

CHICO NATURAL FOODS COOPERATIVE BOARD OF DIRECTORS' MEETING MINUTES

ZOOM Virtual Link:

<https://zoom.us/j/94659290864?pwd=https://zoom.us/j/94659290864?pwd=VkF0bTR0ODBOSlkzclUySEFCMTZudz09VkF0bTR0ODBOSlkzclUySEFCMTZudz09>

June 28, 2023, 6-8 PM (5:30 to 9 PM Zoom room open)

[2023 Annual Governance Schedule.xlsx](#)

Present: Anthony Porter, Wilma Kirk, Dale Rudesill, Kathy Faith, Valerie Simpson.

Guest: Rick Kirk (last name?). Scribe: Jana Faith

	Time	Topic and <i>Intended Outcome</i>	Action 2022 Annual Governance Schedule	Who
30	5:30	Optional “Zoom room” set up time	<ul style="list-style-type: none"> ● Get on early enough to get into Zoom and ask for whatever help you need. Be sure you can access the current Agenda with live links in Liza’s emailed Monthly report or Google Drive. ● Folder sequence: Shared drive → BOD → Board Meetings → Monthly BOD agenda and minutes → 2023 → June 2023 ● Prepare and agree to recording meeting. Consent given by all members. 	Liza, Kathy, Dale
10	6:00	Welcome and Check-in <i>Build Community/ Connection</i>	<ul style="list-style-type: none"> ● Welcome all: Introduce Todd Wallace CBLD Consultant ● Check-In: Quick Check-in tonight <ul style="list-style-type: none"> ○ How are you feeling and functioning right now? ○ Questions or comments before we begin? ● <i>Kathy calls the meeting to order: 6:03 PM.</i> 	Kathy (president) Dale (facilitator) Kathy
60	6:10	Training: Fundamentals of Policy Governance	Agenda and Process for Training: <i>An overview of Policy Governance was presented. It was new for some directors and a good review for others. Todd will send his slides and CNF should have a recording of the meeting available soon.</i>	Todd

5	7:10	Opening Procedures <i>To get on the same page.</i>	<ul style="list-style-type: none"> ● Approve Consent Agenda: Anthony motions, Dale seconds. No objections. One abstention. <ul style="list-style-type: none"> ○ Previous month's minutes: Minutes May 2023 ○ This Meeting Agenda. ● Decisions made by email: <i>Noted in May Minutes.</i> ● Review previous month's action items. Bottom TAB 2. ● GM or officers share any written correspondence with the board. <i>No written correspondence to share.</i> ● Welcome comments from attending owners, if any (3 min each). <i>Rick would like to apply to fill the vacant board seat by appointment. He will submit an application soon.</i> 	<p>Kathy Dale</p> <p>Kathy</p>
25	7:15	GM: June Reporting Package Accountability & Policy Monitoring	<ul style="list-style-type: none"> ● Monitoring Report for policy B3- Asset Protection <ul style="list-style-type: none"> ○ Board questions, discussion, comment ○ Evaluate ● Dale moves to accept policy B3 as compliant in all parts with the exception of B3.8.1, including accepting GM plan for compliance. Anthony seconds, no nays motion, passes unanimously. (added to GM monitoring summary table) 	<p>Liza Group</p> <ul style="list-style-type: none"> ● Liza
10	7:40	Board Work Cycle and Self-Monitoring <i>To keep track of our work and improve over time.</i>	<ul style="list-style-type: none"> ● Work Cycle focus: (See Annual Governance Schedule (AGS)/ Green section in schedule) Link is at top of this agenda. <ul style="list-style-type: none"> ○ <i>Annual Meeting of the Members success.</i> ● Self Monitoring for June: Directors were asked to read these sections of the Board Manual Manual ahead of meeting. <ul style="list-style-type: none"> ○ C-3: Agenda Planning - pg 49 ○ C-4: Board Meetings - pg 50 ○ C-7: Board Committee Principles - pg 53 ● Note: We need to return to May's focus: <ul style="list-style-type: none"> ○ <i>C-1: Governing Style</i> ○ <i>C-2 The Board's Job.</i> ● Reminder - Columinate as a resource: https://columinate.coop/who-we-are/ https://columinate.coop/policy-governance-quick-guide/ 	<p>Kathy</p> <p>Governance Committee</p>

0	0	Committee Reports/Updates Committees: explanation and participation.	<ul style="list-style-type: none"> ● Owner/Community Engagement (CEC) (Valerie (chair), Dale, Kathy and staff: Liza and Joey) <i>Wilma is considering being a part of this committee. She would like to be added to the invitation for the next meeting to choose a meeting time and day in July.</i> <ul style="list-style-type: none"> ○ Recent meeting minutes: ○ Next CEC meeting date: TBD ● Governance: Kathy, Dale (<i>No report</i>) ● Finance: <i>If appointed to the board, Rick is interested in serving on this committee and possibly being the treasurer.</i> ● Nomination/Election: Valerie and Kathy (No) ● CNFC Executive: Officers. 	Kathy
		Current and New Business	<p>The Board of Directors has determined that it is in the best interests of the Cooperative to pay a cash dividend on the issued and outstanding shares of preferred non-voting stock. <i>Dale moves to approve the payments. Wilma seconds. Passed unanimously. Dale as secretary will sign the document ASAP.</i></p>	Kathy Whole board
		Board Education		
5	7:50	Closing Procedures and Check-out	<ul style="list-style-type: none"> ● Review new action items: Scribe reads ● Review decisions: Scribe reads ● Next meeting topics / refer to board calendar. <ul style="list-style-type: none"> ○ Elect Officers: Secretary, and Treasurer. ● Round of insights: What did you observe, discover or appreciate. ● Need anything? 	Kathy
	8:00	Adjourn Meeting	<i>Kathy adjourns meeting at 7:58pm.</i>	Kathy