

Chico Natural Foods
Board of Directors Meeting
Wednesday, October 28th, 2009
Chico Peace and Justice Center, 526 Broadway

November Action Box

Duty	Who	Deadline	Mark X if new policy
Prepare NGCA report	Liza	11/4	
November Discount Report	Finance Comm	11/18	
2010 Budget	Liza	11/18	
Review Survey Proposal	All	11/4	
Over-budget spending policy	All	11/4	

Attendees: Luisa Garza, Peter Ratner, Nina Gregory, Scott Richman, Liza Tedesco, Piro Ishizaka, Mike Skram, Carolyn Mullin, Dale Rudesill

Opening Procedures

President checks in with everyone

Dale requested to add a new business item to the agenda: organizing and dealing with old minutes. Luisa motioned to approve the agenda, Scott seconded and all approved.

Luisa motioned to approve September minutes with amendments, Scott seconded and all in favor.

Amendments are as follows:

-Omit detail following policy committee.

-Leave Luisa's contacting of Carolyn in minutes.

Luisa also motioned to approve July meeting minutes. Carolyn seconded, all in favor.

No e-mail submitted that was pertinent to the board.

Facilitator: Scott Process Guardian: Nina

Comments

There were no other attendees.

Mike related to the board that staff is not taking advantage of his position as ombudsperson and he does not know how to encourage staff to utilize him. Mike believes a letter from the Board to the staff introducing him might be a worthwhile effort. It was decided to postpone further conversation on the topic until the Board's working meeting the following week.

Reports

Liza's GM Report: Attachment A, "GM Report"

While sales growth has dropped this month, Liza is encouraged by CNF's gross profit margin and competitive price comparisons to the store's competitors.

Luisa commented on the NCGA report, stating that it provided staff with a sense of ownership of the store and their roles, especially after seeing Liza's efforts to make positive change. Dale recently observed a cheerful atmosphere in the store and thought the change in attitude could be tied into the post-NCGA audit outcomes. According to Liza, the audit was great, giving store employees something to work towards and challenged everyone to learn as a group on what could be done to improve the store. For example, the store cleaning wasn't conceptually fun, but turned out well and involved working members too. Like Dale, Luisa also noted change in morale in response to the new energy that came out of the audit.

NCGA report:

Liza will prepare a condensed version of the report to the staff in due time. Liza has not distributed it widely, but she will re-send the document to all board members before the next working meeting.

Committee Updates

Finance Committee – Attachment B: “Finance Committee Report and Survey for Students and Seniors”

The committee met on Friday, October 23rd and discussed two items. One was the cost of legal counsel over the past five years which had been quite costly. The Committee's review was not for budgeting purposes but to evaluate the need for a more detailed review of the store's legal counsel. What came to light was that the large expenses were due to mistakes made under previous management. Scott expressed interest in determining whether or not the law firm we use is the best option at this time. Liza expressed her confidence in our lawyer, who does specialize in Co-op law.

Having considered the information found in the Finance Committee's report, a general discussion was held on what our current lawyer offers and what switching lawyers would do for the Co-op. The Finance Committee had agreed to recommend that the Board authorize Liza to provide us with the hourly rate and the qualifications of the lawyer and contact the NCGA on how we might secure this type of advice. Peter made a motion to have the board consider the finance committee's recommendation but it was not seconded. Through general consensus, it was determined that our current lawyer in Sacramento, be kept on the books.

The second focus of the Finance Committee meeting was on the budgeting for 2010 and the future of our student/senior discount. The committee attendees devised a survey that could be administered at the register, targeting students and seniors that covers important aspects of membership and discounts in order to help better gauge their use and importance.

Strategy Committee:

Although there was no Committee meeting, Luisa stated that the Board of Directors manual will be in final draft form by the next working meeting.

As for the Bylaws Committee, Pam is no longer serving on it and Judith has not been available. Peter does want to pursue another decision making process in lieu of Robert's Rules of Order, but to do so the pertinent wording would need to be changed in the bylaws and this requires approval by a vote of the members. Luisa said to amend our bylaws would require the aid of a lawyer well versed in bylaws and suggested that the vote take place during the 2010 elections, one year from now, so that there would be time to compile a list of things the Board would like to see changed.

Carolyn motioned to table the bylaws discussion until January of 2010, Piro seconded, all in favor.

Policy Committee: has not met officially to date, although Carolyn has continued to work on sorting through old Board meeting minutes, extracting potential decisions made on policies.

New Business

Policy on over budget line item spending - discussion was postponed until the next working meeting.

Board elections – The 2008 board application text/format was too small and Janae, the Marketing Services and Membership Coordinator (MSMC), will redo the applications for the 2009 elections. Liza, Luisa and Janae will form a task force to handle the elections, applications and other pertinent tasks. Carolyn will serve on an as needed basis for the Committee.

Annual meetings - Carolyn and Peter volunteered to be on the Annual Meeting Committee, and work alongside Janae, the MSMC, to prepare for and organize the meeting. Changing the meeting date, from post-Board elections to pre-elections, was briefly discussed, as that is a possibility. By holding the meeting before elections, members would be able to meet the candidates and get a better feel for them. We likely will not have enough time to plan a pre-election meeting

The lead report - No lead was found in the interior building paint, but a small amount was found in the exterior paint.

~~Location for~~ November and December BOD meetings - Meeting dates adjusted for the Holidays are 11/18 and 12/16 and will take place at the Chico Peace and Justice Center.

Working meeting location and date: No change of date and location. The board agreed to always try to keep the time of the meeting as scheduled and change location if needed.

Organizing past Board meeting minutes - Dale said he and Kathy have found some duplicates in past minutes. He would like to have the permission to recycle the

duplicates. Carolyn was hesitant about this as they might have subtle changes or differences. Carolyn volunteered to look them over.

Addendum:

See Attachment C. “Three proposals from Cooperative Development Services Consulting Co-op” Liza requested the Board approve the expenditure for the employee survey and at least one of the other two proposals for consultant work. The purpose for the employee survey is to provide a baseline of our employee satisfaction in order to measure accomplishments. A lot of co-ops use this to evaluate their organizational capacity. The attachments are not the proposals in full, but the board can review more of the details and will discuss further at the next working meeting. The work is proposed to be conducted in January.

Peter moved to adjourn, Luisa seconded, all in favor. Meeting adjourned at 8:28pm

Meeting Minutes by: Estella Lai

First edits on 11/1/2009

Second edits on 11/7/2009 by Carolyn Mullin

Third edits on 11/14/2009 by Scott Richman