

1 CHICO NATURAL FOODS COOPERATIVE

2 Board of Directors Meeting

3 341 Broadway Street # 410

4 January 25th, 2017 5:30p.m.

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Attendees: President Laurie Niles, V.P. Phil Weintraub, Treasurer Scott Richman, Secretary Seana Watkins, GM Liza Tedesco, newly elected board members Lauren Kennedy, Peter Ratner, and Scribe Blake Ellis.

Absent: Natalie Carter

Guests Present: None

1.0 OPENING PROCEDURES

1.1 Vice President calls meeting to order

Phil calls the meeting to order at 5:34pm

1.2 Teaching Point - none

1.3 Check In, Kudos, Celebrations

Phil's daughter recently was married in his backyard and he performed the ceremony. Congratulations Phil!

2.0 PRELIMINARIES

2.1 Review Officer Job Descriptions & Duties in G Docs.

2.2 Elect 2017 Officers

Phil nominates Laurie for President. Seana seconds. All are in favor and motion is passed.

Laurie nominates Phil for Vice President. Peter seconds. All are in favor and motion is passed.

Phil nominates Seana for Secretary. Laurie seconds. All are in favor and motion is passed.

Phil nominates Scott for Treasurer. Peter seconds. All are in favor and motion is passed.

2.3 Approve the [Agenda](#)

MOTION: Seana moves to approve the meeting agenda. Phil seconds.

All are in favor and the agenda is approved.

43 2.4 Approve previous month's [Minutes](#)

44

45 **MOTION:** Scott moves to table the November '16 minutes to an email vote within one week of this board
46 meeting due to corrections to be made in the minutes. Lauren seconds. All are in favor and the minutes will
47 be voted on by February 1st, 2017.

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49 2.5 Share written correspondence with board - None to share.

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51 2.6 Choose Facilitator and Process Guardian

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53 Lauren volunteers to be Process Guardian and Phil to be the Facilitator

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55 2.7 Comments from attendees other than board members - None

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58 3.0 EDUCATION

59

60 3.1 Committee Reports (30 minutes)

61 [Committee Charter Quick Reference](#)

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63 [Full Description of Committee Charters](#)

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65 **ACTION ITEM:** Seana to email Natalie and see what committees she would like to sit on.

66

67 **ACTION ITEM:** Directors to set email notifications and alerts for all committee meetings on Google
68 Calendar.

69

70 1. [Annual Committee Seating](#)

71

72 a. [Finance](#)
Lauren and Scott volunteer to sit on Finance Committee.

73

74 b. [Governance](#)

75 Seana, Peter, and Scott volunteer to sit on Governance Committee.

76

77 c. [Outreach](#)

78 Peter, Laurie, Seana, and Lauren volunteer to sit on Outreach Committee.

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80 d. [Dev./Nom-Elect](#)

81 Lauren, Peter, Phil, Laurie, and Seana volunteer to sit on Dev./Nom-Elect Committee.

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83 **ACTION ITEM:** Governance Committee to set expectations for committee meeting attendance.

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88 2. Annual Committee Task Scheduling

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90 [BoD - Operations Coordination](#)

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92 **ACTION ITEM:** Chair for committees shall provide a written report after every committee meeting and
93 email to scribe and BOD members.

94

95 Liza puts emphasis on holding committees accountable and making sure committees know their
96 responsibilities and can meet expectations.

97

98 **ACTION ITEM:** Scott (Finance), Seana (Governance), Lauren (Outreach), Laurie (Dev./Nom), to email
99 committee members to set committee meeting times by end of this week (January 27th) and then notify Liza,
100 Dylan, and Joey via email when the committee meetings dates are set and add it to the Google Calendar.

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102

103 3. Schedule all misc calendar items into Google Calendar

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105 Newsletter Articles = For each quarterly newsletter there are two suggestions for content. The choice of
106 which director will write each article is up to the board. The dates listed are the due dates for both articles for
107 the quarter. Each writer will send their article to Dylan by the due date.

108

109 **Newsletter Articles: Outreach Committee**

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111 *We are asking the BOD to write two articles for each of our quarterly newsletters. One of the articles will always be*
112 *about “Board Business”—what the BOD has been doing, what the BOD will be doing, discussion of Governance and*
113 *Oversight—the other article will vary based on the season.*

114

115 **March Newsletter: Articles due by Feb. 13**

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117 1. Governance and Oversight—What has the Board been working on? What will it be working on in the
118 upcoming season? Is there news on Relocation? - **PHIL**

118

119 2. BOD Recruitment - **PETER**

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121 **June Newsletter: Articles due by May 8**

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123 1. Governance and Oversight—What has the Board been working on? What will it be working on in the
124 upcoming season? Is there news on Relocation? - **SEANA**

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126 2. “Human Interest”—welcome to Summer! Summer plans? Loving the seasonal activities and produce.- **PHIL**

5 **September Newsletter: Articles due by Aug. 14**

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1. Governance and Oversight—What has the Board been working on? What will it be working on in the
2 upcoming season? Is there news on Relocation? - **SCOTT**

3 2. The election is soon! The importance of Co-ops and the celebration of Co-op month (in October). - **LAUREN**

December Newsletter: Articles due by Nov. 13

1. Governance and Oversight—What has the Board been working on? What will it be working on in the
2 upcoming season? Is there news on Relocation? - **LAURIE**

2. How the Co-op supports the community- “Community Impact Report”. **LAUREN**

- February Snacks - Phil
- March Snacks - Peter
- April Snacks - Lauren
- May Snacks - Laurie
- June Snacks - Seana
- No July Meeting
- August Snacks - Scott
- September Snacks - Phil
- October Snacks - Lauren
- November Snakes - Laurie
- No December Meeting

4.0 BOARD DECISIONS

4.1 Accept [GM Reporting Package](#)

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

4.2 Finance Committee Budget Recommendations

Finance committee met last week and questions were resolved and adjustments made to the budget to devise a working budget to be approved by the BOD. The health insurance benefit and workers compensation expenses are still awaiting quotes. The committee will continue work on the budget projection. There is a significantly greater sales decline in this month of January compared to the projection. Some co-op boards approve projections more often than once a year and may project at least 4 or 5 quarters ahead. Lauren adds that it would be helpful for budget approvals to occur mid-year since there is already much BOD work toward the end of the year. Finance committee will do research to find how other boards approve budgets.

4.3 [Board Hours Log](#)

Log your board hours!

ACTION ITEM: Governance committee to discuss adding to the board manual a process on how a director’s suspended discount for not logging adequate hours may be reinstated, and provide this recommendation for the next board meeting.

4.4 Board Retreat Planning

April 1st & 2nd 2017.

ACTION ITEM: LAURIE to solicit from BOD members what they would like to learn/focus on at the retreat by February 10th 2017. .

4.5 Scheduling Strategic Work Day

ACTION ITEM: Laurie to discuss with Natalie a strategic work day.

4.6 Liza expects to submit a proposal for a 2 month (June & July) unpaid sabbatical for herself. Once the email is sent, the board will have one week to respond.

5.0 SELF-MONITORING -- BOARD MONITORING REPORTS

5.1 [Board Monitoring Reports](#) - none for this meeting

6.0 CLOSING

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

6.2 Next meeting (February) topics:

Marketing report in February

Committee chairs and reports

Discuss retreat

Location for annual meeting and board recruitment

6.3 Debrief/ Evaluate Meeting

Good meeting.

6.4 Closed Session - Closed session began at 8:06 and ended at 8:12 p.m.

6.5 Adjourn Meeting

MOTION: Phil motions to adjourn at 8:12pm. Peter seconds. All are in favor and motion is passed.

Summary of Decisions

MOTION: Seana moves to approve the meeting agenda. Phil seconds.
All are in favor and the agenda is approved.

MOTION: Scott moves to table the November '16 minutes to an email vote within one week of board meeting due to corrections that need to be made in the minutes. Lauren seconds. All are in favor and the minutes will be voted on by February 1st, 2017.

ACTION ITEM: Seana to email Natalie and see what committees she would like to sit on.

ACTION ITEM: Board to set notifications and alerts on for all committee meetings on Google Calendar.

ACTION ITEM: Governance Committee to set expectations for committee meetings attendance and involvement.

ACTION ITEM: Chair for committees provide written report after every committee meeting and email to scribe and BOD members.

ACTION ITEM: Scott (Finance), Seana (Governance), Lauren (Outreach), Laurie (Dev./Nom), to email committee members to set committee meeting times by end of this week (January 27th) and then notify Liza, Dylan, and Joey via email when the committee meetings time is set and add it to the Google Calendar.

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