

1 **CHICO NATURAL FOODS COOPERATIVE**

2 **Board of Directors Meeting**

3 February 24, 2021 6:00 p.m.

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5 **Directors in Attendance:** *Kathy Faith, Michael Lee (president / treasurer), Ariana Gehrig, Sam Hart*  
6 *(vice president), Sarah Schlobohm, Laurie Niles, Dara McKinley (secretary), Liza Tedesco (general*  
7 *manager).*

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9 **Facilitator:** *Dale Rudesill*

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11 **Scribe:** *Miles Claibourn*

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13 **Absent:** None

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15 **Guests Present:** None

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18 **1.0 OPENING PROCEDURES**

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20 1.1 President calls the meeting to order  
*Michael* calls the meeting to order at 6:03 pm

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22 1.2 Check In, Kudos, Celebrations

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25 **2.0 PRELIMINARIES**

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27 2.1 Choose Facilitator and Process Guardian  
28 *Sarah* volunteers to be Process Guardian and *Dale* to be the Facilitator

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30 2.2 Approve previous month's Minutes  
31 **MOTION:** *Michael* moved to approve the Dec 2020 minutes. *Ariana* seconded.  
32 6 in favor. 1 abstain. Motion passed.

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34 2.3 Approve the Agenda  
35 **MOTION:** *Sam* moved to approve the Feb 2021 agenda. *Laurie* seconded.  
36 All were in favor and the agenda is approved.

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38 2.4 Share written correspondence with board

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42 **3.0 Committee Reports**

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44 3.1 Governance Committee (Faith {Co-Chair}, McKinley {Co-Chair}, Rudesill)

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47 The Governance committee requested further discussion regarding the creation of the board agenda  
48 (see decision below).

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50 There was further discussion regarding board monitoring of the GM. The Governance committee  
51 proposed that we add more information to the Board monitoring “grid” to reflect the voice of the  
52 board.

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58 - **DECISION:** Agenda items to be submitted by the 15th of each month to the president.

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3.2 Community Engagement Committee (Niles {Chair}, Gehrig, Faith, Schlobohm, Haney)

- *Laurie* asked if anyone on the board had anyone in mind to run for the board in the next election. Board was asked to submit three names of potential board members via email.
- Discussed different ideas for recruiting people to the board including a both an in person (outside) and virtual meet and greet.

3.3 Finance Committee (Lee {Chair}, Hart)

- Reviewed over the Co-Op’s 2020 finances.

3.4 Nomination/Election Committee (McKinley {Chair}, Niles)

Further discussion regarding recruitment as described above in the community engagement committee report (see above).

**4.0 Monitoring, Accountability, & Education**

4.1 Board: [C Global Governance Commitment](#) (page 1 in link) (Reference: [Board Calendar](#)).

4.2 Board: [C8 Governance Investment](#) (page 6 in link) (Reference: [Board Calendar](#)).

**MOTION:** Michael moved to approve the GM: B1: Financial Conditions report with items B 1.2 and B 1.5 out of compliance. Sam seconded. All were in favor. Motion passed.

4.3 GM: B1: Financial Conditions (**Vote required & record**) (Reference: [Board Calendar](#)).

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4.4 GM: B: Global Executive Constraint (**Vote required & record**) (Reference: [Board Calendar](#)).

**MOTION:** Michael moved to accept the GM: B: Global Executive Constraint report with all items in compliance. Kathy seconded. All in favor. Motion passed.

## **5.0 Current and New Business**

5.1 Review board votes executed via email previous to the meeting, if applicable.

- Board approves B1 GM monitoring report with B1.2 and B1.5 out of compliance with a severity rating of 2: Six (6) yea, one (1) abstention.

- Board approves Global Ends report with all policies in compliance: Five (5) yea votes, two (2) abstentions.

5.2 Co-Op re model

- Liza discussed the on-going plan for the remodel of the co-op.

## **6.0 Closing**

6.1 Review Action Items, Decisions, Tasks, Assignments

6.2 Next meeting (March, 31 2019)

6.3. Debrief/ Evaluate Meeting

6.4 Adjourn Meeting

**MOTION:** *Michael* motions to adjourn the meeting at 8:16 pm. *Kathy* seconded. All were in favor and motion passed.