

# CHICO NATURAL FOODS COOPERATIVE BOARD OF DIRECTORS' MEETING MINUTES

Venue or Virtual Link:

<https://zoom.us/j/94659290864?pwd=https://zoom.us/j/94659290864?pwd=VkF0bTR0ODBOSlkzclUySEFCMTZudz09VkF0bTR0ODBOSlkzclUySEFCMTZudz09>

Wednesday September 28, 2022, 6-8 PM (5:30 to 9 PM Zoom room open)  
[2022 Annual Governance Schedule](#)

Present: Kathy, Dale, Liza, Maggie, Peter

	Time	Topic and Intended Outcome	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>Call the meeting to order. <b>6:14 PM</b></li> <li>Recruit a timewatcher. <i>Peter volunteers.</i></li> <li>Approve Consent Agenda <i>Peter motions to accept, Kathy seconds. No objections. No quorum, requires e-mail vote for final approval.</i> <ul style="list-style-type: none"> <li>Previous month's minutes: <a href="#">Minutes August 2022</a></li> <li>This Meeting Agenda.</li> <li>Decisions made by email (none this month)</li> </ul> </li> <li>Review previous month's <a href="#">action items</a>. (scribe reads)</li> <li>GM or officers share any written correspondence with the board. <i>One negative correspondence with regards to remodel. Liza says that negative responses are a very low percentage of all.</i></li> <li>Welcome comments from attending owners, if any (3 min each).</li> </ul>	Kathy Dale       Kathy

30	6:20	<b>GM: Monthly Operational Report</b>  <b>GM: Accountability &amp; Policy Monitoring</b> <i>To track ends (A) and limitations (B)</i>	<p>Share recent information and answer questions about progress towards GlobalEnds (A) and Executive Limitations (Bs).</p> <p><u><a href="#">GM Monitoring based on Executive Limitations: Policy Governance Monitoring Report</a></u></p> <p><b>B5: Customer Experience</b>  <u><a href="#">Vote</a></u> &amp; <u><a href="#">record</a></u>  <i>Kathy motion to accept Governance Monitoring Report B5: Customer Experience. Peter seconds. No objections. No quorum, requires e-mail vote for final approval.</i>  <i>2023 Budget will be prepared for DEC Meeting.</i></p> <p><b>Remodel update!</b></p>	Liza (GM)
15	6:50	<b>Board Work Cycle and Self-Monitoring</b>	<p><b>Work Cycle focus:</b></p> <ul style="list-style-type: none"> <li>● <b>Patronage Dividend Decision-</b> move to Oct.</li> <li>● <b>Annual Board Retreat:</b> <i>Date Saturday, Jan 21, 2023 Agenda planning now with Tood, Liza, Dale and Kathy.</i></li> </ul> <p><b>Self-Monitoring for Board Process Policies (C's and D's):</b></p> <ul style="list-style-type: none"> <li>● D2: Accountability of the GM</li> <li>● D3: Delegation to the GM. <i>Kathy read from the board manual for clarification. The consensus is that the Board is in compliance with its policies.</i></li> </ul>	Kathy/Liza
15	7:05	<b>Current and New Business</b>	<ul style="list-style-type: none"> <li>● Assign Officers: <i>Review the roles of the Treasurer within the context of the Finance Committee.</i></li> <li>● Vinegar and Oil? <i>Reminder not to stray into operations!</i></li> </ul>	Kathy
15	7:20	<b>Committee Reports/Updates</b>	<ul style="list-style-type: none"> <li>● <b>Owner/Community Engagement</b> (Maggie, Peter, Dale and staff: Liza and Joey) <i>Committee engagement meeting at VOV was "fruitful" (Maggie) and "interesting" (Peter). Dale volunteers for interim chair until more members present availability. Owner Engagement Committee will fold in Elections for same reason. Maggie and Peter to work on new flyer. Liza will see if she has a template already.</i></li> <li>● <b>Nomination/Elections:</b> Need to align Elections with the ongoing membership drive and member meeting? <i>See above. Board to come up with new list of potential members.</i></li> <li>● <b>Finance:</b> Steve. Need company? Chair? Treasurer? <i>Dale agreed to step in as interim Treasurer. Finance Committee is a function of the board. We need to review the charter and find ways to fulfill the requirements within our current limitation</i></li> </ul>	Kathy

			<p><i>of available board members. Review Board Budget and 2023 CBLD contract due in OCT.</i></p> <ul style="list-style-type: none"> <li>● <b>CNFC Executive:</b> Will focus on GM compensation process. <b>No need for Ad Hoc committee. Peter, Dale, Kathy, and Liza as non-voting member).</b> <i>Liza will initiate next step towards GM Compensation timing.</i> <ul style="list-style-type: none"> <li>○ <b>GM Compensation:</b> Columinate webinar available <a href="#">Navigating the GM Compensation &amp; Evaluation Processes – Columinate</a></li> </ul> </li> <li>● <b>Governance:</b> Kathy, Dale</li> </ul>	
10	7:35	<b>Board Education</b>	<ul style="list-style-type: none"> <li>● <b>Upcoming board retreat:</b> Update on emerging program. <i>See Board Work Cycle above.</i></li> </ul>	Kathy and Liza
15	7:45	<b>Closing Procedures and Check-out</b>	<ul style="list-style-type: none"> <li>● <a href="#">Review new action items</a> (Scribe reads)</li> <li>● Review decisions (voting items notated in <b>red</b>). (Scribe reads)</li> <li>● Next meeting topics / refer to <a href="#">board calendar</a>.</li> <li>● Round of insights: What did you observe, discover or appreciate.</li> <li>● Need anything?</li> </ul>	Dale
	8:00	<b>Adjourn Meeting</b>	<i>Meeting adjourned 7:44 pm.</i>	Kathy