

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**  
**MINUTES (DRAFT UNTIL APPROVED BY THE BOARD)**

**ACTION BOX ITEMS**

<b>Who</b>	<b>What</b>	<b>When</b>	<b>complete:</b>
Sherri and Julia	Document for summarizing minute documents on messaging	First week in May	
Craig	Craig work with Marketing to put together announcement for the Round Table Meeting with Owners	May 19th	NA: plan changed
Jake	Locate venue for owner Roud Table	ASAP	NA plan changed
Everyone	Excel spread sheet of owners for whom we want to and have contacted solicitation for board director - look at the list of candidates	Share by the end of this week.	
Phill	Follow up with Liza and Rick to limit the dollar amount compensation so directors will not be taxed, as well as find out how other coops to compensate their directors handle who compe it.	End of this week	
Phil and Janeen	Talk with Dylan/Joey to make sure that the Minutes, Elections, Board of Director's names and positions are on Co-op Website and kept updated.	End of this week	

**ATTENDEES**

Present: President Olivia Peters-Lazaro, Vice-President Julia Murphy, Treasurer Jake Preston Secretary Phil Weintraub, Board Member Sherri Quammen, Board Member Craig, and Scribe Janeen Cain .

For the official records: Dan Levine resigned from the Board in April due to personal reasons.

Special Attendees: Judy LaRocca

Absent: General Manager Liza Tedesco

**OPENING PROCEDURES**

I. President calls the meeting to order. 530pm

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?

Sherrie discusses that she was happy about meeting Todd. The meeting clarified her role as a director. Olivia was impressed with the group's cohesive nature. Julia enjoyed reviewing the process of making Agendas and enjoyed the communication process involved at the meeting. Phil discusses how he enjoyed Todd's focus and the flow of the meeting. Jake reflects on how the meeting highlight the value of the individual and what each person brings to the group. The meeting really solidified what the board is really about. There was a sense of refocus and forward thinking.

IV. Approve the April Agenda (BOD members only)

**MOTION:** Olivia moves to approve the agenda. Julia seconds. All are in favor and the agenda is approved.

V. Approve the March minutes (BOD members only)

**MOTION:** Olivia moves to approve the minutes. Julia seconded. All board members are in favor and the minutes are approved. The Scribe emails the approved minutes to the MM.

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 vere off course)

Olivia volunteers to be the Facilitator; Sherri volunteers to be the Process Guardian.

### **COMMENTS**

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

Judy talked about bringing the vision of bringing in the best quality food. Very

important to bring back the vision of bringing in the healthy quality of food. Worried about compromises that may be made in the co-op. During the early foundation, sugar wasn't even allowed. This is an example of the compromise that has happened. We should worry about the purity of our food and buying local.

### **AGENDA ITEMS**

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

Option 3 was chosen. Now we are ready to put names in the slots. Sherri responds to be a director at the end of this year. Board discusses that there are term lengths no term limits.

### **Olivia discusses year term elections/for running:**

2014: Phill, Sherri, ?, {Goal to have four people for the upcoming election.}

2015: Craig, Julia,

2016: Olivia, Jake

B. The Direction of the Coop (GOAL #1) 30min to 50min

- 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

### **What are our choices?:**

1.) Why are we looking for a new location?

Lease is up in seven years. Looking forward and looking for other options that can benefit customers.

2.) Why can't we expand our lease?

It's not the strongest choice for our co-op. Trying to position the co-op to meet the owners in ten years down the road. Our lease is up and we want to expand. "The lease was not able to re-negotiated and we are taking this opportunity to seek a location that serves our needs" . (Talk about the lease not the landlord)

3.) Who are we talking to? Who is our audience? What may be some responses from them?

*Naysayers might say:*

Character of the store will be lost.

We tried this before and it didn't work. This is the best location.

You will lose owners.

I love downtown.

This is the most convenient location.

Where will the other store be? I won't shop on the North end of Chico.

**What are some of the benefits?:**

Opportunity, Expansion, Gain Members, Do the Right Thing, Direction for Eating Healthier, Opportunity to expand with our true mission, Offer more of what we love

Communicating the Benefit of this Change:

"Our lease is up and we are exploring opportunities to re-engage and revive the foundation of real whole food and reconnect with our original purpose of providing whole, locally sourced, and organic food."

Rent (or p new place for expansion as means of meeting the needs of customers.

**Importance of Owner Involvement:**

Solicit owners for the participation in the process.

Making them the brick and mortar of this expansion!

*Briar Patch Model* is a great source document to consider the process of Soliciting Owner Involvement in the expansion process.

May 12 7:00pm All Staff Meeting. Board will attend for discussion about expansion process.

**Two member owner meeting OUTREACH: OCTOBER, Week of the 23rd (June 11th)**

List of key members and invite them to discuss the expansion at these meetings.

World Cafe Format

Weekday (Wednesday, Thursday)

**Medium for Communication:**

NewsLetter

Facebook

C. Board Recruitment: 10 min (GOAL #3, #4, #5)

1) recruit member midterm

Personal connection, emailing, using cashier and employee relations, using

facebook, multi-media, follow up and invite members to meetings, look at the owner database and share with board,

2) four members running in the fall

D. GM Monitoring Reports (GOAL #2)

Four members looked at it and it was compliant. Jake motions to approve GM Monitoring report and Sherri seconds, all in favor.

- 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

\*Board consensus to limit the language of the Policy C5 as written by Julia in section B.

\*Olivia Motions to approve the Board Monitoring Reports, Jake seconds, and all in favor.

F.) Board Compensation

Issue 1099 and each director claim that in their taxes at the end of the year. May be taxed if paid over 500 dollars. Jake proposes to limit the 500 dollars.

Phil will follow up with Liza about the 1099 and keeping the stipend under the 600 dollar threshold.

Board is re-considering to maintain the current compensation system.

Jake considers looking into options surrounding increase of the discount or/and keeping the compensation at it's threshold to limit taxing.

Craig proposes looking into an additional "board discount punch card" to balance out the tax limit.

Sherrie proposes keeping the 15 percent discount as well as keeping the stipend keeping us under the 600 dollar threshold.

**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.

**OLD BUSINESS and/or Action Box Items**

**ACTION BOX ITEMS**

<b>Who</b>	<b>What</b>	<b>When</b>	<b>complete:</b>
Sherri and Craig	Will come together on time to meet about outreach and finalize communication with Marketing about goals.	Early of March	
Sherri and Jake	Follow up with Todd concerning GMO policy, as well as the role of the BOD regarding implementation oversight.	Ongoing	
Liza	B9 - liza will re-report financial planning	June	

**OPEN FORUM IF TIME ALLOWS**

**CALL FOR ADJOURNMENT**

**MOTION:** Olivia moves to adjourn meeting. Jake seconds. All are in favor and the meeting

is adjourned at 7:40 PM.