

1 CHICO NATURAL FOODS COOPERATIVE

2 Board of Directors Meeting

3 635 Flume St.

4 May 31st, 2017 5:30p.m.

5  
6 Attendees: President Laurie Niles, Treasurer Scott Richman, Secretary Seana Watkins, Lauren Kennedy, Peter  
7 Ratner, GM Liza Tedesco and Scribe Blake Ellis

8  
9 Absent: V.P. Phil Weintraub

10  
11 Guests Present: Florin Barndhart, Cal Parrott , Katrina Djberof

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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 5:29 p.m.

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19 1.2 Wegner Presentation

20  
21 1.3 Check In, Kudos, Celebrations

22  
23 2.0 PRELIMINARIES

24  
25 2.1 Choose Facilitator and Process Guardian

26  
27 Lauren volunteers to be Process Guardian and Laurie to be the Facilitator

28  
29 2.2 Approve previous month's [Minutes](#)

30  
31 **MOTION:** Scott moves to approve the April '17 Minutes. Peter seconds. All are in favor and the motion is  
32 passed.

33  
34 2.3 Approve the [Agenda](#)

35  
36 **MOTION:** Peter moves to approve the meeting agenda. Seana seconds.

37 All are in favor and the agenda is approved.

38  
39 2.4 Share written correspondence with board

40  
41 John set up an email account for the board in order to correspond with new potential board candidates.

42

43 2.5 Comments from attendees other than board members - none other than wanting to observe meeting  
44

45

46

## 46 3.0 BOARD DECISIONS

47

### 48 3.1 Accept [GM Reporting Package](#)

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50 **MOTION:** Scott moves to accept the GM Reporting Package. Laurie seconds. All are in favor and the motion  
51 is passed.

52

### 53 3.2 Global Ends ([link to statement](#)) & Work of the Board

54

55 **MOTION:** Peter moves to accept Option 1 to the Ends Statement with the statements starting with “Chico  
56 Natural Foods Co-op”. Seana seconds. All are in favor and the motion is passed.

57

### 58 3.3 [Patronage Refunds](#)

59

60 **MOTION:** Lauren moves to accept the Patronage Refund “Chico Natural Foods Cooperative declares a  
61 patronage dividend on the portion of its 2015 net income allocated to its members. 20% of the dividend shall  
62 be disbursed to the members in a form substantively equivalent to cash, and 80% of the dividend shall be  
63 retained by the cooperative indefinitely. The dividend shall be comprised of the entire amount of the  
64 cooperative's 2016 net income allocated to its members, reduced by the stipulation that no member shall  
65 receive a disbursement of less than \$2.00.” Scott seconds All are in favor and the motion is passed.

66

### 67 3.4 [Vote on Resolution to change election cycle Bylaws](#)

68

69 **MOTION:** Scott moves to approve the resolution to the bylaws, Article III Section 3.1, effective July 2017.  
70 Peter seconds. All are in favor and the motion is passed.

71

### 72 3.5 NCG Board monthly stipend

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74 NCG offers a monthly stipend to be paid to CNFC and the board is approving said stipend to be dispersed to  
75 Liza for her participation on the board.

### 76 [NCG Stipend](#)

77

78 **MOTION:** Peter moves to allocate the funds from the NCG to Liza. Laurie seconds. Scott opposes. Motion is  
79 passed.

80

## 81 4. [Board Monitoring Reports](#)

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83 **ACTION ITEM:** Seana to pass the C6 of the Board Monitoring Reports to be discussed at the next  
84 Governance Committee meeting.

85

## 86 5.0 Board Education

87

88 **ACTION ITEM:** Bri and John to sit in on next Finance Committee.

89  
90 5.1 Multi year plan with draft 2018 projections for Office Annex

91  
92 5.3 Market Studies

93  
94 Liza recommends to enlist the services of a market study company we have not used before, although has been  
95 used by several popular and successful Co-op's. The total cost for the full report seems high on paper but  
96 includes: market review, subsector market review, and review for existing shoppers (and non), and members  
97 (and non). Not sure if CNFC wants to request all of the sections of the report.

98  
99 **ACTION ITEM:** Liza to share the market study research proposal from Hambleton to the board to vote on at  
10 the June 2017 Board Meeting.

0  
10 5.3 [GM evaluation compensation process](#)

1  
10 **ACTION ITEM:** Board to create a request for proposal for Liza by July 15th 2017.

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10  
3 6.0 [Committee Reports](#)

4 1. [Governance](#)

10  
5 [GM Monitoring Summary Report](#)

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10  
7 **ACTION ITEM:** Seana to add to governance agenda to create policy timeline to replacing BOD vacant seat  
10 and a specific policy for BOD interviewing process

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10  
9 2. [Dev./Nom-Elect](#)

11 **ACTION ITEM:** Peter to send Dev/Nom committee meeting minutes to scribe.

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11 3. [Owner/Community Engagement](#)

1  
11 4. [Finance](#)

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3 **ACTION ITEM:** Scott to share email response from Chris Tucker treasurer from Sac Natural Foods COOP to  
11 Board

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11  
5 7.0 CLOSING

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6 7.1 Review [Action Items](#), Decisions, Tasks, Assignments

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11 7.2 Next meeting (June 2017) topics:

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11 7.3 Debrief/ Evaluate Meeting

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12 7.4 Housekeeping -

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12 7.5 Adjourn Meeting

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12 **MOTION:** Laurie motions to adjourn the meeting at 8:36 p.m. Seana seconds. All are in favor and motion is  
3 passed.

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### **Summary of Decisions**

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

**MOTION:** Scott moves to accept the GM Reporting Package. Laurie seconds. All are in favor and the motion is passed.

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**ACTION ITEM:** Seana to pass the C6 of the Board Monitoring Reports to be discussed at the next Governance Committee meeting.

**ACTION ITEM:** Bri and John to sit in on next Finance Committee.

**ACTION ITEM:** Liza to share the market study research proposal from Hambleton to the board to vote on at the June 2017 Board Meeting.

**ACTION ITEM:** Board to create a request for proposal for Liza by July 15th 2017.

**ACTION ITEM:** Seana to add to governance agenda to create policy timeline to replacing BOD vacant seat and a specific policy for BOD interviewing process

**ACTION ITEM:** Peter to send Dev/Nom committee meeting minutes to scribe.

**ACTION ITEM:** Scott to share email response from Chris Tucker treasurer from Sac Natural Foods COOP to Board