

Chico Natural Foods Cooperative – Board of Directors Meeting  
 Chico Natural Foods 818 Main Street, Chico Ca  
**AUGUST 27, 2014, 5:30 – 7:30 PM**  
**MINUTES (DRAFT UNTIL APPROVED BY THE BOARD)**

**ACTION BOX ITEMS**

Who	What	When	complete:
Julia, scott, phil and janean	working meeting for minutes library	after september 22nd	
the board	will begin exploring policies related to the relocation of the coop		
liza	will collect examples of relocation policies to share with the board		
All board	will be prepared to approve or reject the Global End doc by the evening of Sunday, August 31		
Liza	will email Todd concerning the elected board member's ability to fill an empty seat with a longer commitment and to share this information with the board	by Friday, August 28.	9/3 - It spoke w/chris at briaripatch co-op

**ATTENDEES**

**Present:** President Alec Binyon, Vice President Julia Murphy, Board Members Craig Almaguer, Jake Preston, Natalie Carter (not a Board Member at the time, so move name to end), and Scott Richman, General Manager Liza Tedesco, Scribe Vincent Portillo, Janeen Cain, and John Campbell.

**Absent:** President Olivia Peters-Lazaro, Secretary Phil Weintraub

**OPENING PROCEDURES**

Call meeting to order: Julia calls the meeting to order at 5:49 PM.

Check in all around.

Approval of the August agenda by BOD members only:

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

Approval of the June minutes:

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

Sharing of email/written correspondence: none.

Facilitator and Process Guardian: Julia volunteers to be the Facilitator; Craig volunteers to be the Process Guardian.

## COMMENTS

Comments from other attendees:

Natalie Collins explains her work at the farmers market related to the work of the coop. Conversation on the board application process follows.

## OLD BUSINESS and/or Action Box Items

Julia & Liza	will follow up with Judy Laroocca's questions/concerns		Cameron followed up with her local foods concerns.
Liza	presents plan for coming back into compliance	by the end of this week	done
Julia	will contact Olivia concerning Old Action Item: "All Board members vote on Board Monitoring Reports"		done
All Board	will continue to address the Board Compensation question	by 2 July	done
Liza	will assemble the formal proposal for Patronage allocation & Phil's question	by Friday	done
Janeen	will contact board via email to formalize GM report approval	by 2 July	done

## COMMITTEE UPDATES

Nominations/Elections

Outreach

Calendar

Goals

Manual

## AGENDA ITEMS<sup>1</sup>

### A. BOD minutes library

Scott leads a discussion of BOD meeting minutes that they may be reviewable and preservable. *see action box item.*

### B. Development Update 30 min

Liza leads a discussion on the development of the relocation project and the manifestation of CNFC Coop. Liza then shares a document on developing policies, which is essential to the development process, including the roles of the GM and the Board related to the process.

### C. GM Monitoring Reports (GOAL #2) 45 min

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<sup>1</sup> *times noted are maximum allotments. Items that need more discussion will be brought forward to next agenda or assigned to committees/working meetings.*

1) [Policy Governance report = B7 – Communication to the Board](#)

Liza reads from the B7 report. Liza reports changing B1, net income compliance, and continues reading the report.

A discussion on board member responsibility follows, particularly related to the imminent relocation of the Coop, including the increased importance of the boards actions.

Following from Alec's discussion of the service-minded responsibilities of the board, Jake Preston resigns his position on CNFCs board of directors.

A discussion on the rights and the responsibilities of the board members follows.

Scott suggests more detail for one off events for the financial section of Liza's monthly report. Liza concurs.

Pending the updating of past GM report in the 2013 and 2014 Monitoring Summary Table by secretary Phil Weintraub,, Liza cannot accept the board's approval.

a. GM Monitoring Summary [2013](#) & [2014](#)

2) [Policy Governance report = Global Ends](#)

Liza leads a discussion on this extensive and complex document. Julia suggests going back to the drawing board on the Global Ends document. Julia suggest approving or rejecting the Global Ends doc by the evening of Sunday, August 31. *see action item.*

a. [Customer Comment Log](#)

Alec speaks to the importance of responding to customer comments. Liza concurs.

3) Policy Governance report = B1 -Financial Conditions

a. [B1 Monitoring Report](#)

Liza leads a discussion on B1.

**MOTION:** Alec moves to approve B1. Olivia seconds. All are in favor and B1 is approved.

b. [Verifications](#)

c. [Quarterly Review](#)

4) [GM Monthly Written Report](#)

Liza provides a brief overview of this month's written report, supplemented by comments made by John.

a. [Labor Reduction memo to staff](#)

b. [May owner report](#)

5) [June Financial Package](#)

D. [Board Monitoring Reports](#) (GOAL #2) 20 min

E. Nomination and Election Committee Report/Review 15 min

Julia reports that there is nothing to report. Julia asks for a volunteer to engage the nomination and election work now that Jake has resigned. Liza asks for a review of open seats as a preparation for a September newsletter/announcement for the BOD elections.

A conversation follows concerning the empty board seats and the time commitments of these seats. Liza suggests consulting the by-laws concerning the ability of the elected board members to fill empty seats with longer time commitments. *see action item.*

F. Annual Meeting 10 min

Julia will schedule a planning meeting with Joey to start the work. The board will be notified of the planning meeting time/date so that any members of the board may attend.

G. Board President seat

**MOTION:** Julia moves to nominate Alec to be President of the board. Scott seconds the nomination. All are in favor and Alec is now the president of the board.

**OPEN FORUM IF TIME ALLOWS**

**CALL FOR ADJOURNMENT**

**MOTION:** Julia moves to adjourn meeting. Craig seconds. All are in favor and the meeting is adjourned at 8:13 PM.