

1 CHICO NATURAL FOODS COOPERATIVE

2 Board of Directors Meeting

3 341 Broadway Street # 410

4 October 26th, 2016 5:30p.m.

5
6 Attendees: V.P. Phil Weintraub, Treasurer Scott Richman, Secretary Seana Watkins, Board Members Laurie
7 Niles, Yanabah Powers, Angel Gomez, GM Liza Tedesco, and substituting as Scribe, Joey Haney

8
9 Absent: Natalie (caretaking ill child), scribe Blake Ellis (in a sporting event final)

10
11 Guests Present: None

12 1.0 OPENING PROCEDURES

13
14 1.1 Vice President calls meeting to order

15 Phil calls the meeting to order at 5:35 pm

16
17 1.2 Teaching Point

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19 None, as Natalie is not present.

20
21 1.3 Check In, Kudos, Celebrations

22 Phil's throat hurts. Seana is good, she's excited to have requested a well-deserved weekend off work. Yanah
23 is excited about her birthday and Halloween. She is stressed about midterms. Laurie was temporarily confused
24 about what day it was, but now all is sorted out. Scott has been busy lately, but feels good about it. Angel has
25 been very busy these last few weeks. Liza was at a leadership workshop in Bozeman, MT.

26
27 2.0 PRELIMINARIES

28
29 2.1 Approve the [Agenda](#)

30
31 **MOTION:** Phil moves to approve the meeting agenda. Laurie seconds.

32 All are in favor and the agenda is approved.

33
34 2.2 Approve the previous month's [Minutes](#)

35
36 **MOTION:** Phil moves to approve the September '16 minutes. Seana seconds. All are in favor and the
37 minutes are approved.

38
39 2.3 Share written correspondence with board

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41 No written correspondence addressed to the Board. Phil mentions an encounter he had with the owner of
42 Edible Shasta Butte, which he has referred over to Dylan.

43

44 2.4 Choose Facilitator and Process Guardian

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46 Phil volunteers to be the Facilitator; Laurie volunteers to be the Process Guardian.

47
48 2.5 Comments from attendees other than board members (3 minutes each) - None

49
50 3.0 EDUCATION

51
52 3.1 Committee Reports (30 minutes)

53 [Committee Charter Quick Reference](#)

54 [Full Description of Committee Charters](#)

55
56
57 a. Finance

58
59 Scott gave a report of the Finance committee meeting on October 14. A review of efforts regarding loss
60 control recommendations was tabled to the committee's next meeting on 11/18. Liza intends to have a 2017
61 budget projection by mid November. The Finance committee will be prepared to review the projection by the
62 18th. The proposed working budget is scheduled to be included in the BOD packet on 11/23, which is the
63 week before the last scheduled BOD meeting of the year. The working budget may be approved by the BOD
64 at the November meeting, and later revised as final during the first quarter of 2017 after the costs for
65 employee health insurance and worker's compensation are determined. The minimum wage will be increasing
66 to \$15 in California by 2023 and the committee will continue to explore the significance of these increases for
67 budgeting. The lease for our building was also reviewed at the meeting.

68
69 b. Governance

70
71 Scott gave a report of this committee meeting from October 14. Dylan and Scott will work together to make
72 the changes for the updated Board Manual. There was discussion about a recent announcement from CNFC
73 for a BOD candidate forum to coincide with a free screening of a documentary on cooperatives that the co-op
74 will soon hold at the Pageant Theatre. The committee inquired about the communication to the BOD and the
75 board candidates prior to the announcement. Regarding updating of the BOD manual, Scott added the idea to
76 include a provision that the BOD will vote to approve any work to be done by the BOD that is not in the job
77 description for Directors. For example, this year the BOD was asked to prepare envelopes for an Investment
78 Share campaign and there was no motion made for approval of the work that directors did.

79
80 c. Owner/Community Engagement

81
82 No meeting. Outreach is still interested in having upcoming events sent to the BOD.

83
84
85 d. Dev./Nom-Elect - No meeting

86
87 3.2 Candidates Orientation and Q&A:

88
89 This topic is from from the previous agenda. It didn't need to be here.

90
91 3.3 Board Study Topic & Process Review

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93 The video Liza sent out earlier about elections was brought up. The goal is that the BOD will have
94 absorbed this information for November’s meeting. It’s a lot of material, but Liza feels that it is
95 important to have a well-informed and planned out election process.
96
97

98
99 3.4 Discuss possible change in Ends format (Phil, Laurie and Liza).

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0 Laurie, Phil, and Liza took a swing at rewriting the ends. They narrowed things down to one sentence that
10 they think really encapsulates our entire ends. Phil suggests everyone look at this sentence, and decide if it is a
1 good Ends statement for the Co-op. An *ad hoc* committee for the purpose of polishing the finished ends was
1 formed. It will be called “The Ends Committee”. Laurie, Seana, Scott, Angel, Liza, and Phil will participate
10 in this *ad hoc* committee. The goal is to have the Ends statement finished and voted on in November, so it can
2 be entered into the new edition of the Board Manual.
10
3

10 3.5 BOD Field Trip to Briarpatch review
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10 Laurie discusses how Briarpatch recruits BOD candidates and how they are thinking of changing their
5 process. The idea of electronic voting is also presented. The main takeaway: Briarpatch really plans
10 their elections out ahead of time.
6

10 Briarpatch BOD meetings are from 6-8:30. They gather at 5:30. The kitchen prepares food. The check-
7 ins take place during that communal meal. The meeting begins promptly at 6pm. There is no projector
10 to review reports and directors sit facing each other. They bring their own packets, either physically
8 printed or on a digital device. Discussion was wide ranging on many topics, such as donations,
10 consultants, and term limits. Briarpatch has changed the format of their meeting agendas in recent
9 years.
11
0

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1 4.0 BOARD DECISIONS

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2 4.1 Accept [GM Reporting Package](#)

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3 Everyone read the reports. There are no questions. Discussion ensues.
11

4 4.2 [GM Monthly Written Report](#)

11
5 Liza is pleased to report that we are making money! Despite slacking sales, we are able to maintain a positive
11 net-income due to our labor and other cost controls.
6

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7 **MOTION:** Seana moves to approve GM monthly written package. Angels seconds. All are in favor and the

11 motion is passed.
8

11
9 4.3 Approve ENDS report - Tabled until November meeting

12
0 4.4 Board Retreat [discussed and added extemporaneously to the agenda at the meeting {6-6:15}]

12
1 Scott is concerned about scheduling the 2017 Board Retreat before our BOD election is completed
12 since the current set of directors will likely not be the same group attending the retreat. Scott asks if
3 Todd, in the event that his schedule fills up, is our only option for facilitating our annual retreat. Liza
5 reports that Todd is specified in the contract with our consultant group. Directors preferred not to wait
1 for the results of the election to set the retreat dates as March 11-12, which are the dates that work for
most current directors and Todd.

5.0 SELF-MONITORING -- BOARD MONITORING REPORTS

5.1 [Board Monitoring Reports](#)

Everything looks very positive for this month's reporting.

6.0 CLOSING

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

6.2 Next meeting (November) topics: Board Study Topic, Ends, 2017 working budget approval, BOD Manual

6.3 Debrief/ Evaluate Meeting

Good meeting.

6.4 Closed Session - None

6.5 Adjourn Meeting

Seana motions to adjourn the meeting at 7:30. Angel seconds. All approve.

Summary of Decisions

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

MOTION: Phil moves to approve the September '16 minutes. Seana seconds.
All are in favor and the minutes are approved.

MOTION: Seana moves to approve GM monthly written package. Angels seconds.
All are in favor and the motion is passed.