



Board of Directors Meeting

Date: February 9, 2026

Time: 6pm

Timekeeper: Bernadette Brogden

Time	Item	Topic	Information/ Action	Presenter
10 min		General Business Introductions Agenda Review Review Tasks from January Meeting Member Comments (2 minute limit)	Information Information Information Action	Alex Alex Admin Alex
2 min	1	Consent Calendar January Meeting Minutes	Action	Alex
10 min		General Manager Update GM Update B1 – Financial Condition and Activities	Information Action	Brian M. Brian M.
30 min	2 3	Committee Updates MEEC-plan NomCom-plan Election Committee Finance Policy-next steps for Strategic Plan AdHoc GM Compensation	Action Action Information Information Information Information Information	Delfina Kelsey Barbera Arnie/Dave Bernadette Arnie/Kelsey Alex
30 min		Action Items Patronage Refund memo FY2025 Preferred Shares Dividend Proposal Forming the GM Compensation Committee	Action Action Action	Alex Arnie/Dave Alex
5 min		Announcements March Meeting CCMA	Discussion	Alex

10 min		Closings 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: 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

January 28, 2026

TO: BOARD OF DIRECTORS

FROM: Kelsey Brewer (Chair), Delfina Vargas (Board Member), Vivian Wauters (Committee member)

RE: NOMINATING COMMITTEE BOARD RECRUITMENT PLAN 2026

Following is the 2026 Nominations Committee Plan to fulfill its charter. This plan aligns with the committee's purpose of supporting the Board in perpetuating a strong, stable, and well-informed governance structure by recruiting and educating prospective candidates.

Goals

- Recommend a slate of qualified candidates for the 2026 election of Board Directors
- Ensure fair consideration of candidates while promoting diversity, equity, and inclusion in the recruitment process
- Host opportunities for members to meet and engage with candidates

The Committee requests that the SNFC Board, in collaboration with committee members, actively leverage their networks to identify and engage potential candidates for Board service. Early and ongoing outreach will ensure that prospective candidates are well-informed about the critical role directors play in guiding the strategic direction of SNFC. The committee remains committed to presenting a slate of nominees and election candidates that reflect the diversity and values of our community.

Key Strategies and Timeline

Recruitment

- Work with the SNFC Board and committee members to build a group of prospective nominees on an ongoing basis
- Publish recruitment information on the SNFC website by January 15th
- Use newsletters, store promotions, and social media to inform members of opportunities to run for the Board
 - Feb edition of Member Quarterly
- Conduct targeted outreach to local organizations to attract diverse candidates
- Host informational session (February 26th "Run for the Board" forum) and attend outreach event to educate prospective candidates about Board responsibilities
- Close interest forms by April 3rd to finalize the candidate pool

Candidate Evaluation and Education

- Present the Committee's nomination procedure and scoring matrix to the Board for review and approval (March Meeting)
- Review applications and conduct interviews to ensure candidates meet qualifications

- Encourage nominated candidates to attend two Board meetings and review governance materials as part of the education process
- Submit the slate of candidates by May 29th for Board approval at the June meeting

Member Engagement

- Organize at least two opportunities for members to meet the candidates:
 - Outreach event in June
 - Meet the Candidates September 3rd
- Facilitate candidate introductions via the Member Quarterly and the Co-op's online platforms by August 15

Important Election Dates

- Candidate photos and statements due: June 26th
- Candidate video submissions recorded and uploaded: August 15
- New directors will be seated during the October 12, 2026 board meeting

Sacramento Natural Foods Co-op 2025 Election Timeline

Feb 26	Election Forum - How to Run for the Board. Format by Nominations Committee.
April 3	Deadline to submit interest in running for the Board of Directors.
April 11	Deadline to become a member or be active to run for the Board of Directors.
May 29	Deadline for Nominations Committee to submit candidates for Board approval for the 2024 election.
June 8	Board Meeting. Board votes to approve candidates for ballot. Board certifies measures.
June 9	Members seeking nomination as a candidate by petition can begin collecting signatures.
TBD Annual Meeting (late-June)	Meet the Candidates Event 1
June 26	Petitions to run for the Board of Directors due. Candidate statements and photos due. Declaration of Candidacy and Code of Conduct forms due for all candidates.
July 6	Campaigning may begin for the Board of Directors candidates. Ballot measure arguments due and immediately posted if accepted.
July 8	Arguments for Ballot Measures posted if revision required.
July 13	Rebuttals to Arguments for Ballot Measures due and posted if accepted.
July 15	Rebuttal to Arguments for Ballot Measures posted if revision required.
August 10	Board Meeting. Deadline for members to be current in their member investment and have shopped in the last 12 months to be eligible to vote.
August 25	Election opens. Electronic voting opens. Paper ballots available by request at the Customer Service Desk for members who want to vote on paper or need a replacement ballot.
September 3	Meet the Candidates Event 2
September 15	Last day to vote electronically or drop off ballots at the Co-op.
September 21	All ballots counted and results certified by Simply Voting. Results reported to the Board Chair and Election Committee Chair. Election Results posted in-store and Online this day or next.
September 25	Last day to file an election challenge.
October 12	Board Meeting. Election Report submitted to the Board. New directors are seated.

To: SNFC Board of Directors
From: Election Committee
Re: Feasibility of Using Ranked Choice Voting

Directive from the Board to the Election Committee:
Gather information on the feasibility of Ranked Choice Voting to present at the February Board Meeting.

RESULTS:

Ranked Choice Voting (“RCV”) for Co-op Board of Directors elections is feasible. Simply Voting, the current election contractor, supports RCV and can help the Co-op implement it at no additional cost. Simply Voting can demonstrate how RCV would work for our Co-op by setting up a sample ballot and mini-election. This demonstration would use our previous 4 candidates for 3 seats with about 15 stakeholder voters - e.g., Election Committee, Board, Board Admin, GM, consultant.

Most people might best understand RCV when it is used to elect a single candidate to a seat. In this case RCV eliminates the need for primary, or runoff, elections that identify the top two candidates who then run in a general election. With rounds of vote counting, eliminating the lowest vote-getter and redistributing votes, RCV identifies the 50+1 percent final winner among multiple candidates for one seat thus saving primary election costs. That saving would not apply to our elections. We would use what is called proportional RCV.

I have attached documents that explain both types of RCV elections that provide some ideas on the benefits of RCV. The document describing Proportional RCV does not align precisely with what Simply Voting offers but it explains, in simple terms, the key components of Proportional RCV: (1) a series of rounds of counting votes with the elimination of the lowest vote getter; and (2) the redistribution of votes based on voter ranking of candidates until the sufficient number of candidates achieve the percentage of votes needed to win.

There are important factors for the Board to consider in switching to RCV. Voter education will be fundamental to successfully make this change. This new way of voting will require considerable and careful education of Co-op members. A new ballot format will be needed that is easy for voters to understand and complete. Good voter education and a clear ballot are critical to prevent votes from being spoiled by incorrect voting and to avoid increased nonvoting due to confusion.

Before making this change, it is important that the Board determine its goals in implementing RCV and whether those goals are achievable with RCV.

Next steps if the Board wants to proceed:

Election Committee set up RCV election demonstration with Simply Voting to give key stakeholders an understanding of how it works.

Board establish goals for RCV if implemented.

Committee research whether RCV will accomplish those goals and report back to Board.

Proportional RCV

How does it work?

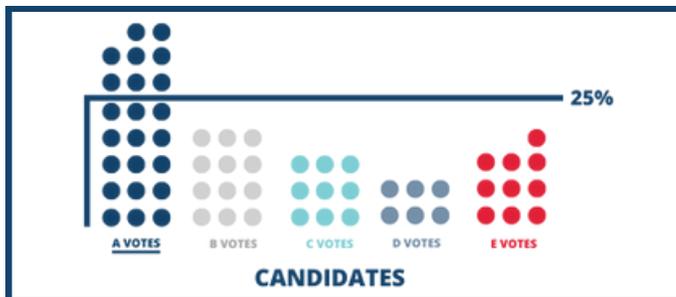
Proportional ranked choice voting is used for a multi-winner contest, such as city council, when more than one seat is elected at once. The voter experience is the same as single-winner ranked choice voting, where voters rank their choices in order of preference. First choices are then counted to determine if any candidates have enough votes to win, also known as the threshold. The threshold is determined based on the number of seats to be filled.



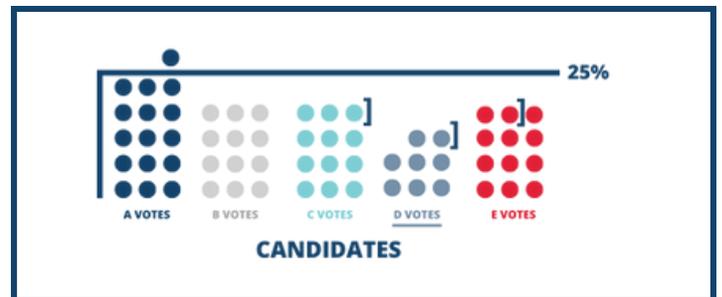
For example, when electing three candidates the threshold would be 25% plus one vote. That is the smallest number of votes that three candidates can get (75% + 3 votes) that a fourth candidate cannot receive.

$$\frac{100}{\# \text{ of seats} + 1} + 1 = \text{Threshold}$$

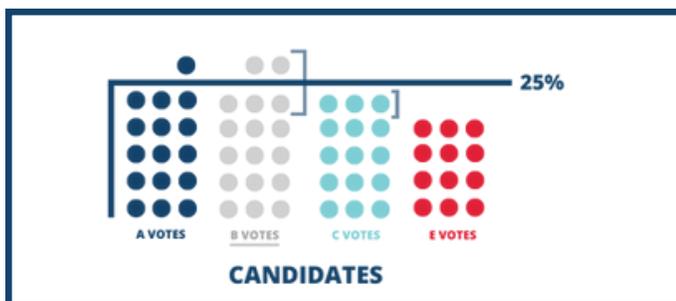
- After the first round of counting, we can determine whether additional rounds of counting are needed to fill each seat up for election.
- If a candidate wins with more votes than they need – a surplus – any extra votes are counted proportionally towards voters' next choices.
- If no candidate has a surplus, the candidate with the fewest votes is eliminated and voters have their ballot count for their next viable preference.
- Transferring surplus votes and eliminating candidates continues until all seats are filled.



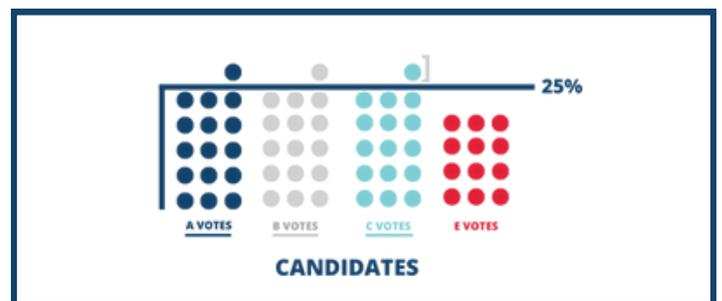
Round 1: Candidate A has more votes than needed to win.



Round 2: After transferring surplus votes from A, we still don't have all the seats filled. Candidate D is in last place.



Round 3: Candidate D was eliminated and their votes transferred. Candidate B now has enough votes to win.



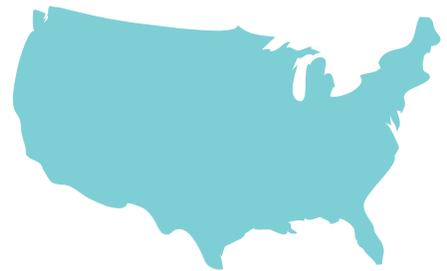
Round 4: After transferring the surplus from B, Candidate C is our third and final winner.

Why do Jurisdictions Adopt Proportional RCV?

<p>Fair Representation Communities have the opportunity to elect representatives proportional to their population. Proportional RCV has also been used as a remedy to Voting Rights Act violations to avoid vote dilution of protected minority communities.</p>	<p>Better Districts Proportional RCV supports both multi-member districts and at-large offices. With fewer districts to draw (or none with at-large races) it is harder to draw districts with a political bias.</p>
<p>Prevent Strategic Voting Voters select their preferred candidate without hurting others that they like. Plus, voters aren't punished for supporting popular candidates. When a candidate gets more votes than needed, those votes are transferred proportionally to the voters' next choice.</p>	<p>Proportional Representation In single-winner elections, a group needs a majority to elect their preferred candidate. Proportional RCV has a lower threshold for election, allowing voters from different backgrounds greater opportunity to be elected. This allows for increased racial, political, and gender representation.</p>

Sample PRCV Contest Ballot

City Council						
Rank up to 6 candidates. Mark no more than 1 oval in each column.	First choice	Second choice	Third choice	Fourth choice	Fifth choice	Sixth choice
	1st	2nd	3rd	4th	5th	6th
Valarie Altman Orange Party	<input type="radio"/>					
George Hovis Yellow Party	<input type="radio"/>					
Althea Sharp Purple Party	<input type="radio"/>					
Mary Tawa Lime Party	<input type="radio"/>					
Joe Li Tan Party	<input type="radio"/>					
Phil Wilkie Independent	<input type="radio"/>					



Where is Proportional RCV used?

- Albany, California
- Arden, Delaware
- Arlington County, Virginia
- Cambridge, Massachusetts
- Minneapolis, Minnesota
- Portland, Oregon

How RCV and vote counting works when there are multiple candidates for one seat:

What is ranked-choice voting? This is when voters rank candidates from their most preferred to the least favorite. If no one is a clear winner during the initial voting, the least popular candidate is removed, and the votes they received are transferred to other candidates based on the rankings submitted by the voters. The process repeats itself until someone secures more than half of the votes.

This is a nuanced, inclusive, and representative voting system that captures the diverse voices of members or constituents. Even if a voter's first-choice candidate doesn't win, their vote still counts and can impact the final result.

[Election voting by rank](#) also facilitates diversity and representation. Implementing this voting method has contributed to a rise in diverse candidates (including more women and individuals from varied backgrounds) winning elections. This leads to leadership that reflects the diverse opinions and experiences within the organization or community.

How Is Ranked-Choice Voting Calculated

Ranked-choice voting doesn't have a specific mathematical formula in the traditional sense. Rather, it follows these simple steps:

Step 1: Count the number of first-preference votes for each candidate.

Every voter ranks the candidates: first choice, second choice, third choice, and so on. The first round of counting only considers everyone's first choice. Think of it as being like a traditional election where everyone chooses only one candidate.

Step 2. If a candidate has more than half of the total first-choice votes, they win. This means more voters prefer this candidate over all others, so they're declared the winner.

If no one gets more than half the votes, it's time to look at the voters' other choices and continue to the next step.

Step 3. Eliminate the candidate with the fewest first-preference votes.

The candidate who got the fewest first-choice votes is now out of the race, but the voters who picked that candidate as their first choice still get a say. Their votes now go to their second-choice candidate. If their second choice was already eliminated, their vote goes to their third choice, and so on.

Step 4. Repeat steps 2 and 3.

If no one has more than half the votes, eliminate the least popular remaining candidate and reassign their votes again. Eventually, one candidate will either have more than half the votes or they'll be the only one left. That candidate is the winner.

Obviously, this type of vote counting requires a computer based system for counting, eliminating and recounting vote preferences until the winner is determined.

Being that ranked-choice voting is a new phenomenon, voter education is needed for using this technique.

Educate Voters on the Voting Process

Ranked-choice voting can seem complicated to those who are unfamiliar with it. It's crucial to provide clear and thorough explanations about how to rank candidates and how votes are counted. With proper education, there is less of a chance that voters fill out their ballots incorrectly, which could lead to their votes being discarded.

Adopt Clear Election Rules

Organizations must have clear rules and procedures in place for handling different ranked-choice voting scenarios, such as how to handle ties and when to eliminate a candidate. The absence of such guidelines can lead to confusion and disagreements during the vote-counting process.

Carefully Select the Ballot Design

Ballot design is crucial in ranked-choice voting to ensure voters understand how to rank their candidates. A poorly designed ballot can lead to voter confusion, resulting in incorrectly filled ballots.

	Jan. 2026	Feb. 2026	Mar. 2026	April 2026	May 2026	June 2026
Board Education & Development		Co-op Cafe Feb 6?			CCMA - May 28-30, 2026	
Board & Member Engagement Opportunities	Decide Dates for spring retreat	Call for Board Candidates Run for the Board Forum Candidate Nomination forms & Election Info Online	Member Quarterly Article & Board Notes Due March 20			Member Quarterly Article & Board Notes Due June 18 Annual Meeting?
Required Agenda/ Packet / Executive Session items	Patronage Refund Decision / Audit approval 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
GM Limitation Monitoring Reports	No Reports	B1 – Financial Condition and Activities	B4 – Membership, B5 – Customer Experience	A – Ends	B1 – Financial Condition and Activities, B3 - Asset Protection	No Reports
Co-op Community Happenings		Member Days February 1-28 Wellness Fair February 11, 5-7pm			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/>