

## CCFC Board Meeting Minutes

Date: December 10, 2025

Time: 10:00 AM -12:30 PM

Location: Benicia Chamber of Commerce

Board attendees: Paula Schnese, Dave McAdams, Shay Miles, Taryn Shawstad

Owner attendees: Mike Klug

### 1. Call to Order

10:15 AM Meeting was called to order by Paula Schnese.

### 2. Roll Call

- All Board members in attendance.

3. **Thank you to Shay Miles**, Shay's term of office ends this month. The Board thanked her for her dedication and many contributions during her two-year term. She made a difference and will be missed. There will be a short celebration during the lunch following today's meeting.

4. **Opportunity for Owner Comment**, Mike Krup joined the meeting. Mike was recently appointed to a vacant Board seat and will begin his term of office January 2026.

### 5. Agenda Approved

### 6. Approved November 12, 2025 Meeting Minutes

- Draft minutes circulated earlier and a few revisions were recommended and made. No changes were noted during the meeting.

### 7. Discussion Topics

- **2025 Election Lookback Summary**, the Board Development Team conducted a lookback on the October Board election. They shared their ideas for improving the election process and continuing the focus on active Board member recruitment and development. The Board discussed the importance of having all the seats filled as we move into an active year. Currently, six of the seven positions are filled. The Board also commended the team's work to successfully conduct this year's election process.
  - **Agreement** - the Board supported the team's election recommendations and requested changes be incorporated in the 2026 Board election proposal that will be reviewed by the Board this summer.
  - **Agreement** – the Board also agreed with an annual review of the CCFC New Director Orientation Checklist and proposed improvements to the departing Board Member exit interview process.
- **Approve the Selection of a Pro-Forma Consultant**, at our September Board meeting two consultants were reviewed. It was agreed that a reference check should be

completed prior to making a final selection. Following conversations with the provided references the recommendation is to hire Siobain Mitchell Co-op Consulting. Her work will include completing a preliminary pro-forma that provides a multi-year financial forecast of the funding required at each stage of our start-up. A critical step for us progressing. The Board also reviewed the Proposal for Services provided by Siobain Mitchell.

- **Agreement** – the Board approved the selection of Siobain Mitchell Co-op Consulting. They did request further clarification of the definition of completion of the work from the Proposal for Services, i.e. “...the workbook has been delivered.” Following obtaining clarification that makes sense an email will be circulated with the information and a request to sign the contract to the Board members.
- **Update on Partial Share Owners**, as a courtesy to our owners, we established a partial payment plan when we began selling owner shares. The Board was given an update on the recent efforts to reach out to partial share Owners to set up payment plans. The goal to have partially paid owners complete their Full Fare Share is critical for providing the funds needed in 2026.
- **Approve Welcome email for new owners**, the Board reviewed the proposed Welcome email for new owners. It is the first part of an update to the new Owner Welcome Packet.
  - **Agreement** – the Board approved the proposed revised email and agreed that additional updates in the Welcome Packet need to be made in the 1Q '26 to reflect current CCFC work.
- **Update CCFC Legal Advice Provider Search**, with the current work underway CCFC needs to establish an ongoing relationship with a lawyer with California co-op experience. The Board reviewed the proposed selection criteria and briefly heard about the four candidates. Interviews were recently conducted with each of the lawyers and a formal proposal will be provided to the Board.
  - **Agreement** – the proposed selection criteria was endorsed by the Board. A summary of the interviews will be circulated to Board members. Timing is pressing since several current projects would benefit from legal review. The Board will be asked to approve the proposed candidate(s) by email. If there isn't consensus then will discuss further at January 12 Board meeting.
- **February 21, 2026 CCFC Annual Meeting**, the Outreach Team has begun planning for the CCFC Annual meeting. Our CCFC by-laws states that fully-vested Owners have a right to attend meetings of the Board. A question was asked if partial share Owners should be invited. Per our by-laws it is a Board decision to determine the rights of Owners that are not fully vested.
  - **Agreement** – the Board agreed that for the February 2026 Annual meeting partial share Owners should be invited. Also agreed that we need to further

communicate the rights differences between fully-vested and partial share Owners.

- **Agreement** – the Annual Meeting will be held from 4:00-6:00 p.m. at the San Pablo Lodge (Odd Fellow) at 342 Georgia Street, Vallejo, CA.

- **Completion of Stage 1 of the Food Co-op Development Framework**, the Food Co-op Initiative (FCI), a non-profit dedicated to helping communities open retail food co-ops, revised their framework for start-up food cooperatives based on feedback they heard from users in 2023-24. The new framework includes business development activities earlier in the process. CCFC has historically found FCI guidance very useful during our journey to open a co-op. There are now five stages in the revised framework including what happens after the store opens. The development checklist for Stage 1 includes over 25 specific actions.

**Stage 1-Convene and Prepare** included three areas of work:

1. **Co-op Organizing** (Bring a community together. Build a vision of what needs the food co-op will meet.)
2. **Governance** (Identify leadership with the capacity and passion to lead the work. Set up legal entity of the co-op.)
3. **Business Development** (Test basic business feasibility of the vision.)

After reviewing the work completed in each of the areas the Board voted on whether we had completed Stage 1 of the recently revised FCI Framework.

- **Agreement** – the Board agreed a lot had been accomplished in Stage 1. In fact, we already have started some of the **Stage 2-Grow and Plan** work. The Board formally approved that Stage 1 was completed. A concern with the resources needed in Stage 2 was raised by the Board – knowledge, people, trust, systems and money. Lack of resources is the biggest risk to reaching our 2026 objectives.
- **Review Draft 2026 Board Agenda Calendar**, the Board agreed the draft helped clarify the Board’s focus areas for the next year. Following today’s Board meeting there is a “deep dive” session for Board members facilitated by owner Keira Williams to develop a draft 2026 CCFC Operational Plan that will impact the calendar.

## 8. Updates

- **Treasurer’s Report** – reviewed the current CCFC bank balance.
- **Calendar**, nothing new reported.
- **Board Actions and Outcomes Sheet**, nothing new reported.
- **2025 CCFC Board Operational Plan (As of 12/2/2025)**, nothing further discussed.

- **CCFC Team Requests** – Board discussed the considerable work completed in 2025 by our teams - Board Development, Outreach and Communication & Marketing Team. The teams made a difference and helped the co-op move forward.

9. **Meeting with Helen-Marie Gordon, Vallejo Councilmember**, the Board was joined by Councilmember Gordon to share an update on the CCFC work underway and more importantly to hear about the South Vallejo Co-op project. Councilmember Gordon provided the background to the project and the current status. The South Vallejo Co-op is a worker owned co-op that will be in South Vallejo, an area with low access to healthy food. The project already has land and plans to build not only a food co-op but also have affordable housing above the store. Currently, they are facing funding challenges.

It was a good discussion, both the CCFC Board and Councilmember Gordon agreed further conversations need to occur. It was important to understand the similarities and differences between the two projects. In the past our local community has confused the two projects. Richard Fisher, Executive Director of 4<sup>th</sup> Second, joined the conversation towards the end of the discussion. He helped explain the role 4<sup>th</sup> Second has played in the South Valley Co-op project.

There was agreement from the attendees that future discussion is necessary to identify potential ways to work together.

#### 10. Closing

- **Next Board Meeting Agenda Items**, identified initial agenda topics for January 12, 2026 meeting.
- **New Systems**, nothing reported.
- **Meeting Plus/Delta**, a short-brainstormed discussion on what went well at the meeting and where potential meeting process improvement could occur.

#### 11. Adjournment

**Time: 12:55 p.m.**

**Next Board Meeting: January 12, 2025 at 6:00 p.m., Benicia Chamber of Commerce**

**Minutes submitted by: Taryn Shawstad**

**Date: December 18, 2025**

**Revised: December 29, 2025 (based on Board Feedback)**

**Approved: January 12, 2026**