

1 CHICO NATURAL FOODS COOPERATIVE

2 Board of Directors Meeting

3 341 Broadway suite 416

4 June 29th, 2016 5:30p.m.

5  
6 Attendees: President Natalie Carter, Secretary Phil Weintraub, Treasurer Scott Richman, Board Members  
7 Laurie Niles, Seana Watkins, GM Liza Tedesco, and Scribe Blake Ellis.

8  
9 Absent: Alec Binyon has submitted a letter resigning his term as director, and Yanabah Powers is absent today.

1  
0 Guests Present: None

1 1.0 OPENING PROCEDURES

2  
1 1.1 President calls meeting to order

3 Natalie calls the meeting to order at 5:43 P.M.

4 1.2 Teaching Point

5 Drive tips and reminders

6 1.3 Check In, Kudos, Celebrations

7  
1 2.0 PRELIMINARIES

8  
1 2.1 Approve the [Agenda](#)

9  
2 **MOTION:** Natalie moves to approve the meeting agenda. Phil seconds.

0 All are in favor and the agenda is approved.

2 2.2 Approve the previous months [Minutes](#)

1  
2 **MOTION:** Laurie moves to approve the May minutes. Scott seconds. Motion passed with a 4-0-1 vote, Phil  
2 abstains.

2  
3 2.3 Share written correspondence with board

4 A co-op owner emailed the BOD about a potential site on Mangrove Avenue for the relocation.

5 2.4 Choose Facilitator and Process Guardian

2  
6  
2  
7  
2  
8  
2  
9  
3  
0  
3  
1  
3  
2  
3  
3  
3  
4  
3  
5  
3  
6  
3  
7  
3  
8  
3  
9  
4  
0  
4  
1  
4  
2  
4  
3  
4  
4  
5  
4  
6  
4  
7

Natalie volunteers to be the Facilitator; Scott volunteers to be the Process Guardian.

2.5 Comments from attendees other than board members (3 minutes each) - none

### 3.0 EDUCATION

3.1 Committee Reports and Calendaring Exercise (30 minutes)

[Committee Charter Quick Reference](#)

[Full Description of Committee Charters](#)

#### a. Finance

Scott reported the Finance Committee met on 6/21 and discussed the patronage refund to owners. The option of increasing the minimum payout amount from \$2 was considered. The committee was in agreement that the Patronage Refund, as proposed by management, be recommended for BOD approval at this month's meeting .

**MOTION:** Scott read the following motion, which is the recommended language from Wegner CPA for BOD approval of our 2016 patronage refund distribution.

*“Chico Natural Foods Cooperative declares a patronage dividend on the portion of its 2015 net income allocated to its members. 20% of the dividend shall be disbursed to the members in a form substantively equivalent to cash, and 80% of the dividend shall be retained by the cooperative indefinitely. The dividend shall be comprised of the entire amount of the cooperative's 2015 net income allocated to its members, reduced by the stipulation that no member shall receive a disbursement of less than \$2.00.”*

Natalie Seconds. All are in favor and motion is passed.

The committee reviewed its tasks in charter, with the addition of a set of completion times for the tasks. The committee was to start looking at BOD related expenses for 2017 budgeting. Scott encouraged the board and committees to think of ways to further enhance the board’s performance with our orientations, ongoing trainings, retreat time, or other suggestions, with the goal of maximizing our investment in governance, as well as any increased support in the budget. We are on track to slightly exceed the amount budgeted for 2016 on this item.

**ACTION ITEM:** The finance committee will provide a recommendation, at the next scheduled BOD meeting in August, as to the amount to budget in 2017 for BOD expenses.

#### b. Governance

Could not finalize the relocation policy or create a monitoring schedule yet, as we are waiting for an updated pro forma on the relocation in order to inform the policy.

4  
8 c. Owner/Community Engagement  
4

9 **ACTION ITEM:** Contact Joey to have him send board members upcoming events, potential  
5 community engagement activities, and contact information for the upcoming months.  
0

5 **ACTION ITEM:** Post BOD Meeting on social media and website and explore other routes to make  
1 meetings and agendas more visible to the public.  
5

2 **ACTION ITEM:** Create a google document that tracks board outreach opportunities for planned events,  
5 to be updated monthly. Also create a sign-up sheet for board members to hold them accountable to be at  
3 specific events.  
5

4 e. Dev./Nom-Elect

5 Seana volunteers to be on Dev./Nom-Elect committee.

5 Board should be thinking of possible candidates for upcoming election. During the month of July the  
5 board should develop a list of potential nominees.  
6

5 **ACTION ITEM:** Natalie will send out an email to schedule a “list making day” for candidates.  
7

5 3.2 Retreat Debrief  
8

5 **ACTION ITEM:** Directors individually modify the Capital Campaign Caller Script to share ideas.  
9  
6

0 4.0 BOARD DECISIONS  
6

1 4.1 Accept [GM Reporting Package](#)  
6

2 4.2 [GM Monthly Written Report](#)  
6

3 a. [April 2016 Owner Report](#)

6 In the owner report, Scott noticed that there is no data about the average basket. Liza agrees this is useful  
4 information to include alongside the transaction count data.  
6

5 4.3 [April 2016 Prelims](#)  
6

6 **MOTION:** Scott moves to accept the GM Reporting Package. Laurie Seconds. All are in favor and the motion  
6 is passed.  
7

6 4.4 BOD Elections 2016

8 Board needs to create a list of nominees in order to start moving on that process. This is an important effort to  
6 ensure that we have qualified BOD candidates to fill the open seats in the election.  
9

7 4.5 Closed Session Recording Practices

0

7 What should the board be doing to maintain a proper record of what happens in closed sessions? An  
1 understanding was reached that the Secretary be appointed the task of emailing the scribe any decisions that  
7 were made in closed session which are relevant for inclusion in the minutes.

2

7 4.6 Governance Committee Document Changes

3

7 [Proposed Changes to BOD Monitoring and Committee Charters](#)

4

7 **MOTION:** Scott moves to approve changes brought to board for committee charters. Laurie seconds. All are in  
5 favor and the motion is passed.

7

6 4.7 Annual Meeting Date and Calendaring Connection

7

7 **ACTION ITEM:** Laurie will contact CARD, ARC, Subud Hall, and Chico Women's Center for cost and  
7 availability of places for the annual meeting.

8

7 **ACTION ITEM:** Add to the Outreach Committee Charter the task to verify the Co-op has secured a location  
9 for all owner annual events, as soon as possible after the BOD's annual calendar approval in January.

8

0

8 5.0 SELF-MONITORING -- BOARD MONITORING REPORTS

1

8 5.1 [Board Monitoring Reports](#)

2

8 **ACTION ITEM:** Governance Committee to look at C8-2b in the board monitoring reports

3

8 6.0 CLOSING

4

8

8 6.1 Review [Action Items](#), Decisions, Tasks, Assignments

5

8

6

8 6.2 Next meeting (August 31) topics: Capital campaign and BOD elections

7

8 6.3 Debrief/ Evaluate Meeting

8

8

8

9

9

0

9

1

0

9

1

0

9

1

**MOTION:** Laurie moves to nominate Seana for Secretary. Scott Seconds. All are in favor and the motion is passed.

9  
2  
9  
3  
9  
4  
9  
5  
9  
6  
9  
7  
9  
8  
9  
9  
1  
0  
0  
1  
0  
1  
1  
0  
2  
1  
0  
3  
1  
0  
4  
1  
0  
5  
1  
0  
6  
1  
0  
7  
1  
0  
8  
1

6.5 Adjourn Meeting

**MOTION:** Natalie moves to adjourn. Scott seconds. All are in favor and the meeting is adjourned at 8:54 P.M.

**Summary of Decisions**

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

**MOTION:** Laurie moves to approve the May minutes. Scott seconds. Motion passed with a 4-0-1 vote, Phil abstains.

**MOTION:** Scott read the following motion, which is the recommended language from Wegner CPA for BOD approval of our 2016 patronage refund distribution.

*“Chico Natural Foods Cooperative declares a patronage dividend on the portion of its 2015 net income allocated to its members. 20% of the dividend shall be disbursed to the members in a form substantively equivalent to cash, and 80% of the dividend shall be retained by the cooperative indefinitely. The dividend shall be comprised of the entire amount of the cooperative's 2015 net income allocated to its members, reduced by the stipulation that no member shall receive a disbursement of less than \$2.00.”*

Natalie Seconds. All are in favor and motion is passed.

**MOTION:** Scott moves to accept the GM Reporting Package. Laurie Seconds. All are in favor and the motion is passed.

**MOTION:** Scott moves to approve changes brought to board for committee charters. Laurie seconds. All are in favor and the motion is passed.

**MOTION:** Laurie moves to nominate Phil for Vice President. Scott Seconds. All are in favor and the motion is passed.

**MOTION:** Laurie moves to nominate Seana for Secretary. Scott Seconds. All are in favor and the motion is passed.

**ACTION ITEM:** The finance committee will provide a recommendation, at the next scheduled BOD meeting in August, as to the amount to budget in 2017 for BOD expenses.

**ACTION ITEM:** Contact Joey to have him send board members upcoming events, potential community engagement activities, and contact information for the upcoming months

0 **ACTION ITEM:** Post BOD Meetings on social media and website and find other routes to make meetings and  
9 agenda more visible to public.

1  
1 **ACTION ITEM:** Create a google document that tracks board outreach opportunities for any planned events to  
0 be updated monthly. Also create a sign-up sheet for board members to hold them accountable to be at events

1  
1 **ACTION ITEM:** Natalie will send out an email to schedule a “list making day” for candidates.

1  
1 **ACTION ITEM:** Directors individually modify the Capital Campaign Caller Script to share ideas.

1  
2 **ACTION ITEM:** Laurie will contact CARD, ARC, Subud Hall, and Chico Women’s Center for cost and  
1 availability of places for the annual meeting.

1  
3 **ACTION ITEM:** Add to the Outreach Committee Charter the task to verify the Co-op has secured a location  
1 for all owner annual events, as soon as possible after the BOD’s annual calendar approval in January.

1  
4 **ACTION ITEM:** Governance Committee to look at C8-2b in the board monitoring reports

1  
1  
5  
1  
1  
6  
1  
1  
7  
1  
1  
8  
1  
1  
9  
1  
2  
0  
1  
2  
1  
1  
2  
3  
  
5  
1

