

## CHICO NATURAL FOODS COOPERATIVE BOARD OF DIRECTORS' MEETING

Venue or Virtual Link:

<https://zoom.us/j/94659290864?pwd=https://zoom.us/j/94659290864?pwd=YkF0bTR0ODBOSlkzclUySEFCMTZudz09VkF0bTR0ODBOSlkzclUySEFCMTZudz09>

Tuesday, May 24, 2022, 6:00 to 8 PM

Present: Kathy Faith, Dale Rudesill, Liza Tedesco, Lauren Kennedy (scribe), Steven Zlotowski, Maggie Zlotowski, Angelina Brittain-Rasmussen

|    | Time | Topic and Intended Outcome  | Action  | Who   |
|----|------|---|---|---|
| 20 | 6:00 | <b>Welcome and Check-in</b><br><i>Build Community/ Connection</i> | <ul style="list-style-type: none"> <li>● Welcome and Introduction to this special meeting with new members.</li> <li>● Check-In:               <ul style="list-style-type: none"> <li>○ How are you feeling and functioning right now?</li> <li>○ Why did you join the board?</li> </ul> </li> </ul>  | Kathy (president)<br><br>Dale (facilitator) |
| 15 | 6:20 | <b>Opening Procedures</b><br><i>To get on the same page.</i>      | <ul style="list-style-type: none"> <li>● Call the meeting to order..<br/><i>Kathy calls to order at 6:32pm</i></li> <li>● Recruit a timekeeper, stack taker and notetaker.<br/><i>Notetaker Lauren, Stack Taker Maggie</i></li> <li>● Appoint Maggie Zlotowski and Angelina Brittain-Rasmussen to temporary seats on the board until election takes place as per CNF Bylaws Article IV: 4.10. <i>Motion and second.</i><br/><i>Kathy so moves, Lauren second unanimous approval</i></li> <li>● Quorum?<br/><i>yes</i></li> <li>● Approve previous month's minutes: <a href="#">APRIL 2022 Minutes: May 3</a> <i>(Requires motion, 2nd &amp; vote.)</i> <u><i>new members can abstain</i></u><br/><i>Kathy so moves, Dale Seconds, Lauren yes, Maggie abstain,</i></li> <li>● Approve this agenda.<br/><i>(Requires motion, 2nd &amp; vote.)</i><br/><i>Kathy so moves, Dale seconds, Lauren approve, Maggie approve, Angelilna abstain</i></li> <li>● Review previous month's <a href="#">action items</a>. <u><i>new members can abstain</i></u></li> <li>● GM or officers share any written correspondence with the board.</li> <li>● Welcome comments from attending owners, if any (3 min each).</li> </ul> | Kathy<br>Dale                               |

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|----|------|--|---|-----------------|
| 15 | 6:35 | <b>Special Items/Focus</b>   | <ul style="list-style-type: none"> <li>• Orient about Policy Governance (brief intro with Q/A)) and Consensus Meeting Process as we move through the agenda.</li> </ul>   | Dale and Lauren |
| 25 | 6:50 | <b>GM: Monthly Operational Report</b><br><br><b>GM: Accountability &amp; Policy Monitoring</b><br><i>To track ends (A) and executive limitations (B)</i> | Share recent information and answer questions about progress towards ends and limitations.<br><br>GM: B 1<br><b>Vote &amp; record</b><br>Vote to accept interpretation if in compliance.<br>Vote to accept interpretation with plan for compliance. Rate severity of non-compliance (1.1, 1.2, 1.5)<br><i>Dale so motions, Kathy seconds, unanimous approval. (medium severity)</i>                                 | Liza (GM)       |
| 10 | 7:15 | <b>Board Self-Monitoring</b>   | Governing Style: <a href="#">Recent version draft 2022 Board Self-Monitoring</a> <ul style="list-style-type: none"> <li>• C1: Governing Style</li> <li>• C2: The Board's Job</li> </ul>   | Kathy           |
| 15 | 7:25 | <b>Current and New Business</b>  | <ul style="list-style-type: none"> <li>• Remodel Update</li> <li>• 2021 Investment Shares Dividends Resolution Declaration</li> </ul> <i>Kathy moves to approve the <b>Investment Shares Dividends Resolution Declaration</b>. Dale seconds. Unanimously passes.</i><br><br><i>Lauren moves to appoint Dale Rudesill as Secretary of the Board of Directors, Kathy Seconds, unanimous approval, no abstentions.</i> | Liza            |
| 10 | 7:40 | <b>Committee Reports/Updates</b>   | <ul style="list-style-type: none"> <li>• Community Engagement</li> <li>• Governance (New director orientation)</li> <li>• Finance</li> <li>• Elections</li> <li>• GM Compensation</li> </ul>  | Laurie          |
| 15 | 7:50 | <b>Board Education</b>   | Upcoming board orientation: Discuss timing, format and options.<br><b>Resources:</b> <ul style="list-style-type: none"> <li>• Culminate advisor, Todd Wallace</li> <li>• <a href="#">Training &amp; Events – Columinate</a></li> <li>• <a href="#">Policy Governance Quick Guide – Columinate</a></li> <li>• <a href="#">Virtual CBL 101 – Columinate</a> July (whole board?)</li> </ul>                            | Kathy and Liza  |
| 10 | 8:05 | <b>Closing Procedures and Check-out</b>  | <ul style="list-style-type: none"> <li>• <a href="#">Review new action items</a></li> <li>• Review decisions (voting items notated in red).</li> <li>• Next meeting topics / board calendar.</li> <li>• Round of insights: What did you observe, discover or appreciate.</li> <li>• Need anything?</li> </ul> <i>Next board meeting scheduled for July 5 6pm</i>  | Dale            |

|  |      |                        |                               |       |
|--|------|------------------------|-------------------------------|-------|
|  | 8:15 | <b>Adjourn Meeting</b> | <i>Meeting adjourned 8:34</i> | Kathy |
|--|------|------------------------|-------------------------------|-------|