

1 CHICO NATURAL FOODS COOPERATIVE  
2 Board of Directors Meeting  
3 Peace and Justice Center  
4 January 27th, 2016 5:30p.m.  
5

6 Attendees: Secretary Phil Weintraub, Treasurer Scott Richman, Board Members Alec Binyon, Natalie Carter,  
7 Laurie Niles, Seana Watkins, and Yanabah Powers, Scribe Blake Ellis .  
8

9 Absent: Liza Tedesco

10  
11 Guests Present: John Campbell in Liza's place  
12

13 1.0 OPENING PROCEDURES  
14

15 1.1 President calls meeting to order  
16 Natalie calls the meeting to order at 5:39 P.M.  
17

18 1.2 Teaching Point  
19 Natalie introduces Google Drive and gives a brief overview of how to operate and maneuver the Drive.  
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22 1.3 Check In, Kudos, Celebrations  
23 New Year! 2016 Woo!  
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26 2.0 PRELIMINARIES  
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- 28 1. Review Officer Job Descriptions & Duties in G Docs.  
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30 **MOTION:** Laurie moves to nominate Natalie for President. Phil seconds.  
31 All are in favor. Motion is passed  
32

33 **MOTION:** Natalie moves to vote Alec as Vice President.  
34 Laurie seconds. All are in favor. Motion is passed.  
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36 **MOTION:** Phil nominates Scott as Treasurer. Natalie seconds. All are in favor. Motion is passed.  
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38 **MOTION:** Natalie moves to nominate Phil for Secretary. Seana seconds. All are in favor. Motion is passed.  
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- 40 2. Elect 2016 Officers  
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42 2.1 Approve the [Agenda](#)

43 **MOTION:** Alec moves to approve the meeting agenda. Seana seconds. All are in favor and the agenda is

44 approved.

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46 2.2 Approve the previous months [Minutes](#)

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48 **MOTION:** Scott moves to approve the December minutes. Phil seconds. All board members are in favor  
49 and the minutes are approved. The Scribe emails the approved minutes to the MM.

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51 2.3 Share written correspondence with board

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53 Natalie states that Julia had forwarded a message from Chris Moore (previous director of Chico Peace and  
54 Justice Center) regarding partnering with other organizations and food assistance currencies (similar to EBT),  
55 and Double Up Food Bucks program.

56

57 **ACTION ITEM:** Natalie needs to clarify with Julia the purpose of the correspondence and the involvement  
58 of the board. Potentially contact Joey Haney, ownership and outreach coordinator.

59

60 2.4 Choose Facilitator and Process Guardian

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62 Natalie volunteers to be the Facilitator; Alec volunteers to be the Process Guardian.

63

64 2.5 Comments from attendees other than board members (3 minutes each)

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68 3.0 EDUCATION

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70 3.1 Review committee charters. Select new committee members and committee chairs.

71 **\*\*\*\*link committee charters\*\*\*\***

72

73 **Phil and Scott** agree to be on Finance Committee.

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75 **Phil, Natalie, and Scott** agree to be on Governance Committee.

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77 **Yana, Laurie, and Seana** agree to be on Outreach Committee

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79 **Alec, Natalie, and Seana** agree to be on Dev/Nomination- Election Committee

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81 **Alec, Liza, and Natalie** agree to be on Executive Committee

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84 3.2 Committee Reports

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86 **ACTION ITEM:** \_\_\_\_ should create a committee meeting calendar.

87 **ACTION ITEM:** Natalie should create 2016 Board of Directors hours log.

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a. Finance Committee

The finance committee met last week. There is no written report from this meeting. Revisions to the budget for 2016 were reviewed. The committee decided not to recommend board approval of the revised projection. The finance committee will soon meet again and review any further fine tuning to the budget projection. Implementation of loss control recommendations from the audit report was also discussed by the committee. The finance committee will be meeting at least once for each board meeting during the relocation process.

b. Governance

Governance Committee did not meet and have nothing to report at this time.

c. Outreach

Outreach Committee did not meet and have nothing to report at this time.

d. Dev./Nom-Elect

Dev./Nom-Elect Committee did not meet and have nothing to report at this time.

e. Executive

Executive Committee did not meet and have nothing to report at this time.

3.3 Relocation Updates

Natalie reports continued looking at properties and assessing different options. June 2017 is when the lease expires. There is the option to exercise an extension for another 3 years from that time.

4.0 BOARD DECISIONS

4.1 [Accept GM Reporting Package](#)

a. B2-Budgeting and planning

**MOTION:** Laurie motions to approve the Reporting Package. Seana seconds. All are in favor. Motion is passed.

4.2 [GM Monthly Written Report](#)

a. [December 2015 Owner Report](#)

4.3 [December Prelims](#)

4.4. [Board Resolution authorizing Investment Shares](#)

Board has a discussion about the wording and meaning of the language in the agreement. Phil asks what exactly the document requires the board to do and who would be held responsible. Alec states that he doubts

133 that any sort of liability would actually be put onto the board. Natalie states that there is board insurance that  
134 would limit the liability to the members of the board. John clarifies that the document does not state that the  
135 President and Secretary would be receiving the payment. Scott states that the board may simply be verifying  
136 that shares are being sold and the funds properly accounted.

137

138 **MOTION:** Natalie moves to approve the resolution for submittal and to be signed. Seana seconds. All are in  
139 favor. Motion is passed.

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#### 141 4.5. [Global Ends - Acting on reasonable accomplishment?](#)

##### 142 [Global Ends Report](#)

143

144 Ends Report:

145 Scott states the financial section looks for an annual uptick in owners, however, Chico Natural has stayed  
146 relatively flat in recent years. Laurie and Seana suggest that the outreach committee focus on educating  
147 shoppers on becoming an owner and what becoming an owner means because cashiers' time is limited.

148

149 Laurie suggest a change be made to the language in the community engagement. Improve does not feel  
150 appropriate.

151

152 Phil agrees that Chico Natural has been in compliance with the Ends.

153

154 Natalie points out that the document states that “ compliance is perceived by demonstrated progress on  
155 outcomes that are ongoing and evolving” and therefore concludes that we are in compliance.

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157 **MOTION:** Phil motions to approve the Ends Report. Laurie Seconds. All are in favor. Motion is passed.

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#### 159 5.0 SELF-MONITORING -- BOARD MONITORING REPORTS

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##### 161 [5.1 Board Monitoring Reports](#)

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163 Natalie opens a discussion about the Board Monitoring Reports. Board must put a number rating 1-5 on how  
164 the board is doing on each part of the policy. If there is a rating of 3 or below, then the board is not  
165 compliant. The board must also evaluate whether or not the policies are serving the board and are relevant.  
166 The Monitoring Reports must be completed once a month.

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#### 169 6.0 CLOSING

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171 6.1 Assign monthly CPJC Lock-up and Food duties, and Newsletters.

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173 **ACTION ITEM:** Create a large, tangible calendar for the board to display at all meetings.

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176 [CNFC Calendar](#)

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178 Every month one board member takes responsibility to write an article to submit for the newsletter. Tonight  
179 we will assign monthly newsletters, CPJC Lock-Up and Food. Each member will be responsible for all duties  
180 within the same month. Natalie assigns board members their months of duty.  
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183 6.2 .Review [Action Items](#), Decisions, Tasks, Assignments  
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185 **ACTION ITEM:** Alec needs to follow up with Dylan about marketing plan.  
186 Natalie completed her action items.

**ACTION ITEM:** NATALIE will organize Google Drive

6.3 Next meeting topics: review [Board Calendar](#), monitoring schedule Agenda preview  
February 13th will be the Board Orientation.

2/27 CBLD CO-OP Cafe in Sacramento.

In February, board will be establishing goals for the year, looking at nomination and election, etc.

6.4 .Debrief/ Evaluate Meeting

6.5 Adjourn Meeting

**MOTION:** Alec moves to adjourn the meeting. Scott seconds. All are in favor. Meeting is adjourned at 7:40  
P.M

#### **SUMMARY OF DECISIONS:** .

**MOTION:** Laurie moves to nominate Natalie for President. Phil seconds.  
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Laurie seconds. All are in favor. Motion is passed.

**MOTION:** Phil nominates Scott as Treasurer. Natalie seconds. All are in favor. Motion is passed.

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**MOTION:** Alec moves to approve the December agenda. Seana seconds. All are in favor and the agenda is  
approved.

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

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**MOTION:** Phil motions to approve the Ends Report. Laurie Seconds. All are in favor. Motion is passed.