

1 CHICO NATURAL FOODS COOPERATIVE  
2 Board of Directors Meeting  
3 Peace and Justice Center  
4 January 28, 2015 5:30-7:30 pm  
5

6 Attendees: President Julia Murphy, Secretary Phil Weintraub, Treasurer Scott Richman, Board Members  
7 Alec Binyon, Natalie Carter, and Laurie Niles, General Manager Liza Tedesco, Scribe Vincent Portillo, and  
8 Dylan Tellesen of Marketing Department.

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10 Absent: Vice President Olivia Peters-Lazaro

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12 Guests Present: none.

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14 1.0 OPENING PROCEDURES

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16 1.1 President calls meeting to order  
17 Julia calls the meeting to order at 6:05 P. M.

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19 1.2 Check In, Kudos, Celebrations  
20 CNFC wins DCBA Kudos Award. Nice!

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22 2.0 PRELIMINARIES

23  
24 2.1 Approve the Agenda

25 **MOTION:** Julia moves to approve the April agenda. Natalie seconds. All are in favor and the agenda is  
26 approved.

27  
28 2.2 Approve the previous months Minutes

29 **MOTION:** Alec moves to approve the March minutes. Julia seconds. All board members are in favor  
30 and the minutes are approved. The Scribe emails the approved minutes to the MM.

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32 2.3 Share written correspondence with board

33 The board has received a thank you note.

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35 2.4 Choose Process Guardian

36 Julia volunteers to be the Facilitator; Alec volunteers to be the Process Guardian.

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38 2.5 Comments from attendees other than board members (3 minutes each)

39 none.

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41 3.0 BOARD RESEARCH AND DEVELOPMENT

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43 3.1 Committee Reports

44 3.2 Board Development: [Nomination/Election](#) timeline. Board Development did not meet in April. Board  
45 members are asked to read thru CNFC member list to find future board members. Dylan suggests he can  
46 help the board gain access to the member list. Laurie will create a word doc to be shared amongst the  
47 members of the board to list potential board members.  
48

49 3.3 Governance Committee: [Relo Policy](#) so far. The committee met twice in April. Julia reports that the  
50 work continues. Scott reports that he and Phil as the Finance Committee met and looked at the 2015  
51 quarterly projections. It may be that the Finance Committee meets with Rick. Laurie will start email  
52 conversion with Rick to set date to meet with board.  
53

#### 54 3.4 FAQ Session

55  
56 3.5 Generate Draft FAQs for Relo. The board is concerned with being able to answer public questions  
57 concerning the coop move. Dylan is here to offer the board support concerning the production of a common  
58 message on the CNFC move.  
59

60 3.6 Role-play Questions/Answers. [The board generates questions and answers](#), which will be fed to  
61 Marketing Department to draft common message.  
62

#### 63 3.7 FYI for Preferred Shares versus Member Loans

64 Julia leads discussion on the difference between Shares and Loans using PDF information. The conversation  
65 focuses on the complexities concerning fundraising in order to fund the CNFC move. Laurie suggests the  
66 possibilities of extra board meetings concerning store relocation.  
67

68 3.7 FYI for Steps to amend Articles of Incorporation and Bylaws. (tabled until May)  
69

### 70 4.0 BOARD DECISIONS

71  
72 4.1 Development Committee: 2nd [Draft Goals 2015](#)

73 4.2 GM Monitoring Reports

74 a. [February Financial Package](#)

75 i. February Prelims

76 ii. February Owner Report

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78 Julia leads the board in the review of the February Financial package.  
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80  
81 b. [GM Monthly Written Report](#)

82 i. Policy Gov Report B5 Treatment of Customers

83 Liza leads a discussion of B5.

84  
85 **MOTION:** JULIA moves to approve B5. Alex seconds. All are in favor and Policy

86 Governance Report B5 is approved.  
87

- 88 ii. Monthly Written Report  
89 iii. Owner Capital Presentation on Preferred Shares versus Member Loans  
90 iv. Coop U Customer Complaints  
91 v. Coop U Shoplifting Prevention  
92 vi. Coop U Course Descriptions  
93 vii. Food for Thought, New Hires  
94 viii. Theft & Shoplifting Policy for New Hires  
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98 4.3 [Board monthly monitoring report](#)

99 Julia leads the board through a review of the Board monthly monitoring report.

100 **MOTION:** Scott moves to approve the Board Monthly monitoring report. Julia seconds. All are in favor  
101 and the Board Monthly Monitoring Report is approved.  
102

103 5.0 CLOSING

104 5.1 Review: [Action Box Items](#), Decisions,  
105

106 5.2 Upcoming Board Meeting: [Board Calendar](#),  
107

108 5.3 Debrief & Evaluate Meeting (+/ delta)  
109

110 5.4 Open Forum  
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112 5.5 Adjourn Meeting  
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114

115 **MOTION:** Julia moves to adjourn meeting. Natalie seconds. All are in favor and the meeting is adjourned at  
116 8:15 PM.  
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118 SUMMARY OF DECISIONS

- 119 1. **MOTION:** Julia moves to approve the April agenda. Natalie seconds. All are in favor and the  
120 agenda is approved, lines 25-26.  
121 2. **MOTION:** Alec moves to approve the March minutes. Julia seconds. All board members are in  
122 favor and the minutes are approved, lines 29-30.  
123 3. **MOTION:** Julia moves to approve B5. Alex seconds. All are in favor and Policy Governance  
124 Report B5 is approved, lines 85-86.  
125 4. **MOTION:** Scott moves to approve the Board Monthly monitoring report. Julia seconds. All are in  
126 favor and the Board Monthly Monitoring Report is approved, lines 100-101.  
127 5. **MOTION:** Julia moves to adjourn meeting. Natalie seconds. All are in favor and the meeting is  
128 adjourned at 8:15 PM, lines 115-116.  
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