

1 CHICO NATURAL FOODS COOPERATIVE
2 Board of Directors Meeting
3 635 Flume St. Chico, CA 95918
4 June 28th, 2017 5:30p.m.
5

6 Attendees: President Laurie Niles, Secretary Seana Watkins, Treasurer Scott Richman, Lauren Kennedy,
7 Peter Ratner, new board member Topher Dalton, Interim GM successor John Campbell, Scribe Blake Ellis.
8

9 Absent: GM Liza Tedesco, V.P. Phil Weintraub
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11 Guests Present: Florin Barndhart
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14 1.0 OPENING PROCEDURES
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16 1.1 President calls meeting to order
17 Laurie calls the meeting to order at 5:32 p.m.
18

19 1.2 Teaching Point
20

21 1.3 Check In, Kudos, Celebrations
22

23 1.4 Welcome New Board Member
24

25 Topher Dalton is welcomed to his first board meeting as a director. Topher received the recommendation of
26 the Development/Nominations Committee following interviews with applicants by a panel of directors. The
27 board voted by email June 17-18 and all were in favor of Topher filling the vacant seat.
28

29 2.0 PRELIMINARIES
30

31 2.1 Choose Facilitator and Process Guardian
32

33 Scott volunteers to be Process Guardian and Laurie to be the Facilitator
34

35 2.2 Approve previous month's [Minutes](#)
36

37 **MOTION:** Seana moves to approve the May '17 Minutes. Peter seconds. All are in favor and the motion is
38 passed.
39

40 2.3 Approve the [Agenda](#)
41

42 **MOTION:** Seana moves to approve the meeting agenda. Laurie seconds.

43 All are in favor and the agenda is approved.

44
45 2.4 Share written correspondence with board - None to share at this time.

46
47 2.5 Comments from attendees other than board members

48
49 Florin suggests the Co-op table at the Saturday and Wednesday farmer markets and consider the Bicycle
50 Benefits program found at the Ashland Food Co-op where members buy a sticker to put on helmet and if they
51 display the sticker they get a discount.

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54 3.0 BOARD DECISIONS

55
56 3.1 Accept [GM Reporting Package](#)

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58 **MOTION:** Scott moves to accept the GM Reporting Package for June '17. Lauren seconds. All are in favor
59 and motion is passed.

60
61 3.2. Market Study Proposal by Hambleton Resources, Inc.

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63 **MOTION:** Peter moves to accept the Market Study Proposal to be conducted by Hambleton Resources, Inc.
64 Laurie seconds. All are in favor and the motion is passed.

65
66 3.3. BOD member for Round Up program

67
68 BOD to select one board member to join the Round Up Program Committee. The BOD member will sit on the
69 committee and represent the board. The directors may provide input to the representative via email. The
70 Committee will review recipient applications and decide on what organizations will receive the Round Up
71 Donations.

72
73 **MOTION:** Peter moves to select Topher to sit on the Round Up Program Committee. Laurie seconds. All are
74 in favor and the motion is passed.

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76 **ACTION ITEM:** Seana, Secretary, to email Joey Haney that Topher will represent the BOD on the Round
77 Up Program Committee.

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79
80 **4.0 [Board Monitoring Reports](#)**

81
82 **ACTION ITEM:** Dev/Nom will look at C8 - Governance Investment to make training recommendations.

83
84 **ACTION ITEM:** Finance Committee to discuss increasing board training and propose a recommended
85 budget amount for Governance Expense.

86
87
88

Commented [1]: ACTION ITEM: Seana, Secretary, to email Joey Haney that Topher will represent the BoD on the Round Up Program Committee.
+watkinsseana@gmail.com
Assigned to Seana Watkins

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90 **5.0 Board Education**

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92 5.1. [Governance Committee Spreadsheet](#)

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94 **ACTION ITEM:** John to communicate and explain the Governance Committee Spreadsheet and the
95 necessary actions to Marketing Manager and Ops.

96

97 5.2 Share BOD self evaluation and preference for which form to use.

98 Share strengths & desires to improve/gain support. Each form was considered useful. The form in the BOD
99 manual evaluates the board itself and the alternative form is for the self evaluation of individual directors.

100

101 5.3. [BOD Management Communication](#)

102

103 5.4. Board Budget Review

104 A board budget amount (governance expense) for 2018 has been assigned to the finance committee in an
105 action item set earlier at this meeting.

106

107

108 6.0 [Committee Reports](#)

109

110 1. [Governance](#)

111

112 **ACTION ITEM:** Governance Committee to look at Bylaws Section 4.10 - Vacancies - and propose how to
113 incorporate, as a governance document, the nomination and recommendation process written by the Dev/Nom
114 Committee for making an appointment to the board due to a vacancy.

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116 **ACTION ITEM:** Lauren to email directors the nomination process for Vacant BOD seats.

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1 **ACTION ITEM:** BOD to send Owner Engagement Committee film suggestions that surround a relevant
theme: ie food, sustainability, communities, agroecology, etc.

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Commented [2]: +jcampbell@chiconaturalfoods.coop
Assigned to jcampbell@chiconaturalfoods.coop

Commented [3]: ACTION ITEM: Lauren to email Scott
the nomination process for Vacant BoD seats.
+lochemy@gmail.com
Assigned to Lauren Kennedy

7.0 CLOSING

7.1 Review [Action Items](#), Decisions, Tasks, Assignments, Board Calendar, Assignments, Evaluate Meeting.

7.2 Next meeting (August 30th, 2017) topics:

Finance Committee: Review GM Proposal and submit to Liza to respond
BOD Nominations

7.3 Adjourn Meeting

MOTION: Scott motions to adjourn the meeting at 8:25pm. Lauren seconds. All are in favor and motion is passed.

Summary of Decisions

MOTION: Seana moves to approve the June '17 Minutes. Peter seconds. All are in favor and the motion is passed.

MOTION: Seana moves to approve the meeting agenda. Laurie seconds.
All are in favor and the agenda is approved.

MOTION: Scott moves to accept the GM Reporting Package for June '17. Lauren seconds. All are in favor and motion is passed.

MOTION: Peter moves to accept the Market Study Proposal to be conducted by Hambleton Resources, Inc. Laurie seconds. All are in favor and the motion is passed.

MOTION: Peter moves to select Peter to sit on the Round Up Program Committee. Laurie seconds. All are in favor and the motion is passed.

ACTION ITEM: Seana, Secretary, to email Joey Haney that Topher will represent the BOD on the Round Up Program Committee.

ACTION ITEM: Dev/Nom will look at C8 - Governance Investment to make training recommendations.

ACTION ITEM: Finance Committee to discuss increasing board training and propose a recommended budget amount for Governance Expense.

ACTION ITEM: John to communicate and explain the Governance Committee Spreadsheet and the necessary actions to Marketing Manager and Ops.

ACTION ITEM: Send to the secretary/chair of Governance Committee the updates they see necessary in the BOD manual and report to board with recommendation.

Commented [4]: ACTION ITEM: Seana, Secretary, to email Joey Haney that Topher will represent the BoD on the Round Up Program Committee.
+watkinsseana@gmail.com
Assigned to Seana Watkins

Commented [5]: +jcampbell@chiconaturalfoods.coop
Assigned to jcampbell@chiconaturalfoods.coop

ACTION ITEM: Governance Committee to look at Bylaws Section 4.10 - Vacancies - and propose how to incorporate, as a governance document, the nomination and recommendation process written by the Dev/Nom Committee for making an appointment to the board due to a vacancy.

ACTION ITEM: Lauren to email directors the nomination process for Vacant BOD seats.

ACTION ITEM: BOD to send Owner Engagement Committee film suggestions that surround a relevant theme: ie food, sustainability, communities, agroecology,etc.

Commented [6]: ACTION ITEM: Lauren to email Scott the nomination process for Vacant BoD seats.
+lochemy@gmail.com
Assigned to Lauren Kennedy