

1 CHICO NATURAL FOODS COOPERATIVE

2 Board of Directors Meeting

3 Peace and Justice Center

4 September 30, 2015 5:30p.m.

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6 Attendees: President Julia Murphy, Vice President Olivia Peters-Lazaro, Secretary Phil  
7 Weintraub, Treasurer Scott Richman, Board Members Alec Binyon, Natalie Carter, Laurie  
8 Niles, General Manager Liza Tedesco, Management Team staff members Holly Riggs, Brie  
9 Saseen, Controller Rick Brosseau, Scribe Blake Ellis.

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11 Absent: All members in attendance

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13 Other Attendees: Three owner/members interested in candidacy for the Board: Kristin  
14 Willard, Bobbi Tryon, Yana Powers.

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16 1.0 OPENING PROCEDURES/BOARD EDUCATION

17 1.1 President calls meeting to order at 5:42

18 Board introductions.

19 Guest introductions.

20 Discussion surrounding new board members and elections.

21 Inquiries made about Board Meeting time, duration and board member term length.

22 Question time for prospective new board members

23 Annual meeting: 6-9pm at Women's Center on October 9<sup>th</sup> 2015

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25 1.2 Check In, Kudos, Celebrations

26 New candidates!

27 Natalie and Scott attended the CBLD Leadership Training in Sacramento on 9/26.

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30 2.0 PRELIMINARIES

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32 2.1 Approve the September Agenda

33 **MOTION:** Julia moves to approve the [September Agenda](#). Natalie seconds. All are in  
34 favor and the agenda is approved.

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36 2.2 Approve the previous months Minutes

37 **MOTION:** Scott moves to approve the [August minutes](#). Phil seconds. All board  
38 members are in favor and the minutes are approved.

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40 2.3 Share written correspondence with board

41 No correspondence to share.

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## 2.4 Choose Process Guardian

Natalie volunteers to be the Facilitator; Olivia volunteers to be the Process Guardian.

## 2.5 Comments from attendees other than board members (3 minutes each)

No comments.

## 3.0 BOARD EDUCATION

### 3.1 Proforma draft discussion- Rick Brosseau/Bill Gessner feedback.

Rick Brosseau presents his thoughts and written report regarding the proforma for the relocation. Rick focused on the projections for labor and gross margin in the proforma and suggests that the cooperative make these projections more modest and take account of the market changes, challenges, and increased competition in the sector.

### 3.2 Committee Reports (10 min)

#### Finance Committee

Scott refers to his written report for the details of the 9/28/15 finance committee meeting, directing attention to the discussion of Bill Gessner's report in his letter titled, Review of Financial Pro Forma, especially the section Gross Margin and Labor. Alec noted the general trend is to work toward lower margins, lower labor ratio, increasing sales, and strategic use of margin.

Liza leads a discussion on expansion, including project management, general manager duties, and organizational capacity. The DC's work is to improve store operations in supporting a move or expansion and enable retaining local identity while remaining competitive.

#### Governance

Governance committee met. Nothing to report.

#### Outreach

Outreach was asked by Dylan from Marketing about having a table at every Saturday Farmer's Market? **Action Item:** Request email to follow up.

#### Dev./Nom-Elect

Development Committee met. There were new board member candidates invited. Draft relocation policy should be finished by December. Scott asked about orientation manual - does it include a governance document. **Action Item:** Follow up on putting together the orientation manual.

## 4.0 BOARD DECISIONS

84 4.1 Accept [GM Monthly Written Report](#)  
85 Phil asks about how the Cheese Case falls under Security in the Compliance  
86 Report and Liza clarifies.  
87 a. [July Owners Report](#)  
88 b. [July 2015 Prelims](#)  
89 4.2 [Sept GM Reporting Package](#)  
90 **\*\*unable to link new reports\*\***  
91 **MOTION:** Natalie moves to accept report. Alec seconds. All in favor. Motion is  
92 passed.  
93 **Action Item:** Have the ECRS cash register proposal ready for the October Board Meeting.  
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95 ENDS REPORT  
96 Julia suggests we assign committees to sections and then committees report to board in  
97 order to make report more digestible.  
98 **Action item:** Correspond via email on how to section out the ENDS REPORT.  
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100 5.0 SELF-MONITORING -- BOARD MONITORING REPORTS  
101 5.1 [Board Monitoring Reports](#)--10 min  
102 **MOTION:** Julie moves to approve the board monitoring reports for September. Olivia  
103 seconds. All in favor. Motion is passed.  
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105 6.0 CLOSING  
106 Alec requests a counter opinion to what Rick discussed. Alec requests more information on  
107 projections and poses the question “Why is 38.5% gross margin achievable?”  
108 **Action Item:** Discuss a second board meeting via email to discuss performa in October.  
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110 6.1 Review: [Action Box Items](#), Decisions  
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112 6.2 Upcoming Board Meeting: [Board Calendar](#)  
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114 6.3 Debrief & Evaluate Meeting (+/ delta)  
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116 6.4 Open Forum  
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118 7.0 CLOSED SESSION  
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120 8.0 Adjourn Meeting  
121 8.1 **MOTION:** Julia motions to adjourn board meeting. Natalie seconds. Meeting is  
122 adjourned at 8:10p.m.  
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