



Board of Directors Meeting

Date: April 13, 2026

Time: 6pm

Timekeeper: Prasanna Regmi

Time	Item	Topic	Information/ Action	Presenter
10 min		General Business Introductions Agenda Review Review Tasks from March Meeting Member Comments (2-minute limit)	Information Information Information Information	Alex Alex Amy Alex
2 min	1	Consent Calendar March Meeting Minutes Approval	Action	Alex
8 min		General Manager Update GM Update	Information	Brian M.
15 min	2	Action Items NomCom Policy Committee AdHoc Committee – revision update MEEC	Information Information Information Information	Kelsey Bernedette Dave/Kelsey Delfina
		Discussion Items-		
10 min	3	Closings Announcements Review Board Calendar Review Tasks & Assignments Check-in: How the meeting went Closed Executive Session	Information Information Information Information Information	All Amy All All Brian M./Charlotte

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Board of Directors Unapproved Meeting Minutes

Date: March 9, 2026

Convened: 6:04pm Adjourned: 7:20pm

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

Director(s) Absent:

Staff Present: Brian Munn (General Manager), Amy Wagenknecht, Tyler Burch, Charlotte Capps

Members and Guests Present: Kim Tucker, Barbara Mendenhall, Tim Olsen, Peter Gannett

Members attended via Teams: Bernadette Brogden, Angela Borowski, Nova Wetherwax

Notetaker: Amy Meeting Facilitator: Alex Meeting Chair: Alex Timekeeper: Isabel

PRELIMINARIES

Introductions took place.

Agenda Review:

MEEC Plan will be an action item

Motion to adjust and approve the agenda - Kelsey

Second - Prasanna

Motion Approved

Tasks from previous meeting reviewed

Tasks reviewed

Consent Calendar:

Motion to approve the Consent Calendar which includes February 2026 meeting minutes - Delfina

Second - Arnie

Motion approved

Member Comments:

Two comments regarding how we properly greet customers and opposition to the self-checkouts

GM Update

Introduction of Charlotte Capps (finance director)

Bakery update: county has signed off and will be making the transition very soon

Self-checkout: going strong the first week after installation

B4- Membership

Operational goal is to get members voting up. The preferred shares are going down.

Motion to approve – Prasanna

Second – Isabel

B5- Customer Experience

Basket size is up but customer count is down.

Satisfaction with security.

Customer satisfaction is stable; parking has scored its lowest

Motion to approve – Delfina

Second – Prasanna
Motion approved 9-0-0

Committee Updates

MEEC

Approve plan- Delfina
Second- Isabel
Motion Approved 9-0-0

NomCom

Score matrix and nomination procedures
Discussion on what the Board's responsibilities are.
Bernadette had questions regarding matrix availability to members.
Motion to approve - Kelsey
Second- Arnie
Motion Approved 9-0-0

Election Committee

RCV will not raise cost, give voters an opportunity to select 1st, 2nd 3rd choices when voting. Simply Voting can do this. Can do a sample first to see how it works. The board needs to figure out what you'll want to get out of it, then the committee can move forward with getting information. All say that voter education is necessary, or votes tend to go down.
Motion to move forward and add docs that Barbara to February packet- Kelsey
Second - Bernadette
Motion Approved

Finance

Continue our agreement with the current auditor.
Motion to approve- Dave
Second- Arnie
Motion approved 9-0-0

Policy-next steps for Strategic Plan

Work on revisions to C1, C2, C5.
Motion to approve committee plan - Bernadette
Second-Kelsey
Motion Approved

AdHoc

Committee dissolution
ExComm is asking the board to dissolve committee and move expansion to executive or finance committee. Shift Extension fiduciary responsibility to the finance committee. AdHoc to adjust charter for April meeting.
Vote 8-0-1

GM Compensation

Will use third-party HR rep on compensation benchmarking. Draft June/July. Approvals/delivery/presentation by end of August.

CCMA Update

For future, add to board calendar when to ask for interest deadline.

Action Items

Motion to accept Patronage refund messaging- Bernadette
Second- Delfina
Motion approved

FY2025 Preferred Shares

Motion to pay out preferred share dividend- Arnold

Second- Delfina

Motion approved

CLOSINGS: Review Board Calendar, Tasks & Assignments

Announcements:

Tasks/Assignments

1. Policy Committee: C1 (Item 6), C2 (Item 6b), C5 (Item 2) edits
 - i. Submit to the Board for approval at April meeting
 - ii. Due on April 4th to be included in the board packet
2. AdHoc: Adjusting charter
3. Nominations Committee: Finalize and implement approved nomination procedure and matrix
4. Finance Committee: Providing updates to Board
5. Amy- updating calendar

ADJOURNED MEETING AT 7:20pm

Motion- Kelsey

Second- Alex

Motion approved

Respectfully submitted by,

Amy Wagenknecht

Board Administrator

Policy Committee Recommendations

TASK 1:

C1 (Item 6), C2 (Item 6b): Clarify DEI commitment language and determine where the updated language needs to be included.

TASK 2:

C5 (Item 2): Confirm that a process exists to ensure a Conflict-of-Interest statement is reviewed and signed annually by each member of the Board, and that any disclosed conflicts of interest are appropriately addressed.

The Policy Committee makes the following recommendations (**in bold**):

Policy Type: Board Process - Policy Title: C1 – Governing Style

Adopted/Revised: April 1, 2011/July 10, 2023/**April 13, 2026**

We will govern in a manner consistent with the Four Pillars of Cooperative Governance (Teaming, Accountable Empowerment, Strategic Leadership, Democracy). In order to do this, we will:

1. Be a strategic leader by developing insight and foresight to set direction and facilitate movement in that direction.
2. Ensure effective systems of delegating authority to professional management, holding the use of that power accountable, and clearly distinguishing between Board and management responsibilities.
3. Work as a team.
4. Maintain discipline, embrace responsibility and exercise group authority.
5. Practice the habits of a successful democracy.
6. **Promote fair treatment and participation of all people by** maintaining a commitment to diversity, equity and inclusion.
7. Seek **out**, encourage **participation**, and **actively** listen to people with a variety of demographic characteristics, **diverse experiences**, and **varying** perspectives.
8. Use Policy Governance as our operating system, guiding the work of the Board and the General Manager through written policies.
9. Obey all relevant laws and bylaws.

Policy Type: Board Process - Policy Title: C2 – The Board’s Job

Adopted/Revised: April 1, 2011/July 10, 2023/**April 13, 2026**

The role of the Board is to represent our members, to direct and inspire the Co-op, and to ensure appropriate performance.

In order to govern successfully, we will:

1. Practice, protect, promote and perpetuate a healthy democracy for our Co-op.
 - a. Establish and maintain communication with members, educating ourselves on diverse needs and perspectives, and reporting on the Board’s activities and decisions.
2. Hire, set compensation for, delegate responsibility to, and hold accountable a General Manager.
3. Assign responsibilities through policies in a way that honors our commitment to empowerment, and clear distinction of roles.
4. Regularly and rigorously monitor the General Manager’s performance in the areas of Ends and Executive Limitations.
5. Regularly and rigorously evaluate our Board performance in comparison to our agreements as written in Board Process and Board-Management Relationship policies.
6. Perpetuate the Board's leadership capacity using a robust recruitment, qualification and nomination process; thoughtful appointments; fair elections; and ongoing education and training.
 - a. ~~We will commit to diversity, equity and inclusion. We will actively seek out qualified candidates of diverse demographic backgrounds and perspectives.~~
 - b. We will have a strategic year-round recruitment and screening process.
 - c. We will provide excellent orientation to potential candidates and newly elected or appointed directors.

Policy Type: Board Process - Policy Title: C5 – Directors’ Code of Conduct

Adopted/Revised: April 1, 2011/March 4, 2014/September 15, 2018/September 14, 2020/July 10, 2023/**April 13, 2026**

We each commit ourselves to ethical, responsible and lawful conduct. As Board directors, we are accountable for our fiduciary duty to the Co-op, acting unselfishly as trustees for the benefit of the Co-op as a whole.

1. Duty of Care. Every director is responsible at all times for acting in good faith, in a manner which they reasonably believe to be in the best interests of the Co-op, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. A director’s duty of care shall focus the director on ensuring the adoption and adherence to policies developed by the Board as a whole.
2. Duty of Loyalty. Directors must demonstrate unconflicted loyalty to the interests of the Co-op. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other boards or staffs, and the personal interest of any director acting as an individual consumer or member. A director’s duty of loyalty requires discretion regarding conflicts of interest and treatment of confidential information.
 - a. There will be no self-dealing or any conduct of private business or personal services between any director and the Co-op. ~~except as procedurally controlled by the Co-op to assure openness, competitive opportunity and equal access to inside information.~~
 - b. Every year (once the new Board is seated), every director shall complete the Code of Conduct Agreement form and will verbally report to the whole Board all actual and potential conflicts. Every director will immediately report any subsequent actual or potential conflicts to the whole Board. **Completion of the Code of Conduct Agreement form, and all reports of potential conflicts of interest, will be noted in the Board Meeting minutes.**

	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 deadline Due March 25	Deadline to submit interest in running for B.O.D - April 3 Deadline to become member or be active to run for B.O.D - April 11	Deadline for NomCom to submit candidates for Board approval for 2026 election - May 29	Member Quarterly Article & Board Notes Due June 18
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) Board Meeting: Board votes to approve candidates for ballot. Board certifies measures. - June 8
GM Limitation Monitoring Reports	No Reports	B1 – Financial Condition and Activities	B4 – Membership, B5 – Customer Experience	No Reports	B1 – Financial Condition and Activities, B3 - Asset Protection	A - Ends
Co-op Community Happenings		Member Days February 1-28 Wellness Fair February 11, 5-7pm			Member Days May 1-31 Wellness Fair May 13th	

	July 2026	August 2026	Sept. 2026	Oct. 2026	Nov. 2026	Dec. 2026
Board Education & Development		Updates on 2027 CCMA				
Board & Member Engagement Opportunities	Meet the Candidates (1)- mid July/early August Annual Meeting?	Board meeting: deadline for members to be current to be eligible to vote - August 10 Election opens - August 25	Meet the Candidates (2) Member Quarterly Article Due & Board Notes Due 18 Last day to vote - September 15	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 Drafts due for GM Comp	Board Budget (by August 31) GM Comp presentaton	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/>