

CHICO NATURAL FOODS COOPERATIVE

<https://meet.google.com/dhu-jfqg-qxi>

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BOARD OF DIRECTORS MEETING

Wednesday, September 29, 2021, 6:00pm

Location: Virtual

Present- Kathy, Dale, Sarah, Dara, Danielle, Dara, Liza

Absent-Michael, Laurie

Time	Topic	Leader
5:55PM	Check in online (Google meet)	Board
6:00PM	Opening Procedures <ul style="list-style-type: none">• Call the meeting to order.• Preparedness and personal check-in.	President Board
6:10PM	Preliminaries <ul style="list-style-type: none">• Approve previous month's minutes (Vote required). Kathy motioned to approve, Sarah seconds. All in favor.• Approve the agenda (Vote required). Kathy motioned to approve, Danielle seconds. All in favor• Review previous month's action items.• Share written correspondence with the board, if any.<ul style="list-style-type: none">○ GM to share any owner correspondence with the board. Liza received a verbal comment from a member regarding patronage refund. The member expressed concern with the Co-op distribution/retention of funds. Liza took feedback to Joey to discuss further. May consider simplifying communication to members. Liza will bring back the topic for board discussion in 2 months. Sarah will add to the community engagement committee for further discussion.• Welcome comments from attending owners, if any (3 min each). No members present.	Board Board President GM Owner(s)

<p>6:20PM</p>	<p>Committee Reports</p> <ul style="list-style-type: none"> ● Governance Committee (Faith {Co-Chair}, McKinley {Co-Chair}, Rudesill) <ul style="list-style-type: none"> ○ Committee Chair to provide committee updates, if any. We discussed the importance of creating both short term and long term goals. Specifically we discussed DEI, board monitoring and our upcoming board retreat. Kathy will send out a revised global end statement on DEI as an email for board approval. ○ Discuss potential simplification of the GM reporting. Can/should we report the approval and severity rating (if out of compliance) solely in the meeting minutes and eliminate the GM reporting spreadsheet? ○ Possible discussion topic (from Michael): Do the GM B1 policies need updating, specifically B1.2 (net income above 3%) and B1.5 (membership growth above 5%)? It appears that these benchmarks may no longer be realistic in our economy/community. ● Community Engagement Committee (Niles {Chair}, Schlobohm, Haney) <ul style="list-style-type: none"> ○ Committee Chair to provide committee updates, if any. Committee did not meet. Committee will provide Joey and Liza to the next meeting. ● Finance Committee (Lee {Chair}, Baxter) <ul style="list-style-type: none"> ○ Committee Chair to provide committee updates, if any. No members present at the finance meeting. ● Nomination/Election Committee (McKinley {Chair}, Niles) <ul style="list-style-type: none"> ○ Committee Chair to provide committee updates, if any. Nomination committee did not meet. 	<p>Chair</p> <p>Chair</p> <p>Chair</p> <p>Chair</p>
<p>7:05PM</p>	<p>Monitoring, Accountability, & Education</p> <ul style="list-style-type: none"> ● Board: D2 - GM Accountability (Page 8 in link) (Reference: Board Calendar). <ul style="list-style-type: none"> ○ Board to provide input (using comments in Google Doc) in the document (linked above) at least one day prior to meeting. To discuss further in the meeting as necessary. (Please review prior to board meeting.) ● Board: D3 - Delegation to GM (Page 9 in link) (Reference: Board Calendar). <ul style="list-style-type: none"> ○ Board to provide input (using comments in Google Doc) in the document (linked above) at least one day prior to meeting. To discuss further in the meeting as necessary. (Please review prior to board meeting.) ● GM: B3 - Asset Protection (Vote required & record) (Reference: Board Calendar). Kathy motions to accept B3 as compliant with all parts of the policy. Coop had a significant decline in transactions due to remodel and ongoing COVID-19 pandemic. Dale seconds. All in favor. <ul style="list-style-type: none"> ○ GM to provide an update on policy B3 - Asset Protection. ● 2022 Columinate CBLD Regular Contract. Kathy moves to approve, Sarah seconds. All in favor. 	<p>President</p> <p>President</p> <p>GM</p> <p>President</p>

7:35PM	<p>Current, Ongoing, and New Business</p> <ul style="list-style-type: none"> ● Review board votes executed via email previous to the meeting, if applicable. <ul style="list-style-type: none"> ○ Michael moves to approve that the Chico Natural Foods Cooperative declare a patronage dividend on the portion of its 2020 net income allocated to its members. 20% of the dividend shall be disbursed to the members in a form substantively equivalent to cash, and 80% of the dividend shall be retained by the cooperative indefinitely. The dividend shall be comprised of the entire amount of the cooperative's 2020 net income allocated to its members, reduced by the stipulation that no member shall receive a disbursement of less than \$2.00. Seconded by Laurie. Votes: five (5) yes, one (1) abstention. Motion passed. ● Todd, Columinate, and other outside resources update, if any. <ul style="list-style-type: none"> ○ Retreat (10/23/21, 9:30am - 4:30pm). <ul style="list-style-type: none"> ■ To discuss venue (in person or virtual) and other updates. (Michael's back yard available if meeting in person, outside.) Board agrees that we will make an attempt to meet in-person. ● Scribe. <ul style="list-style-type: none"> ○ To discuss hiring new Scribe or delegating duties to President, Vice President, and Secretary. Will continue to discuss at future meetings. ● Remodel update, if any. Liza provided an update. Supply chain shortages have an impact on product selection for remodel (shelving, bins, refrigeration). She will provide the board with a proposal once she has a timeline. New electrical panel is in the process of PG&E approval. Liza reports a 25% reduction in power which qualifies us for a 0% interest loan from PG&E. Liza will present to the board when there are more details. ● Location of next meeting. We will continue meeting online 	<p>President</p> <p>Board</p> <p>Board</p> <p>GM Board</p>
7:55PM	<p>Closings</p> <ul style="list-style-type: none"> ● Review new action items. ● Review decisions (voting items notated in red). ● Adjourn meeting. 	<p>Secretary</p> <p>Secretary</p> <p>President</p>

Officers:

President: Lee

Vice President: Faith

Treasurer: Lee

Secretary: McKinley