## CHICO NATURAL FOODS COOPERATIVE BOARD OF DIRECTORS' MEETING MINUTES

**Venue or Virtual Link:** 

 $\frac{https://zoom.us/j/94659290864?pwd=https://zoom.us/j/94659290864?pwd=VkF0bTR0ODBOSlkzclUySEFCMTZudz09VkF0bTR0ODBOSlkzclUySEFCMTZudz09}{FCMTZudz09VkF0bTR0ODBOSlkzclUySEFCMTZudz09}$ 

## January 25, 2023, 6-8 PM (5:30 to 9 PM Zoom room open)

2023 Annual Governance Schedule.xlsx

## Present:

	Time	Topic and	Action					
		Intended Outcome	2022 Annual Governance Schedule					
15	6:00	Welcome and	Welcome: Welcome Holly Riggs as guest.	Kathy				
		Check-in	Check-In:	(president)				
		Build Community/ Connection	O How are you feeling and functioning right now?	Dale				
			<ul> <li>Questions or comments before we begin?</li> </ul>	(facilitator)				
10	6:15	Opening	• Call the meeting to order. <i>Meeting called at 6:20PM</i> .	Kathy				
		Procedures To get on the same page.	Recruit a timewatcher.	Dale				
			• Approve Consent Agenda: <i>Via email 1/31/23 Dale moves and</i>					
			Kathy seconds the approval of the consent agenda: Board votes					
			in favor; 1 abstention.					
			o Previous month's minutes: Nov minutes BOD 2022					
			<ul> <li>This Meeting Agenda.</li> </ul>	Kathy				
			Report decisions made by email: <i>None</i>					
			• Review previous month's <u>action items</u> . Refer to the bottom of					
			Governance Calendar to TAB 2. <i>Progress or completion</i>					
			reported on action Items.					
			GM or officers share any written correspondence with the board.					
			• Welcome comments from attending owners, if any (3 min each).					
30	30 6:25 GM: Monthly GM Monitoring based on Execution 6:25		<b>GM Monitoring based on Executive Limitations: Policy Governance</b>	Dale				
		Operational	Monitoring Report					
		Report	DO F. CMC . 17 . 1 . 1 . 1 . 1 . 1 . 1 . 1 . 1 .					
		GM:	B9 - Emergency GM Succession: Via email vote concluded 1/31/23: Kathy moves and Dale seconds the board approval of GM report as					
		Accountability &	fully compliant. Board votes in favor; 1 abstention.					
		July complaint. Dourd votes in Javor, 1 dostention.						
		Policy Monitoring						
		Remodel update?						
		https://drive.google.com/drive/folders/1hadDzSNOngD66ZmVMBv6						
		<u>eI9ufvW7QbWs</u>						

25	6:55	Board Work Cycle and Self-Monitoring	<ul> <li>Work Cycle:         <ul> <li>Generative Strategic Conversations: Annual Retreat LIFT-UPS: purpose: to share thoughts and feelings, focus, innovate.</li> <li>Review and revise the governance calendar. Kathy completed.</li> </ul> </li> <li>Board Self-Monitoring:         <ul> <li>Global Governance Commitment: Acting on behalf of our owners, the Board ensures the success of the cooperative by working together effectively, empowering and holding accountable professional management, providing strategic leadership for our cooperative, and perpetuating our democratic organization.</li> </ul> </li> <li>We agreed we are doing well enough with all parts. We feel our growing edge is in regard to working to improve our ability to provide strategic leadership. Much of our work is happening within the CEC. We are building on our team work with operations. Email vote 1/31/23 agreement, 1 abstention.</li> </ul>	Kathy
15	7:20	Committee Reports/Updates	<ul> <li>Community Engagement (CEC): (Valerie, Maggie, Peter, Dale, Kathy and staff: Liza and Joey)         <ul> <li>Nomination/Elections: (temporarily within the CEC)</li></ul></li></ul>	Valerie/Dale  Dale  Kathy Kathy
5	7:35	Current and New Business	Recruit Candidates: JAN - APRIL ( See above CEC ) This is the focus of the CEC but it is also each board member's responsibility!  Lisa Furr appointed to vacant director seat via email vote 1/29/23. Peter moves to appoint Lisa Furr to CNFC Board of Directors, Kathy seconds, passes with 1 abstention.	Kathy

5	7:40	Board Education	What's needed?	Kathy/Dale
15	7:45	Closing Procedures and Check-out	<ul> <li>Review new action items (Scribe reads)</li> <li>Review decisions (voting items notated in red). (Scribe reads)</li> <li>Next meeting topics / refer to board calendar.</li> <li>Round of insights about our meeting process: What did you observe, discover or appreciate.</li> <li>Need anything?</li> </ul>	Dale
	8:00	Adjourn Meeting	Meeting adjourned 7:30	Kathy

	2020	2021		2022	2023	
	2020	2021		2022	2023	
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BOD Insurance	\$ 1,769	\$ 1,840	Ş	2,053	1977	
Leadership Development	\$ 7,000	\$ 7,275	\$	7,450	7650	
Scribe	\$ 570	\$ 308				
Technology:						
Gsuite	\$ 135		\$	1,685	1800	Assume \$150/month
Zoom			\$	110	0	Store will have accoun
Online Voting	\$ 200	\$ 176				
Meeting Expense	\$ 100					
Other	\$ 338		\$	243	250	To be safe
BOD Discounts			\$	2,800	3000	
	\$ 10,112	\$ 9,598	\$	14,341	14677	

2023 CNF BO	ard of Directors' Retreat Draft Plan	Jan 21, 2023 9AM-3PN						
PART 0 - OUR What do we st	WHY - (Jamboard?) What's bringing us tand for?	together (as individuals)?						
PART 1 -Our C	urrent Reality							
Society								
Co-op								
Commu	nity							
PART 2 - Whe	re do we want to go?							
Horizon	Horizon 1 - Defend and Extend the current business - our current focus							
Remode	l - why are we doing this							
Connect	Connect the dots							
PART 3 -								
contribution? F	ooard do? How can the board help? How down can the board have a bigger impact in plement our "why" or what we stand for standard f	n the larger community?						
How to add in o	our role in the larger co-op community?	- Connects to our WHY -						

POST-Retreat Follow up - Board Meeting FEB 1