

Chico Natural Foods Cooperative – Board of Directors Meeting
Chico Peace and Justice Center, 526 Broadway Street, Chico
**April 30, 2014; 5:30 – 7:30 PM (with one hour of working groups following
meeting)**

AGENDA DRAFT

OPENING PROCEDURES

I. President calls the meeting to order.

II: How do we make decisions? What decisions are on the agenda this eve?

Policy Type: Board Process

Policy Title: C4 – Board Meetings

Adopted August 25, 2010

Board meetings are for the task of getting the Board’s job done.

1. *We will use Board meeting time only for work that is the whole Board's responsibility. We will avoid committee issues, operational matters and personal concerns.*

1. *We will make decisions by listening carefully and developing cooperative solutions within a clear and disciplined meeting structure. We aim to find quality consensus agreements that reinforce our governing style*

2. *CNF Board aspires to:*

Have fully considered/ fully supported decisions

Thoughtful and respectful discussions

Efficient decision-making processes

III. Check in.

What was a take home from the retreat, specifically in regards to board culture?

IV. Approve the April Agenda (BOD members only)

V. Approve the March minutes (BOD members only)

VI. Meeting Facilitated by Julia and Olivia, Choose Process Guardian (PG monitors time spent on each item, and reminds board to stay on agenda if conversations were off course)

COMMENTS

Comments from other attendees (3 uninterrupted minutes per person):

AGENDA ITEMS

A. Term Length: determine where in election cycle each Director is. 10 Min (GOAL #2)

B. The Direction of the Coop (GOAL #1)

a. Break into groups of 2, role play Q and A in regards to communication with Owners, Public, Staff, about “We are actively exploring other location

opportunities for the store” 30 min

- b. Timeline: member forums, communication, decisions 20 min
- C. Board Recruitment: 10 min (GOAL #3, #4, #5)
- D. GM Monitoring Reports (GOAL #2)
- E. Board Monitoring Reports (GOAL #2) Any director who is also a paid employee has the same duties and responsibilities as any other director, and has the additional duty of clearly segregating staff and Board responsibilities. Any director who is also a paid employee will resign from the Board if and when their employment ends. (Language edit?) **conflict of interest defined. how can an employee under the ultimate supervision of the GM be the GM's Boss? I thought the by-laws state that an employee can not be a director.**

IS THERE A DIRECTOR WHO WANTS TO LOOK INTO WHY THIS STATEMENT IS HERE?

- 1. Directors may not attempt to exercise individual authority over the organization. 4
 - a. When interacting with the GM or employees, directors must carefully and openly recognize their lack of authority. **oh boy.... comments to be articulated at the meeting. 4**

When interacting with the public, the press, or other entities, directors must recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions. 4

GOALS

- 1. Supporting and assisting the GM through the reworking of the lease/expansion process.
“we will achieve clarity on options by the end of the year. What does this mean?”
- 2. Refining and clarifying Board responsibilities and process. Specific metrics to be added. For now, being adequately prepared for meetings (participate in policy monitoring, achieve action box items, submit hours timely) is a good place to start.
- 3. Participating in Board development opportunities, CBLD and other. Next up: Board Retreat!
- 4. 20% increase in voter participation at Election. Contested election.
- 5. Refining Outreach goals and strategies to actively pursue community/Owner linkage and promote the Co-op's mission. **May 3 events: @ CNFC and Paradise.**

Note: Committee work should be addressed as necessary after BOD meeting is over (? Yes? You like?) Specific committee/TF work would include Outreach setting up meetings with outreach team (or calendaring a desired meeting timeframe), Noms & Elections addressing their current task, etc. The other com.s are Goals, and Calendar.

Open Forum if time allows

Call for adjournment – Second, Adjourn meeting