

Chico Natural Foods
Board of Directors Meeting
Wednesday, November 18th, 2009
Chico Peace and Justice Center, 526 Broadway

November Action Box

Duty	Who	Deadline	Date Completed	Mark X if new policy
Provide Meat Statement	Liza	12/16		
Clarify Ombudsman Description	Carolyn	ASAP		
Manual Drafting	All	12/2		
Schedule Meeting with Rick	Liza	Feb/2010		
Read Liza's packet	All	12/2		

Attendees: Luisa Garza, Peter Ratner, Nina Gregory (left at 7:50), Scott Richman, Liza Tedesco, Piro Ishizaka, Mike Skram, Carolyn Mullin, Dale Rudesill

Opening Procedures

President checks in with everyone

Luisa reminded the Board to remember the procedures to approve non-board members' comments.

Scott asked to add Election Updates to the agenda. All were in favor to add under New Business

Peter motioned to approve October minutes and agenda, Dale seconds, all in favor.

Email from Jessica, a member writing of concerns we sell meat that is not high quality

The approval for CNF to sell organic, free range meat was voted upon by members. Liza said that the statement has no stringent guidelines on the terms, and the lack of education on these nomenclatures made making claims easy. The statement also states that we would do this based on availability of products. If we were to eliminate all brands that don't follow these guidelines, we would have to rid many brands that are sub-brands of big corporations such as Coca Cola. Liza would like the board and membership to develop policy that would direct the store purchases. The brand of meat referred to in Jessica's email is gone and will not be sold again.

Dale categorized this issue under specific policy development. This issue will be discussed, and we will have to talk about balancing a number of factors in our policy without actually giving a concrete answer for a particular issue. This is doable. Luisa suggested dividing it up first and examining each element, the first being analyzing the statement from the election ballot when the members voted to approve the sale of meat and will work on providing the ballot statement to the Board.

Facilitator: Carolyn

Process Guardian: Dale

Comments

There were no other attendees.

Ombudsperson: Mike related to the board that nothing has changed. In response, Luisa said she drafted a letter and will send it out this week as well as posting a copy in the store's break room. Mike mentioned to Pam that he has not been getting board agendas and minutes. Estella will promptly add Mike to the mailing list.

Scott had a question about the ombudsperson's job description; it is not spelled out that the employee director cannot also be the ombudsperson. Scott assumed that it would not be the same person, but this needs to be clarified in the description. Luisa clarified that the director cannot also be the ombudsperson. Carolyn will change this in the job description.

Reports

Liza's GM Report: GM report will be submitted by the end of November to include Thanksgiving sales and promotions, and reviewed/discussed via email per Liza's request and Luisa's approval.

Asbestos Report:

A tile from the store was examined, and it showed no detection of asbestos in all three areas. Luisa asked about the plumbing insulation, which is covered by Greene's inspection. Liza said the pipes are fine when they are not disturbed. If it becomes a problem, a simple procedure will be done to eliminate the asbestos. This is relevant information for the upcoming lease.

Committee Updates

Strategy Committee

Luisa stated that the committee worked on the manual. She hopes to have new manuals for everyone by January. The next meeting will be devoted to the manual as well. Dale would also like everyone to keep this task of visioning in mind. He does not want to lose track of that. Investigation of the building's issues also needs to stay as an old business item to remind us on that decision process. Luisa suggested adding this ~~task~~ item to the next agenda. Luisa wants to see the Proforma created by Rick, review the Building Inspection, Lead and Asbestos report and discuss it at the December meeting. Dale cautioned to look seriously at all information and what we need to do to develop a timeline.

Old Business

November Discount report – Tabled

2010 Budget Report Attachment: 2010 Budget Report

Liza provided Rick's first draft of the 2010 budget projection. The projection includes our 2009 budget for comparison.

Scott thought it would be helpful to also be comparing the actual 2009 numbers and suggested adding the last two months to the October numbers. Liza offered to change the format in the future and will ask Rick to compare the budget versus actual report.

Piro asked why the projection of total income and net income from operations are negative. Liza said expenses and rent will increase and sales are not projected to grow. In addition, Piro would like to compare our advertising and sales relationship.

Dale is curious about the wage increase and wonders if anything should be changed. Piro suggested asking Rick how the increase is going. Peter would like to know whether it is affecting retention and morale and wants to know the mechanism to quantify the results. Liza would like to devote a new meeting to this. Her wage expense data is skewed due to recent staff absences.

Piro would like to see Liza and Rick come up with a new projection of the actual financial numbers for 2009, since the year hasn't closed yet. It would be based on the last factual numbers. She would like to find out the reasons income is in the red on the projected budget for 2010. Lastly, she wants to know why the health benefit expense is going up a lot more than it did between 2008-2009.

Carolyn wondered why the discount amount stayed the same for 2010 but increased in 2011.

Dale would like to know Rick and Liza's opinion about the wage increase based on the information gathered at this point. He would like to know whether it is sustainable. Luisa mentioned the Board will review this every three months and make decisions six months after September 1st. This would be a good time to evaluate the wage increase.

Luisa would like Liza to specify each item spent under each category. For example, she would like to know which advertisers CNF has chosen. Liza said that this would generate a high volume of printing but can send it as email; Luisa thought including an expense glossary in the BOD manual would be helpful.

The Board decided it would be a good to meet with Rick to clarify some questions. Liza will schedule a board meeting with Rick by February of 2010.

New Business:

Develop timeline for current BOD vision (setting the stage for 2010 BOD) and Policy Governance implementation: Attachment 2: Liza's packet of articles on policy governance

Liza is creating a timeline and certain deadlines. She suggested setting attainable goals for implementing policy governance. The first page of her package is from the consulting services, CDS. It discusses how CDS can help us and why it's important to have policy governance. The Scholl article summarizes policy governance and gives the background. The "Making the Commitment" page has a step by step version on how to adopt policy governance.

Luisa would like everyone to read this packet before the working meeting.

Dale liked the Moscow co-op governance policies and Luisa thought it would be good to put this in the binder and have a lending library.

We also have a three-month goal to come up with 10 visions, but we need to set up a framework for the next board to follow through. We need to come up with things people want to research and break them into small increments. Piro would like the new Board directors to read the packet after the first meeting so they will not get lost. Board agreed to give the new directors materials at the first meeting, along with an introduction to the topic of policy governance.

The January 6th working meeting will also be an orientation. January 27th is the board meeting with the new board.

To keep this topic ongoing, Peter motioned the Board devotes at least one hour of the working meeting to the development of a visioning statement, understanding policy governance, and development of policies. Dale seconded, all in favor.

Update on elections

Luisa got an email from Janae with all the dates. She was informed that the ballots, posters, and information are all set up. Regarding Carolyn's position, the Board decided to have four 2-year positions elected this December.

Carolyn moved to adjourn, Peter seconded, all in favor. Meeting adjourned at 8:39pm

Meeting Minutes by: Estella Lai

First edits on 11/21/2009

Second edits on 12/14/2009 with Scott's Edits

Third edits on 12/15/2009 with Scott's Edits

