CHICO NATURAL FOODS COOPERATIVE

BOARD OF DIRECTORS' MEETING MINUTES

ZOOM Virtual Link:

 $\frac{https://zoom.us/j/94659290864?pwd=https://zoom.us/j/94659290864?pwd=VkF0bTR0ODBOSlkzclUySEFCMTZudz09VkF0bTR0ODBOSlkzclUySEFCMTZudz09}{FCMTZudz09VkF0bTR0ODBOSlkzclUySEFCMTZudz09}$

August 30, 2023, 6-8 PM (5:30 to 9 PM Zoom room open)

2023 Annual Governance Schedule.xlsx

	Time	Intended Outcome	Action	Who
30	5:30	Optional "Zoom room" set up time	 Get on early enough to get into Zoom and ask for whatever help you need. Be sure you can access the current Agenda with live links in Liza's emailed Monthly report also linked below. Folder sequence: Shared drive → BOD → Board Meetings → Monthly BOD agenda and minutes → 2023 → 8-2023 Prepare and agree to recording of the meeting. 	Liza, Kathy, Dale Liza record
10	6:00	Welcome and Check-in Build Community/ Connection	 Welcome all: And Introduce Hether Frayer (Cooperative Board Leadership Development (CBLD) consultant) Check-In: Attending: Kathy, Dale, Anthony, Rick, Wilma, Valerie, Liza and Hether (CBLD) How are you feeling and functioning right now? Questions or comments before we begin? Call the meeting to order. Kathy calls meeting to order 6:03pm. 	Kathy
5	6:10	Opening Procedures To get on the same page.	 Annual Board: Retreat Dates and format Update Common house at VOV is available and free, Hether interactive approach to policy monitoring is productive as well as other possible retreat activities. Her goal is to design retreat agenda that is most geared to team building and she requests input from the board members. Liza agrees that the Gallery of Expectations is successful. Approve Consent Agenda. Kathy moves to accept, Anthony seconds, No nays, passes unanimously. Previous month's minutes: Minutes July 2023 	Kathy/ Hether

			 This Meeting Agenda. 				
			Decisions made by email: None				
			• Review previous month's <u>action items</u> . Bottom TAB 2.				
			GM or officers share any written correspondence with the board.				
			• Welcome comments from attending owners, if any (3 min each).				
40	6:15	GM:	Monitoring Report: B1- Financial Condition and	Liza			
		Accountability &	Activities/Quarterly and Annual				
		Policy	 Board questions, discussion, comment 	Group			
		Monitoring	o Evaluate				
			 Wilma moves to accept quarterly report as presented as 				
			in compliance with all parts of this policy except Global	Liza			
			MML (margin minus labor), B1.1 .1 & B1.1.2 (sales				
			growth & EBITDA), and B1.5.2 (paid inequity growth)				
			Board accepts GM rationale and plans. Valerie				
			seconds, no nays, motion passes unanimously.				
			The board accepts GM rationale and plans. Anthony				
			seconds. No nays. Dale wants more verbiage about net				
			income and EBITA. Comparisons and comments by				
			board forthcoming. Wilma accepts the report for what				
			the information shows, but thinks that there is more				
			information not included that should be seen by the board for how it would affect the information. Motion				
			passes. Comments will be added to GM Monitoring				
			Table.				
			Remodel (brief update in GM Report to the Board) <i>Timeline for</i>				
			work getting delayed is challenging for all concerned. The				
			permits are moving through slowly but the General Contractor				
			is behind schedule. Hoping to complete before the holidays but				
			that's not gonna happen. In the interim, space is being created				
			for more sales shelving and space.				
		ı	J. State Communication of the	l—————			

15	6:55	Board Work Cycle and Self-Monitoring To keep track of our work and improve over time.	 Work Cycle focus: (See Annual Governance Schedule (AGS)/ Green section in schedule) Link is at top of this agenda. Annual Board Retreat: November 5, Sunday, 9AM to 4PM. VOV Common room is reserved from 8AM to 5PM. VOV= Valley Oaks Village Co-housing Community. 1950 Wild Oak Lane, Chico. Self-Monitoring for July: D- Global Board-Management Connection: The Board's sole official connection to the operations of the cooperative will be through the General Manager. D1- Unity of Control: Only officially passed motions of the Board are binding on the GM. Reminder - Columinate as a resource: https://columinate.coop/who-we-are/ https://columinate.coop/policy-governance-quick-guide/ 	Kathy Dale
			nttps://columnate.coop/poncy-governance-quick-guide/	
15	7:10	Committees: explanation and participation. Committee Reports/Updates	Review Committee Charters and discuss our commitment and plans to engage with committee work. Current Charters: pg 12-16 of manual. Board Manual Owner/Community Engagement (CEC) (Valerie (chair), Dale, Kathy, Wilma and staff: Liza and Joey Recent meeting minutes: Valerie reports a great meeting with good points. Discussed goals for explaining the benefits of membership. From Joey: two main benefits: 1. Natural, organic and local. 2. Serves the community by being a cooperative and money stays in the community. Next CEC meeting date: Next meeting set for Wednesday 9/3/23. Governance: Dale, Anthony, Kathy Finance: Anthony, Rick, Steve, Dale. Rick reports reviewing the charter. Meeting minutes to be created from accounting packages. Kathy suggests each committee emails minutes after meetings to each board member. And file in the Drive docs. Nomination/Election: Wilma (Chair) and CEC team (Task Force?) Wilma and Kathy are in communication. No report at this time. CNFC Executive: Need to schedule a meeting to review the GM evaluation and compensation process. All board members participate in this process.	Chairs of committees

		Current and New Business	Ongoing: Dale is serving in two positions: Treasurer and Secretary. We need a volunteer to step into the role of treasurer. Treasurer is also the chair of the Finance Committee. <i>Rick volunteers for Treasurer. No objections. Appreciations expressed.</i>	
25	7:25	Board Education/ Homework Article	Customer Service for Board Members - Strengthening the Co-op's Public Face https://columinate.coop/customer-service-for-board-members-strengthe ning-the-co-ops-public-face/ From Wilma- How to know the Expectations and get feedback from members and shoppers. From Dale- How can the Board work with the staff to turn shoppers into engaged members of a Cooperative Hub in the community. Hether recommends using the comment function within google docs. We can practice this.	
5	7:50	Closing Procedures and Check-out	 Review new action items: Scribe reads Two new action items. Dale requests clarifications around new general accounting practices regarding lease line items. 2. Kathy to send board members a reminder email with the Columinate article on public interaction. Next meeting topics / refer to board calendar. Round of insights: What did you observe, discover or appreciate. Need anything? 	Kathy
	8:00	Adjourn Meeting	Kathy adjourns meeting at 8:02 PM.	Kathy

	2020	2021	2022	2023	
BOD Insurance	\$ 1,769	\$ 1,840	\$ 2,053	1977	
Leadership Development	\$ 7,000	\$ 7,275	\$ 7,450	7650	
Scribe	\$ 570	\$ 308			
Technology:					
Gsuite	\$ 135		\$ 1,685	1800	Assume \$150/month
Zoom			\$ 110	0	Store will have account
Online Voting	\$ 200	\$ 176			
Meeting Expense	\$ 100				
Other	\$ 338		\$ 243	250	To be safe
BOD Discounts			\$ 2,800	3000	
	\$ 10,112	\$ 9,598	\$ 14,341	14677	