CHICO NATURAL FOODS COOPERATIVE BOARD OF DIRECTORS' MEETING AGENDA MINUTES

Venue or Virtual Link:

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

FEBRUARY 22, 2023, 6-8 PM (5:30 to 9 PM Zoom room open)

2023 Annual Governance Schedule.xlsx

Present:

	Tim	Topic and	Action	Who
	e	Intended Outcome	2022 Annual Governance Schedule	
	5:30	Available Zoom	Get on early enough to get into Zoom and ask for whatever help you	
	1	room set up time	need. Be sure you can access the February Agenda with live links in	
	6:00		Google Drive. Folder sequence: Shared drive → BOD → Board	
			Meetings \rightarrow Monthly BOD agenda and minutes \rightarrow 2023 \rightarrow	
			February 2023	
10	6:00	Welcome and	Welcome	Kathy
		Check-in	Check-In:	(president)
		Build Community/	• Attending: Directors: Dale, Peter, Lisa, Kathy, Maggie.	
		Connection	 How are you feeling and functioning right now? 	Dale
			 Questions or comments before we begin? 	(facilitator)
10	6:10	Opening	Meeting called to order: 6:11pm.	Kathy
		Procedures	Recruit a timewatcher.	Dale
		To get on the	 Approve Consent Agenda: Dale moves to approve the consent 	
		same page.	agenda/ Peter seconds. All approve/1 abstention.	
			 Previous month minutes: <u>Minutes JAN Board 2023</u> 	
			 This Meeting Agenda. 	
			Decisions made by email report:	
			 Dale moves to approve the The Board Consent Agenda: 	Kathy
			includes both previous months' minutes: Nov minutes	
			BOD 2022 and Meeting Agenda for Jan 25. 2023.	
			Kathy seconds it. All in favor.	
			 Kathy moves to approve the GM report as presented 	
			as fully compliant for Policy B9 – Emergency GM	
			Succession. Dale seconds. All in Favor.	
			 Board Self-Monitoring: C- Global Governance 	
			Commitment: 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. All in favor of this assessment. Peter moves to appoint Lisa Furr to fill a vacant seat on the board until our next elections as per our policy. Kathy Seconds. All in favor. Review previous month's action items. Bottom TAB 2. (scribe reads) GM or officers share any written correspondence with the board. Welcome comments from attending owners, if any (3 min each). 	
30	6:20	GM: Monthly Operational Report GM: Accountability & Policy Monitoring	GM Monitoring based on Executive Limitations: Policy Governance Monitoring Report B – Global Executive Constraint B1 – Financial Condition and Activities Kathy moves to accept the GM Monitoring Report B and B1 reports in compliance as reported by Liza with the exception of B1- Global 1b, 1.1, 1.2, B1.5. Dale requests that we accept the additional language by Kathy in regards to rationales and plans in place by GM. Lisa seconds. Motion passes with no objections. Remodel update: supply and construction delays moving the date further into the future.	Liza (GM)
15	6:50	Board Work Cycle and Self-Monitoring	 Work Cycle focus: none Self-Monitoring: C8 – Governance Investment Board Process C8: We're doing OK. We can do more using Columinate resources. Columinate Events and Library Resources Columinate 	Kathy/Liza

5	7:05	Board Education	What do you need to do your job better? Favorite Columinate events and trainings: Governance for Co-op and Nonprofit Boards Part 1 – Columinate https://columinate.coop/governance-for-co-op-and-nonprofit-boards-part -2/ https://columinate.coop/building-a-strong-top-leadership-team/ https://columinate.coop/building-a-positive-board-performance-culture- 1-of-2/ https://columinate.coop/building-a-positive-board-performance-culture- 2-of-2/	Kathy/Dale /Liza
15	7:10	Committee Reports/Updates	 Owner/Community Engagement (CEC) (Valerie, Maggie, Peter, Dale, Kathy and staff: Liza and Joey) Annual Meeting venue updates - Burns-Blossom farms simple meal, more discussion needed about theme, speakers, format of meeting, etc. Nomination/Elections: (Within the CEC) Continue aligning Elections with the ongoing membership drive and member meeting. Recent meeting notes: Minutes of JAN and FEB meetings Next CEC meeting date: FEB 17, 12:15-1:30 Finance: Board Budget 2023 Dale agrees to be the finance committee chair and treasurer until we get someone else. CNFC Executive: Officers: Kathy, Dale and Peter Governance: Kathy, Dale 	Team, Liza O Steve/Dale Kathy
20	7:25	Current and New Business	 Annual Owner Meeting: Planned for first or second weekend in May Media (website,etc): we need timely, informative and catchy pieces for website. Can the Board make a commitment for Board Monthly Blog and short pithy tid-bits? Website improvement research and ideas: We should look at other web sites of similar size cooperatives and look for realistic financial costs for modest improvements. 	Liza /CEC Kathy Dale
15	7:45	Closing Procedures and Check-out	 Review new action items (Scribe reads) Review decisions (voting items notated in orange). (Scribe reads) Next meeting topics / refer to board calendar. Round of insights: What did you observe, discover or appreciate. Need anything? 	Dale

8:00	Adjourn	Kathy adjourns the meeting at 8:01 pm	Kathy
	Meeting		