



Board of Directors Meeting Approved Minutes

Date: January 12, 2026

Convened: 6:pm Adjourned: 7:12pm

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), Nova Wetherwax (Merchandising Director)

Members and Guests Present: Brian Dunk, Bruce Mayor, Claire and Dave Setzer

Members attended in person and Zoom

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

PRELIMINARIES

Introductions took place.

Agenda Review:

Motion to approve the January agenda - Bernadette Brogden

Second - Isabel Pares

Motion Approved

Tasks from previous meeting reviewed

Tasks reviewed

Consent Calendar:

Motion to approve the Consent Calendar which includes December meeting minutes - Bernadette Brogden

Second - Prasanna Regmi

Motion approved

Member Comments:

Barbara –Rank choice voting

Out of compliance with board packet and agenda

Muriel—request for a complete copy of strategic plan to review

Audit Report

Wegner CPA reports that the Co-op is in good shape. The organization remains in strong financial health, with steady margins and consistent profitability despite flat sales and reaching customer capacity as a larger single-store co-op. At this time there are no issues to be concerned about. Prior recommendations have been addressed, with additional recommendations included in the audit letter.

Motion to approve audit- Arnie Sowell

Second- Dave Berner

Motion Approved

Patronage Refund

The Finance Committee has recommended not giving a patronage refund. This is due to soft sales, upcoming building maintenance, and expansion on the horizon. It is important that the Co-op reserves cash for upcoming needs.

Motion to approve- Kelsey Brewer

Second- Dave Berner

Board Evaluation

Board received two examples of board evaluations from Rose Marie.

Motion to implement both tools on Kelsey's suggested grading scheme. Submit separately and come together to review at the next board meeting.

Motion to approve: Kelsey Brewer

Second- Bernadette Brogden

Forming the GM Compensation Committee

Motion to appoint Dave to GM Compensation Committee- Prasanna Regmi

Second- Alex Jang

GM:

GM Update

Sales- out of stock and supply chain issues (dairy, eggs), being mindful of out-of-stocks to support sales (both independent and larger distributors. Trend for natural chains is coming down.

CEO Matt from Astoria came to see farm etc. Got conversation going about preferred shares that he did for fund raising for an expansion project. Potential having him come and do a presentation for the Board.

Equal Exchange has a P6 partnership program. Cross promotion and distribution of our farm's oranges to Briarpatch Co-ops and Davis Co-op.

Whole Foods—in building phase of expansion in Elk Grove. Shooting for spring 2026. A large portion of our membership is in EG which may result in loss of sales.

CAFarmLink proposal—docs were sent out; Finance Committee looked over the draft.

Discussion:

Office Hours-

As they exist now have not been very successful. We haven't seen the turnout that we hoped for and it is difficult for BOD to staff office hours. Delfina recommends to stop doing Office Hours and request directors to attend Member Meetups, that have consistently had better attendance.

Motion to approve- Delfina Vargas

Second- Prasanna Regmi

Motion Approved

CLOSINGS: Review Board Calendar, Tasks & Assignments

Announcements:

Member Meetup on the 15th at Revolution

CCMA Tacoma May 28th – 30, Before April 10th early bird pricing

Tasks/Assignments

1. Task election comm feasibility of rank choice voting at Feb meeting.
 - a. Look into simple voting for rank choice voting, and other options for other co-op
2. Bring G2G report to Adhoc Comm and then to Board in Jan
3. Task Finance committee to Craft a letter to the membership on why a patronage refund will not be distributed this year. Completed by Jan 31st.

4. Take both board surveys in Feb to discuss at the March meeting.
5. Create a timeline for GM compensation to be presented at the Feb Boarding meeting.
6. Add California Farm Link discussion to the Feb meeting.
7. Finance Committee meet the week of Feb 2nd
8. March Meeting attendees for CCMA.
9. Adhoc Committee meeting

ADJOURNED MEETING AT 7:12pm

Motion- Delfina Vargas

Second- Isabel Pares

Motion approved

Respectfully submitted by,
Jolie Laudicina
Interim Board Administrator