

Item 2.1 | Approved January 13th Minutes



Board of Directors Meeting Approved Minutes

Date: January 13, 2020

1.0 Call to Order

The regular meeting was called to order at 6:30 PM at the Davis Food Coop Teaching Kitchen, 537 G Street, Davis, California, by Sharon Tobar.

Directors Present: Patrick Beckett, E. Kim Coontz, Karen Rich, Theresa Robinson, Sandra Schickele, Faye Dixon, Treva Valentine, Samantha Conselma, Sharon Tobar

Directors Absent: None

Staff Present: Johanna Abasto, Michele Henley, Laura Sanchez, Samuel Main.

Facilitator: Sharon Tobar

Time Keeper: Samantha Conselman

Notetaker: Danielle Marquis

The President determined that notice of the meeting was duly provided as required by Article V of the Bylaws and that a quorum of Directors was present.

Preliminaries:

Welcome and Introductions took place.

Owner Comments:

Samuel, asked to attend executive session to discuss his concern.

Sharon let him know that she will look into it and get back to him.

Board Announcements:

There were no board announcements.

Agenda Review:

The agenda was reviewed, and the following items were added and/or changed:

Pages 24 - 28 (Governance Committee, Item 2.4) were moved to become Item 3.4A Policy Recommendations.

Facilitator for the December meeting was changed from Faye to Sharon.

Item 2.1 | Approved January 13th Minutes

Kim moved to accept agenda items as amended. Faye seconded. The motion passed unanimously.

2.0 Consent Calendar

Prasanna presented financials from the Consent Calendar. She also addressed Karen's question about variance in the marketing line from the income statement. Prasanna mentioned that the store had sent out a mailer in November which had a higher than expected redemption rate, causing the variance on that line.

Sharon mentioned the typo on the Committee Report presented by the Strategic Planning Committee. The name of our editor should be "Ann Evans" vs. Ann Evan.

Treva moved to accept the consent calendar as amended. Patrick seconded. The motion passed unanimously.

3.1 Policy Monitoring B3: Asset Protection

Prasanna presented monitoring of the policy, pointing out partial compliance on subset 5. She noted that there are action items that need to be completed from an IT Assessment that was conducted by NCG in December 2019. After receiving the notes, Prasanna will bring back data on that subset to the board and will be sharing the plans to address the gaps.

Karen made a motion to accept the report as presented. Faye seconded the motion. The motion passed unanimously.

3.2 Inspector of Elections

Sandra moved that Teresa be approved by the board as inspector of elections. Sharon seconded. Three voted in favor, six voted against. Motion failed.

There was discussion regarding putting a specific procedure in place for how someone is put into the next Inspector of Elections position.

Kim made a motion to have Karen be Inspectors of Elections. Samantha seconded the motion. Six directors voted in favor, three directors abstained from voting. Motion passed.

3.3 Strategic Plan update

Treva presented the first draft of the Strategic Plan, and said that it has been reviewed and edited by both Ann Evans and Donna Pizzi. Treva then asked the Board for feedback.

Sandra presented an example of Strategic Plan from another Co-op, and brought up

Item 2.1 | Approved January 13th Minutes

the idea of using vegetables/graphics as part of the ENDS. There was also discussion about shortening the actual content while including an Executive Summary. Samantha volunteered to provide more feedback to the committee separately on condensing the document in general. Treva also encouraged the rest of the Board to suggest anything that might be missing in general.

The committee will be meeting to discuss the feedback given and will provide the Board an update at the February meeting.

3.4 Governance Committee Recommendations

Kim reviewed the Elections Policies edits that were suggested by the Governance Committee at the December meeting and pointed out that most changes made were for clarity, and the biggest change was to Policy E3 part d.

Karen made a motion to accept the final edited form of Election Policies E1, E2, E3, and E4. Theresa seconded the motion. The motion passed unanimously.

Kim then reviewed the changes made to policy C3. Prasanna requested that we keep both "Last Reviewed" and "Last Revised" for each policy. Kim agreed to the suggestion.

Theresa made a motion to accept the updated changes for Policy C3. Patrick seconded the motion. The motion passed unanimously.

Kim then reviewed C4. Samantha explained that policy C4 was reviewed and approved during the December 2019 board meeting and that there is no action needed for this item.

3.4A Policy Recommendations

Samantha led the discussion on items that were removed from the consent calendar. In particular, policy B1: Executive Limitations, B7: Communication to the Board, C5: Board Process, C8: Governance Investment. Besides the policies removed from the consent calendar, She also went over C2: Boards' Job and B6: Staff Treatment & Compensation.

For B1, Samantha noted that there are few subsets that are missing from the policy being presented to review. She requested that it be brought back in February after getting some time from the Governance Committee this month.

For B7, Samantha mentioned that there were no major changes and made a motion to adopt the policy as presented. Kim seconded the motion. The motion passed unanimously.

For C5, Samantha noted that similar to the B1 policy, it will be brought back to the February meeting, after it is reviewed by the Governance Committee.

Item 2.1 | Approved January 13th Minutes

For C8, Samantha noted the minor changes and made the motion to adopt the policy as presented. Patrick seconded the motion. The motion passed unanimously.

Finally, Samantha noted that there were no revisions to Policies C2 & B6 and made a motion to adopt them as presented. Treva seconded the motion. The motion passed unanimously.

3.5 Owner Engagement at Board Meetings

Teresa would like to table this conversation until the next meeting. She has reached out to neighboring Cooperatives and is working on compiling the information to bring to the February meeting.

Break: The directors adjourned for break from 7:29 pm to 7:40 pm

4.1 Addition to the Finance Committee

Karen led the discussion on adding a member to the Finance Committee. There was a discussion around Teree's history with both the Davis Food Co-op and other Co-ops she had worked with.

Karen made a motion to add Teree Castanias to the Finance Committee. Kim seconded the motion. The motion passed unanimously.

4.2 Upcoming Policy Review: C7 & D4

Kim read Policies C7 & D4, which will be reviewed next month.

There was some discussion regarding the role of the Executive Committee, and the Board agreed that the President and Executive Committee should work on a charter.

4.3 Retreat discussion

William Deal from NCG & Joshua Youngblood from Columinate will be joining to host the retreat scheduled for March 7, 2020. Sharon asked Prasanna to email her with further information as soon as she had it and will provide the Board an update at the February Board Meeting.

4.4 Harold Lloyd- Focus group

Prasanna shared the agenda which is being utilized by Harold during his visit here, which is the week of January 27. She pointed out the different focus groups that will be led by Harold and asked the Board to join Harold for dinner on the 28th.

5.1 Check-Ins and choose next Timekeeper

Samantha will serve as the next timekeeper.

Item 2.1 | Approved January 13th Minutes

Item 6.0 Closed Session - GM Evaluation and Business Opportunity

Kim moved for the Board to enter executive session at 7:59 pm. Faye seconded and motion passed unanimously.

The Directors discussed a business opportunity.

The Directors evaluated the General Manager's performance pursuant to policy D4.

Sandra moved to adjourn the meeting at 9:07 PM, Faye seconded. The motion passed unanimously.

/s/ Samantha Conselman, Secretary

Secretary, Davis Food Cooperative, Inc.

Date Approved