeting minutes - Prasanna

Second - Arnie

Motion approved

### GM:

#### GM Update

CA Farmlink loan proposal, Finance meeting soon to discuss before it comes back to Board.

Bakery will be ready by end of December, Bakery will plan to move in second week of January. Still waiting to find out about the grease trap.

G2G Marketing Analysis-met on Friday. Should have updates in January meeting

Had initial meeting with architect today (who did Alhambra and this location).

Farm update-waiting for oranges to ripen. Partnering with Equal exchange in various ways, including distribution for Briar Patch first, then Davis and Ukiah Co-ops. Going to check on Orlando and the trees are doing.

### B Global Executive Constraint

Motion to approve the B – Global Executive Constraint as presented in the Board Packet - Bernadette

Second - Delfina

Motion Approved

## **Action Items:**

### Board Director Committee Member Appointments

Motion to appoint MEEC-Antia Yang, Cristina Caylor, Vianey Nunez--Delfina  
Second-Prasanna  
Motion approved

Motion to appoint Barbara Mendenhall, Muriel Strand, Georgianna Pfost to Policy Committee-Bernadette  
Second-Delfina  
Motion approved

Motion to appoint Tim Olsen to Finance committee –Dave  
Second-Bernadette  
Motion approved

Motion to appoint nominations committee Vivian Wauters--Kelsey  
Second-Delfina  
Motion approved

Motion to approve charter Adhoc Committee draft charter –Kelsey  
Second-Arnie

### Election committee

Changes include possibility of using Rank Choice voting, possibility to do outreach, timeline has tbd dates (will work with Nominations committee) to move them forward. Language to encourage candidates to campaign.  
Bernadette motion to approve election packet, second Kelsey  
Motion approved

Kelsey Motion to assign to the election committee to gather information feasibility of Ranked choice voting to February meeting Brian second  
Motion approved

## **Discussion Items:**

### Office Hours

Motion to table this discussion for next meeting Brian  
Kelsey second

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

### **Announcements:**

Member Meetup on the 18<sup>th</sup> at Magpie

### Tasks/Assignments

1. Board and Self Survey
2. Schedule Finance committee meeting
  - a. Discuss CA farm Link at Finance committee meeting
3. Bring G2G report to Adhoc Comm and then to Board in Jan
4. Jan meeting: Adhoc Committee adding potential board member appointment and Co-op member appointment.
5. Task Election Comm feasibility of rank choice voting at Feb meeting.
  - a. Look into simple voting for rank choice voting, and other options for co-op
6. Board office hours to discuss in January

**ADJOURNED MEETING AT 7:13pm**

Motion: Brian  
Second: Kelsey  
Motion approved

Respectfully submitted by,  
Jolie Laudicina  
Interim Board Administrator

# Astoria Board of Directors Self-Evaluation

Item 2

Note: goals of the board self-evaluation are (1) to help the board reflect upon and renew its ability to effectively fulfill its intended role, and (2) to report on our performance to the membership

strongly disagree	disagree	neutral	agree	strongly agree
1	2	3	4	5

## MEMBERS

MEMBERSHIP ACCOUNTABILITY, GOVERNANCE						
1	The board understands its responsibility to the organization's member/owners.					
2	The board attempts to maintain strong communication and to develop an ongoing relationship with member/owners.					
3	The board actively solicits member input on decisions that affect the long-term direction of The Co-op (such as through meetings, surveys, or focus groups).					
4	The board ensures that an annual report is presented to members, which clearly describes The Co-op's operations and financial status.					
5	The board continues to develop its capacity for linkage with member/owners.					

## MANAGEMENT

BOARD/MANAGEMENT RELATIONS		1	2	3	4	5
6	The board maintains clearly written policies regarding expectations, responsibilities, and limitations for the GM.					
7	The board regularly monitors GM performance against written policy criteria.					
8	The annual GM evaluation process provides clear feedback from the board as a whole, and results in goals for the GM.					
9	The board provides overall personnel guidelines to management through policy, and remains uninvolved with specific personnel matters.					
10	The board diligently avoids excessive intrusion into General Manager responsibilities.					
11	The board is careful to speak with one voice when making requests and directives.					

completed by \_\_\_\_\_

date \_\_\_\_\_

## Astoria Board of Directors Self-Evaluation

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### INTERNAL BOARD OPERATIONS

INDIVIDUAL DIRECTORS	1	2	3	4	5
12 I am thoroughly familiar with the background material sent to me prior to board meetings.					
13 I openly and impartially consider all issues being considered by the board.					
14 I believe that director participation in meeting debate and discussion is encouraged.					
15 I contribute my personal and technical skills and actively participate in meetings, committees, and other discussion.					
16 I understand Policy Governance and the relationship of the individual director and the board as a whole to the membership and general manager.					
17 I regularly attend the required meetings, and come adequately prepared to participate.					

BOARD LEADERSHIP	1	2	3	4	5
18 The board president effectively organizes meeting schedules.					
19 The board president effectively monitors meeting attendance.					
20 The board president ensures that meeting information packets are distributed in advance of the meeting.					
21 A written code of ethics for the board has been established and is approved annually by the board.					

BOARD ORGANIZATION AND MEETINGS	1	2	3	4	5
22 An annual calendar of board activities and key decisions is established and followed.					
23 Meeting packets include written agendas and clear written reports with recommendations or options from the General Manager and committees.					
24 Meeting information is supplied to the board in a timely manner					
25 Board meeting information packets contain an appropriate level of detail					
26 Board meetings are the right length and frequency, and generally accomplish what needs to be done.					
27 Board discussions allow for all views to be aired and deliberated thoroughly and respectfully.					

completed by \_\_\_\_\_

date \_\_\_\_\_

## Astoria Board of Directors Self-Evaluation

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		strongly disagree	disagree	neutral	agree	strongly agree
BOARD PERFORMANCE		1	2	3	4	5
28	The board understands and utilizes Policy Governance.					
29	The board regularly evaluates its direction, goals, effectiveness, and accomplishments.					
30	The board has made significant progress toward accomplishing its annual goals, as determined at the onset of the year and at its annual retreat.					
31	Board committees are effective at reporting to the board and accomplishing their assigned responsibilities in a timely manner.					
32	The board participates in training and leadership development opportunities.					
33	Each member of the board contributes value to the board's work.					
34	Once the board has reached a decision, all directors stand behind and support that decision.					
35	The board adequately and effectively supports the General Manager in fulfilling expectations and responsibilities.					

### BUSINESS OVERVIEW

FINANCES		1	2	3	4	5
36	The board ensures that capital and operating budgets are established annually and in a timely fashion.					
37	The board selects an outside auditing firm to conduct an external audit or review according to the schedule outlined by board policy.					
38	All board members are able to read financial statements and understand basic trends.					
39	The board regularly monitors The Co-op's financial health through GM policy monitoring reports and financial statements.					

completed by \_\_\_\_\_

date \_\_\_\_\_

## Astoria Board of Directors Self-Evaluation

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<b>PLANNING</b>		1	2	3	4	5
40	Board decisions are made consistent with the purpose, values, goals and objectives of The Co-op.					
41	Each director has an understanding of the market forces affecting the co-op.					
42	Each director has an understanding of the cooperative business structure, and the goals/characteristics of the cooperative movement.					
43	The board monitors operational and organizational performance against goals, budgets and/or key indicators, as outlined in the annual Business Plan.					
44	The board holds planning/visions discussions to relate the mission of The Co-op to its current and future role in the local community and in society at large, and to discussing other issues relevant to the cooperative movement.					

**ANY OTHER WRITTEN COMMENTS:**

completed by \_\_\_\_\_

date \_\_\_\_\_

## Co-op Board Self-Assessment Tool

### TEAMING

- Directors have healthy and productive working relationships with each other.
- The board and GM have a healthy and productive working relationship.
- The board regularly evaluates our own board work.
- The board perpetuates our leadership capacity through education and training.
- The board has a robust recruitment, screening and nomination process.
- The board has an effective orientation for new directors.
- Directors have a common understanding of the board's purpose in the co-op.
- The board follows a strategic workplan.
- The board has productive and well-organized board meetings.
- Board meeting packets contain adequate information for preparation.
- Directors diligently prepare for board meetings.
- The board uses a clear decision-making process.
- The board conscientiously incorporates diverse perspectives into our work.
- Every director is professional and disciplined in his/her work and follows our code of conduct exp
- Every director participates fully and productively in board meetings and retreats.
- Our board president helps the board accomplish its job.
- Board committees add value and support the wholeness of the board.
- The board has a clear and up-to-date set of written expectations about how the board will operate
- The board creates a welcoming environment.
- The board regularly celebrates board, management and co-op accomplishments.
- The board invests in its ongoing education and development.
- The board has effective documentation and record-keeping including minutes and board packets.

### ACCOUNTABLE EMPOWERMENT

- The board has clearly defined our expectations of the GM.
- The board has a clear understanding of the distinction between board and GM roles and responsibilities.
- No individual director attempts to exercise authority over the GM or other staff.
- The board systematically and rigorously monitors our GM's and co-op's performance compared to our expectations.
- The board receives excellent information and data from the GM that provide complete accountability.
- The board uses a rigorous process to judge whether the GM's performance meets board expectations.
- The board fully empowers the GM. No micromanagement.
- The board supports GM authority as long as the GM is in compliance with board expectations.
- The board's annual evaluation of our GM is based on a summary of monitoring reports we receive.
- The board holds board committees accountable for meeting expectations set in committee charters.
- The board holds our board president and other officers accountable for meeting expectations set in their charters.

### STRATEGIC LEADERSHIP

- The board focuses our vision outward and toward the future.
- The board provides strategic leadership by articulating the co-op's purpose (e.g. Ends policies).
- The board has an effective system for ensuring that the co-op operates as it should, upholding its values.
- The board understands how the annual and multi-year business plan is connected to the board's vision.
- The board has a plan for ongoing board education about key strategic items, such as historical and current trends.
- The board dedicates time to building wisdom in order to be ready to make good decisions.

The board and GM have strategic conversations in a way that distinguishes this work from our r  
The board uses a strategic process to determine that the GM's compensation package is appro  
The board knows that our co-op has enough management depth that losing our current GM wou  
The board understands the capital needs of our co-op.

Our co-op has an equity and patronage dividend system that strengthens the connection between

## DEMOCRACY

Our board uses healthy democratic practices in our work.

The board uses good mechanisms to ensure our ability to understand diverse member-owner vie

The board effectively communicates board actions and decisions to our member-owners.

Our co-op's bylaws are up-to-date and clearly articulate member-owner rights and responsibilitie

Our co-op has robust board elections.

Our co-op has informative, fun and well-attended annual meetings.

Our co-op produces an informative annual report for members.

The board understands how the Statement of Cooperative Identity (Definition, Values and Princi

Our co-op's member-owners have multiple opportunities to meaningfully participate in our coope

	Jan. 2026	Feb. 2026	Mar. 2026	April 2026	May 2026	June 2026
<b>Board Education &amp; Development</b>		Co-op Cafe Feb 6?			CCMA - May 28-30, 2026	
<b>Board &amp; Member Engagement Opportunities</b>	Decide Dates for spring retreat	<b>Call for Board Candidates</b>  Run for the Board Forum  Candidate Nomination forms & Election Info Online	<b>Member Quarterly Article &amp; Board Notes Due March 20</b>			<b>Member Quarterly Article &amp; Board Notes Due June 18</b>  Annual Meeting?
<b>Required Agenda/ Packet / Executive Session items</b>	<b>Patronage Refund Decision / Audit approval</b>  Establish GM Evaluation Committee  Self and Board Surveys	Nominations & MEEC Committee Plan Approvals  Election: Policy, Info Packet & Schedule Approval  Preferred Shares Dividends Decision  Auditor Approval			Review Board Office Hours	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	<b>B1 – Financial Condition and Activities</b>	<b>B4 – Membership, B5 – Customer Experience</b>	<b>A – Ends</b>	<b>B1 – Financial Condition and Activities, B3 - Asset Protection</b>	No Reports
<b>Co-op Community Happenings</b>		Member Days February 1-28			Member Days May 1-31	

	July 2026	August 2026	Sept. 2026	Oct. 2026	Nov. 2026	Dec. 2026
Board Education & Development						
Board & Member Engagement Opportunities			Meet the Candidate Member Quarterly Article Due & Board Notes Due 18	Call for Committee Members	Board Retreat Nov 6th and 7th	Member Quarterly Article Update & Board Notes Due Dec ?
Required Agenda/ Packet Items/ Executive Session	Treasurer gives Bay area CPI to Finance Com. Chair  Collective Bargaining Agreement Training	Board Budget (by August 31)	General Election Call for Board Officer Interest	Seat New Board Directors  Elect Board Officers, Nom Com Chair, Election Chair  Call for Committee Chair & Member Interest  Columinate Contract	Board Committee Chair & Member Appointments	Co-op Member Committee Appointments  Talent Characteristics to Nom Com
GM Limitation Monitoring Reports	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/>