

Chico Natural Foods Cooperative – Board of Directors Meeting
 Chico Peace and Justice Center, 526 Broadway Street, Chico
June 25, 2014; 5:30 – 7:30 PM
MINUTES DRAFT

June Action Box Items

Julia & Liza	will follow up with Judy Larocca’s questions/concerns	
Liza	presents plan for coming back into compliance	by the end of this week
Julia	will contact Olivia concerning Old Action Item: “Everyone Board votes on Board Monitoring Reports	
All Board	will continue to address the Board Compensation question	by 2 July
Liza	will assemble the formal proposal for Patronage allocation & Phil question	by Friday
Liza/Janeen	will contact board via email to formalize GM report approval	by 2 July

ATTENDEES

Present: Vice President Julia Murphy, Secretary Phil Weintraub, Sherri Quammen, General Manager Liza Tedesco, and Scribe Vincent Portillo. CNFC members Alec Binyon, Scott Richman, and Judy Larocca are also in attendance.

Absent: Olivia Peters-Lazaro, Jake Preston, Craig Almaguer, and Sherri Quammen departed before the end of the open session, and was not present for the closed session.

OPENING PROCEDURES 15 min

I. President calls the meeting to order at 5:45 pm.

II. Approve the June Agenda (BOD members only)

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

III. Approve the May minutes (BOD members only)

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

IV. Meeting is to be facilitated by Julia. A member of the board volunteers to be the Process Guardian, who monitors time spent on each item, and reminds board to stay on agenda as needed. Sherri volunteers to be the Process Guardian.

COMMENTS

Comments from other attendees (3 uninterrupted minutes per person. Reminder to board: this is a time for listening to the attendees and thanking them for input. It is not a time for discussion. If comments from attendees need further discussion we can schedule time for this later).

Alec Binyon discusses his application to serve on the CNFC Coop as well as his historical and familial roots to the city and community of Chico.

Judy Larocca discusses the coops responsibility to the community concerning the education of the public related to health, community, and local farming.

Scott Richman thanks the board for considering his application to serve on the CNFC board.

OLD (MAY) ACTION BOX ITEMS

Who	What	When	complete:
Liza	Liza presents plan for coming back into compliance	one week from today	ongoing
Everyone	Board votes on Board Monitoring Reports	Next Wednesday	ongoing
Jake	Contact Judy to have dinner.	open	ongoing

JUNE ITEMS

A. Coop Positioning: 45 min

- a. How do we communicate?
- b. Who makes decisions? about what?
- c. Timeline for next steps
- d. Who makes up the team?
- e. [Development Preliminary Direction and Timeline](#)

B. Elections 15 min

Phil speaks to Alec and Scott’s applications to fill the empty board seat until the end of the year. It is decided that a vote will follow a conversation with CNFC board members. Sherri suggests continuing the conversation with Alec and Scott via telephone.

C. Board Compensation 10 min

A stipend for board members is taxable. Phil and Julia are in favor of not making a change to board compensation. Because the board does not have a quorum, Julia suggests following up via email concerning the options. *See June Action Item*

D. Patronage Dividends (tabled from May) 10 min

Board decisions concerning Patronage Dividends will be made via email. Liza leads a discussion concerning the distribution of Patronage Dividends. CNFC will be using a voucher system to distribute Patronage Dividends in order to keep costs low. Another option to keep costs low is to set a lower limit of a \$2 voucher. Liza also suggests working toward the ability to reinvest unclaimed funds in the coop. The Dividend Program also includes an option for the coop member to reinvest the amount of the voucher back into the coop, rather than receive the money themselves. Phil asks, how much does a member have to spend to get a minimum \$2 voucher. Liza will look into the answer to this question in order to help streamline the Patronage Dividend Program (*See June Action Item*). Additionally, Liza looks forward to the streamlining of the Dividend distribution process concerning Point of Sale (POS) technology.

E. GM Monitoring Reports (GOAL #2) 10 min

a. B9 Policy Governance Report

b. [GM Monthly Written Report](#)

Liza discusses highlights of the report, including sales, sales margin, failures of hardware in the store, income, as well as investment in labor/personnel.

i. [April CNFC owner report](#)

Liza will edit the document and will contact the board with revised document.

c. [April Financial Package](#)

d. [DGM B9 Update](#)

John discusses the document, focusing on recent and ongoing work concerning reports, meetings, as well as financial and leadership development. For example, John is concerned with questions related to the maintenance of operational knowledge in the face of turnover in key positions in the store.

F. [Board Monitoring Reports](#) (GOAL #2) 10 min

Julia reads from C7: Board Committee Principles and C8: Governance Investment.

G. Teaching point and theoretical framework for meeting

H. Reflections on the Briar Patch meeting. Principle Number 6 is Cooperation between Coops

Julia leads discussion on Briar Patch outreach, which was communicated to her via email by Chris from Briar Patch. Key to Chris' communication is owner participation, particularly

related to members of the coop joining board committees. Sherri notes how friendly Briar Patch people are. Judy reiterates again her questions and concerns, which are addressed by Liza. *See Action Items.*

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.
4. 20% increase in voter participation at Election. **To quantify: That would be 192 votes (20% of 160 is 32).** Contested election.
5. Refining Outreach goals and strategies to actively pursue community/owner linkage and promote the Co-op’s mission.

Open Forum if time allows

Call for adjournment –

MOTION: Julia moves to adjourn meeting. Phil seconds. All are in favor and the meeting is adjourned at 7:40 PM.