

## CHICO NATURAL FOODS COOPERATIVE BOARD OF DIRECTORS' MEETING

### MINUTES OF ON-LINE MEETING

Wednesday July 27, 2022, (6-8) 5:30 to 9 p.m.

[2022 Annual Governance Schedule](#)

Present: Angelina, Dale, Kathy, Lauren, Liza, Peter, Steve, Maggie and Jana as Scribe

	Time	Topic and <i>Intended Outcome</i>	Action	Who
10	6:00	<b>Welcome and Check-in</b> <i>Build Community/ Connection</i>	<ul style="list-style-type: none"> <li>● Welcome</li> <li>● Check-In:               <ul style="list-style-type: none"> <li>○ How are you feeling and functioning right now?</li> <li>○ Questions or comments before we begin?</li> </ul> </li> </ul>	Kathy (president)  Dale (facilitator)
10	6:10	<b>Opening Procedures</b> <i>To get on the same page.</i>	<ul style="list-style-type: none"> <li>● Called the meeting to order at 6:20 p.m.</li> <li>● Recruited a timewatcher, <i>Peter Ratner</i>.</li> <li>● Approve previous month's minutes: <a href="#">Minutes JUNE Meeting (7/5/22)</a> Motion to approve Kathy Faith, second Dale Rudesill. <i>Peter Ratner abstains. None opposed, motion passed.</i></li> <li>● Approve this agenda. <i>Motion to approve Dale Rudesill, second Peter Ratner. None opposed, motion passed.</i></li> <li>● Reviewed previous month's <a href="#">action items</a>. <i>Action items reviewed.</i></li> <li>● GM or officers shared any written correspondence with the board.</li> </ul>	Kathy Dale

25	6:20	<p><b>GM: Monthly Operational Report</b></p> <p><b>GM: Accountability &amp; Policy Monitoring</b>  <i>To track ends (A) and limitations (B)</i></p>	<p>Shared recent information and answered questions about progress towards GlobalEnds (A) and Executive Limitations (Bs).</p> <p><b>GM Monitoring based on Executive Limitations: Policy Governance Monitoring Report B7- Communication to the Board</b></p> <p><b>Vote &amp; record</b>  Voted to accept interpretation as in compliance. <i>Dale motions to accept GM Monitoring report B7 interpretation as compliant, Lauren seconds. None opposed, motion passed. Notated in 2022 GM Monitoring Summary Table.</i></p> <p><b>Remodel update!</b> <i>Liza updates positive feedback from customers and staff. Great appreciation expressed for staff.</i></p>	Liza (GM)
15	6:45	<p><b>Board Work Cycle and Self-Monitoring</b></p>	<p><b>Work Cycle focus:</b></p> <ul style="list-style-type: none"> <li>• <b>Generative/ Strategic Conversations</b></li> <li>• Ongoing: Annual Meeting of Members</li> </ul> <p><b>Self-Monitoring for July Board Process Policies (C's): (see below Board Education/orientation):</b></p> <ul style="list-style-type: none"> <li>• C5: Directors' Code of Conduct</li> <li>• C6: Officers' Roles</li> </ul>	Kathy
15	7:00	<p><b>Current and New Business</b></p>	<p>BOD term lengths and election cycle. <a href="#">2023 forward Board election Ideas.xlsx</a></p> <ul style="list-style-type: none"> <li>• Assign Officers (Kathy Faith, President, Peter Ratner, Vice President, Dale Rudesill, Secretary, Treasurer still pending)</li> </ul>	Kathy
15	7:15	<p><b>Committee Reports/Updates</b></p>	<ul style="list-style-type: none"> <li>• <b>Community Engagement</b> (Annual Member Meeting) Possible topic: Community Mural project. Chair volunteer?</li> <li>• <b>Governance</b> (New director orientation) Update and invitation to join!</li> <li>• <b>Finance:</b> Steve will chair the finance committee.</li> <li>• <b>Elections:</b> Need to align Elections with the ongoing membership drive.</li> <li>• <b>GM Compensation:</b> ad hoc committee members are Kathy, Dale and Peter. Columinate webinar available <a href="#">Navigating the GM Compensation &amp; Evaluation Processes – Columinate</a></li> </ul>	Kathy

20	7:30	<b>Board Education</b>	<ul style="list-style-type: none"> <li>● <b>Upcoming board retreat:</b> Discussed desired timing, format and options in general.</li> <li>● <b>Board Orientation:</b> Discussed how to have the initial orientation that we have not had yet that would answer basic questions left after the CBL 101 overview of PG. <ul style="list-style-type: none"> <li>○ Orientation planning includes Board Process Policies from June: C4: Board Meetings C7: Board Committee Principles and the “Whats and How To’s” of the board work as an entity and as the monitor of GM.</li> <li>○ <a href="#">Sample topics</a></li> </ul> </li> </ul>	Kathy and Liza
15	7:50	<b>Closing Procedures and Check-out</b>	<p><a href="#">Review new action items</a> Scribe read.</p> <ul style="list-style-type: none"> <li>● Reviewed decisions (voting items notated in red). <i>Scribe read.</i></li> <li>● Next meeting topics / refer to <a href="#">board calendar</a>. D-Global Board-Management Connection and D1-Unity of Control.</li> <li>● Round of insights: What did you observe, discover or appreciate.</li> </ul>	Dale
	8:05	<b>Adjourn Meeting</b>	Kathy adjourns meeting 7:44 p.m.	Kathy