CHICO NATURAL FOODS COOPERATIVE BOARD OF DIRECTORS' MEETING AGENDA

Venue or Virtual Link:

https://zoom.us/j/94659290864?pwd=https://zoom.us/j/94659290864?pwd=VkF0bTR0ODBOSIkzcIUySE FCMTZudz09VkF0bTR0ODBOSIkzcIUySEFCMTZudz09

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

2023 Annual Governance Schedule.xlsx

Present: Dale, Valerie, Anthony, Kathy, Liza and Peter (for the beginning of the meeting)...

	Time Topic and Action					
	1 mic	Intended Outcome	2022 Annual Governance Schedule	Who		
30	5:30	Optional "Zoom room" set up time	 Get on early enough to get into Zoom and ask for whatever help you need. Be sure you can access the current Agenda with live links in Liza's emailed Monthly report or Google Drive. Folder sequence: Shared drive → BOD → Board Meetings → Monthly BOD agenda and minutes → 2023 → May 2023 Prepare and agree to recording meeting. 	Liza, Kathy, Dale		
15	6:00	Welcome and Check-in Build Community/ Connection	 Welcome all: Newly elected directors (Anthony!). Acknowledge and appreciate retiring directors. (Peter!) Check-In: Note directors attending for inclusion in minutes: How are you feeling and functioning right now? Questions or comments before we begin? 	Kathy (president) Dale (facilitator)		
10	6:15	Opening Procedures <i>To get on the same</i> <i>page.</i>	 Call the meeting to order. <i>Kathy calls meeting to order 6:05pm.</i> Approve Consent Agenda Previous month's minutes: <i>April Board (in May)</i> 2023 This Meeting Agenda. Kathy moves to approve the consent agenda, Dale seconds. No nays, four directors approve, quorum not reached, absent members will vote by e-mail. Decisions made by email: Consent agenda approval. Review previous month's action items. Bottom TAB 2. GM or officers share any written correspondence with the board. Liza will forward an operational ideas e-mail from Joey. Welcome comments from attending owners, if any (3 min each). 	Kathy Dale Kathy		

30	6:25	GM: Monthly	B1- Quarterly Financial Conditions	Liza
		Report - Reporting	 GM report Board questions, discussion, comment 	Group
		Package	 Evaluate 	Gloup
		Accountability &	• Kathy moves to accept the Gm report Policy B1 as	
		PolicyMonitoring	reported as compliant with all parts of policy with	Liza
			exception of global 1b, 1.2 and global 1.5. Valerie	
			seconds. No nays, no quorum, unanimity will be	
			reached by email vote with absent members.	
			• Comment from board for GM monitoring summary	
			table: We are suitably concerned about finances,	
			and believe the GM has the best plan for moving	
			into financial stability.	
			• <i>Remodel report: see in GM monthly written report, page</i>	
			6)	
25	6:55	Board Work	Work Cycle focus: (See Annual Governance Schedule	Kathy
25 6:		Cycle and	(AGS)/ Green section in schedule) Link is at top of this	
		Self-Monitoring	agenda.	
		To keep track of our work and	 Elect officers. (President, Vice-President, Secretary, Treasurer.) Discuss. Decide? <i>Kathy nominates</i> 	
		improve over time.	Anthony to be Vice President. Valerie seconds. No	
			nays, but no quorum, unanimity will be reached by	
			email vote with absent members.	
			 New director orientation. Plans for ongoing orientation at 	
			regular board meetings with Columinate advisor. See	
			below: Board Education	
			 Ongoing discussion/awareness: Briefly, how do we 	
			continue the message we gave at the Annual Owners	
			meeting to accurately and honestly represent the current	Governance
			financial situation speaking as one knowledgeable upbeat	Committee
			voice? Discussion/brainstorms in future meetings or	
			committees. (moved to future meetings)	
			• Self-Monitoring for Board: (See AGS, Gold section)	
			• C-1: Governing Style	
			• C-2: the Board's Job	
			• Review the new monitoring practice (discussion,	
			 recording and future use/reviewing). Evaluate (add to Self-Monitoring spreadsheet) 	
			\circ Discussion and integration of our board work and	
			monitoring will be integrated into ongoing	

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			 trainings with CBLD consultant and is summarized below in Below in Board Education. Introduction to Columinate as a resource: <u>https://columinate.coop/who-we-are/</u> <u>https://columinate.coop/who-we-are/</u> 	
20	7:20	Committee Reports/Updates Committees: explanation and participation.	 Owner/Community Engagement (CEC) (Valerie (chair), Dale, Kathy and staff: Liza and Joey) Recent meeting minutes: <u>CEC April 12, 2023 Notes</u> Next CEC meeting date: TBD CEC is working on the Annual Owner Meeting/Dinner minutes. A joint project: Valerie, Liza, Joey and Kathy. Governance: Dale Finance: Steve 	Kathy
			 Nomination/Election: Valerie and Kathy CNFC Executive: See New Business below. 	
10	7:40	Current and New Business	 Elect Officers: President: Kathy will continue to serve. Vice-President: Anthony (need email vote for both) Secretary, and Treasurer: Still need volunteers. Prepare for June discussion and volunteers for Committees and Committee Chairs by reading Board Manual section: C7 - Board Committee Principles 	Kathy Whole board
		Board Education	 New director orientation. Wilma and Anthony both given a basic orientation to PG, the access to Drive docs and a brief overview of GM Reporting Packet. We are working on plans for ongoing orientation at regular board meetings with Columinate advisor that will benefit the whole board. Discussion: Have a series of ongoing trainings with our CBLD consultant (Todd Wallace) that will occur in our regular monthly board meetings, keeping to our 8PM ending time. We will do this by streamlining some of the tasks we are required to do via a monthly pre-meeting email vote. Our trainings will center on: 	

			 awareness and design of our Governing Style (Policy C1), deepening our commitment to govern successfully (Policy C2), building our Board Leadership skills (Policies C5-C8), understanding our relationship with the GM Policies (D: Board-Management Relationship). ie: ongoing improvements in our abilities and skills as directors. 	
10	7:50	Closing Procedures and Check-out	 Review <u>new action</u> items: Scribe reads Review decisions: Scribe reads Next meeting topics / refer to board calendar. Round of insights: What did you observe, discover or appreciate. Need anything? 	Kathy
	8:00	Adjourn Meeting	Kathy adjourns meeting at 7:37pm. But we all kept talking anyway, so 7:43pm	Kathy

	2020	2021	2022	2023	
BOD Insurance	\$ 1,769	\$ 1,840	\$ 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 account
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	