

1 CHICO NATURAL FOODS COOPERATIVE

2 Board of Directors Meeting

3 341 Broadway Street # 410

4 February 22nd, 2017 5:30p.m.

5
6 Attendees: President Laurie Niles, V.P. Phil Weintraub, Treasurer Scott Richman, Natalie Carter, (leaving
7 meeting @ 7:30pm), Lauren Kennedy, Peter Ratner, GM Liza Tedesco and Scribe Blake Ellis (with Joey at
8 7:00 for scribe)

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10 Absent: Secretary Seana Watkins

11 Guests Present: None

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14 1.0 OPENING PROCEDURES

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16 1.1 President calls meeting to order

17 Laurie calls the meeting to order at 5:32pm

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19 1.2 Teaching Point

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21 1.3 Check In, Kudos, Celebrations

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23 2.0 PRELIMINARIES

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25 2.1 Choose Facilitator and Process Guardian

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27 Scott volunteers to be Process Guardian and Peter to be the Facilitator

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29 2.2 Approve previous month's [Minutes](#)

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31 November 2016 Minutes have been approved via emails.

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33 **MOTION:** Scott moves to approve the January Minutes. Phil seconds. All are in favor and the motion is
34 passed. Natalie abstains.

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36 2.3 Approve the [Agenda](#)

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38 **MOTION:** Scott moves to approve the meeting agenda. Phil seconds.

39 All are in favor and the agenda is approved.
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2.4 Share written correspondence with board

None to share at this time.

2.5 Comments from attendees other than board members

3.0 BOARD DECISIONS

3.1 Accept [GM Reporting Package](#)

ACTION ITEM: Board to create list of desired printed materials for board meetings for Liza.

ACTION ITEM: Laurie to remind Seana, Secretary, on how to record the noncompliance.

MOTION: Phil moves to approve the GM Reporting Package. Lauren seconds. All are in favor and motion is passed.

3.2 General Manager “Sabbatical” Proposal

MOTION: Scott moves to approve General Manager’s “Sabbatical” Proposal. Lauren seconds. Laurie, Phil, Peter, Lauren and Scott are in favor. Natalie is opposed. Motion is passed.

ACTION ITEM: Laurie to email board to decide on a date to discuss the relocation/expansion process.

ACTION ITEM: SAVE THE DATE! March 9th meeting to facilitate conversation about relocation/expansion with Dave Blackburn NCG DC

4.1 [Board Monitoring Reports](#)

ACTION ITEM: Defer to Governance Committee to replace page 38 of BOD manual with the following: [John Carver’s 10 Universal Policy Governance Principles](#)

ACTION ITEM: Liza to create document for Governance to discuss at meetings.

Comment [1]: I would like to have this addressed or clarified, if I am truly responsible for this item.

5.0 Board Education

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90 1. Global Ends ([link to statement](#)) & Work of the Board

91 This will be discussed via email, and then really talked about at the Retreat.

92 2. Readings for discussion at BOD mtg:

93 <http://library.cdsconsulting.coop/co-ops-ends-encompass-community-vision/>

94 3. <http://library.cdsconsulting.coop/articulate-co-op-purpose-and-meaning-through-strategic-leadership/>

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96 4. Scheduling DC visit & meeting

97 March 9th.

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100 6.0 [Committee Reports](#)

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103 1. [Governance](#)

104 A clarification is wanted for the section on director compensation on page 13 of the Board manual.

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106 **MOTION:** Peter moves that, in updating unlogged hours, the Board Member in question will inform the

107 Board president that the hours are logged. The Board president will inform the General Manager that the

108 hours have been logged, and the General Manager will inform the Ownership and Outreach Coordinator that

109 the discount is to be turned on. The Coordinator will turn the discount on. Lauren seconds. Peter, Lauren,

110 the discount is to be turned on. The Coordinator will turn the discount on. Lauren seconds. Peter, Lauren,

111 Laurie, and Scott approve. Natalie and Phil oppose. The motion is passed.

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113 The board was in agreement that the bylaws consider directors as present for achieving the board meeting

114 quorum when connected to the meeting remotely with use of a speakerphone system.

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116 2. [Dev./Nom-Elect](#)

117 Natalie volunteers to be on this committee.

118 This report has been skipped.

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120 3. [Owner/Community Engagement](#)

121 Natalie volunteers to be on this committee.

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5 4. [Finance](#)

1 Scott disburses written reports.

6.0 CLOSING

6.1 Review [Action Items](#), Decisions, Tasks, Assignments

6.2 Next meeting (March 29th, 2017) topics:

Global Ends Statement
Budget
Report from Liza
Debrief on March BOD Outreach
Debrief on Co-op Cafe

6.3 Debrief/ Evaluate Meeting

6.4 Closed Session -

Closed session began at 8:25pm and ended at 8:45pm

Comment [2]: meeting adjourned 8:45pm

6.5 Adjourn Meeting

MOTION: Scott motions to adjourn the meeting at 8:45 pm. Phil seconds. All are in favor and motion is passed.

Summary of Decisions

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ACTION ITEM: Laurie to remind Seana, Secretary, on how to record the noncompliance.

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ACTION ITEM: SAVE THE DATE! March 9th meeting to facilitate conversation about relocation/expansion with Dave Blackburn NCG DC

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ACTION ITEM: Liza to create document for Governance to discuss at meetings.

MOTION: Peter moves that, in updating unlogged hours, the Board Member in question will inform the Board president that the hours are logged. The Board president will inform the General Manager that the hours have been logged, and the General Manager will inform the Ownership and Outreach Coordinator that the discount is to be turned on. The Coordinator will turn the discount on. Lauren seconds. Peter, Lauren, Laurie, and Scott approve. Natalie and Phil oppose. The motion is passed.