

Item 2.1 | Approved November 11th Minutes



Board of Directors Meeting Approved Minutes

Date: November 11, 2019

Item 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 Conselman, Sharon Tobar

Director(s) Absent:

Staff Present: Brad Salmon, Michele Henley, Johanna Abasto, Laura Sanchez

Guests Present: William Deal, National Cooperative Grocers. Avalon Brown, and Gregory Rubald.

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:

There were no owner comments.

Board Announcements:

There were no board announcements.

Item 2.1 | Approved November 11th Minutes

Agenda Review:

The following items were added to the agenda,
2.1, change to 3.0A
2.3, change to 3.3A
Add 3.3B- election policy discussion

Item 1.0A

William Deal was introduced by Sandra. He works for National Cooperative Grocers (NCG) as part of the Western Corridor Team. Davis Food Co-op is a member of the NCG. William gave an hour-long presentation to the Board and covered a variety of topics, and mentioned that the NCG's entire purpose is to help support co-ops, and help them grow.

William Deal left at 7:32pm

Break: The directors adjourned for break from 7:32 pm to 7:42pm

Avalon Brown left at 7:35 pm
Gregory Rubald left at 7:35 pm

Item 2.0 – Consent Calendar

2.1 & 2.3 were pulled, and are not on the consent calendar.

Karen moved to approve the consent calendar, Sharon seconded. The motion passed unanimously.

Item 2.1 – Approve October Minutes

Kim suggested that we write last names of guests, and where they are from. Samantha let her know that we will add that information to the October minutes, and bring it to the December meeting.

Item 2.1 | Approved November 11th Minutes

Item 3.1 – Policy Monitoring C5: Code of Conduct

Sharon led the discussion on C5 survey by the Board. Sandra asked the proper protocol to communicate with staff, since the General Manager is the first point of contact for Board. Prasanna asked that she be the primary contact but understands that sometimes the different managers become the contact point, such as the Marketing Manager or the Chief Financial Officer. In those cases, Prasanna asked that she still be copied on the emails to the staff. Sharon commented that everyone should be copying Prasanna whenever there is any correspondence coming from the Board. Karen motioned to approve the C5 policy, Samantha seconded the motion. The motion passed unanimously.

Besides the policy, the amount of time to have the survey's open for Director input was discussed. Danielle was asked to keep the survey open for at least a week and close it Sunday by 8pm, before the packet items are due.

Item 3.2- Policy Monitoring Follow up B6: Staff Treatment and Compensation

Prasanna reported on item Staff treatment and compensation from the previous month. She provided data related to this policy including wage scale, insurance plans, 401k plans, tax deferral plans and other benefits provided to staff. Karen made a motion to accept the report as presented, Patrick seconded. The motion passed unanimously.

Item 3.3- Policy Monitoring B1: Financial Condition

Prasanna presented the Financial Condition report, and reported on changes from the previous quarters' numbers. She reported that with the end of September, the fiscal year also ended for the Co-op. Compared to the year prior, we ended with a 1.13% sales decline and had a net income of a little over \$8,000 for the year. Prasanna also noted that after auditing the policy register, B1 is missing three subsets, so she will report on those next month in December.

Karen motioned for the B1 report to be accepted as presented, Patrick seconded the motion. The motion passed unanimously.

Item 3.3A- Committee and Task Force Reports

Directors discussed interpretations of the Committee and Task Force Reports and how accepting the reports was different than approving or agreeing to all of which was written in the reports. Karen made a motion to accept the reports, Treva seconded the motion. The motion passed unanimously.

Item 2.1 | Approved November 11th Minutes

3.3B - Election Policy Discussion

Sandra took the lead on discussing both the election procedures and election policy submitted by the Elections Committee and the election procedures submitted by the Board Governance Committee.

Sandra moved that the proposed revisions to election policy by the Elections Committee be reviewed and brought to the Board by the Governance Committee. If there was a question of legality, then it should be reviewed by an attorney. The Governance Committee should work with the Elections Committee to resolve this issue and any other issues they might have. Motion not seconded. Motion failed.

Samantha moved that the Governance Committee reviews the proposed Elections Policy and comes back at the December meeting, with the governance committee Election Policy proposal. Theresa seconds. Kim had additional discussion. Motion carried with six directors in favor, two abstaining and one against.

Item 3.4- Governance Committee Recommendation on Policies & Procedures

Kim led the discussion on the recommendation of Election Procedures as submitted by the Governance Committee. After the committee made the recommendation, it was submitted to the staff to provide input. The directors discussed the proposed changes and Kim moved to accept the Davis Food Cooperative elections procedures as amended by Staff. Treva seconded. Motion carried with eight directors in favor and one director abstaining

Directors discussed both the "Procedures for Policy Changes Proposed by Board Members/Committees" and "Timeline for Policy Review" as proposed by the Governance Committee. The procedure was introduced due to conflict of committee charters and to make board process more clear. Sharon shared that she discussed this matter with the board consultant, Joshua Youngblood from Columinate and he recommended that it should be the task of the Governance Committee to make policy and procedure recommendations to the board.

For the Procedures for Policy Changes Proposed by Board Members/Committees, the last sentence was removed and it will read:

The Governance committee is tasked with bringing proposed policy revisions/new policies to the Board. The committee has scheduled reviews for each policy, and changes should be proposed when that policy is scheduled for review. Proposed policy additions/changes must be first reviewed by the governance committee.

Item 2.1 | Approved November 11th Minutes

For the Timeline of Policy Review, it will read:

The Governance committee will review policies, taking into account Board policy survey responses, on a three year cycle (B policies in year 1, C policies in year 2, and D & E policies in year 3). If a majority of directors vote that the policy should undergo a more timely review, then the governance committee will review and report findings to the Board within two months.

Treva moved to accept these Procedures for Policy Changes and the Timeline for Policy Review with amendments. Sharon seconded. Motion carried with eight in favor and one director abstaining.

8:43 Laura Sanchez left the meeting

8:46 Brad Salmon left the meeting

8:50 Michele Henley left the meeting

Item 3.5- Strategic Plan Update

Treva reported on the progress of the Strategic Plan. This month's board packet had the notes from the Stakeholder Input process. The items from this document will be considered while proposing the Strategic Plan to the Board. She also shared that Ann Evans has decided to be our editor and that she and Prasanna are meeting with Ann on November 16 to talk about the next steps. She also shared that the Strategic Planning Committee is having a retreat on November 17 to finish up the first draft of the plan. Due to this, instead of the board seeing a first draft at the November board meeting, they will receive it at the December board meeting.

Item 4.1 Harold Lloyd as Culture Consultant

Sharon moved to hire Harold Lloyd as our culture consultant, and ask that Prasanna give us an update every 90 days on progress. Samantha seconds. The motion carried with eight in favor and one director abstaining.

Item 4.2 GM Evaluation

Sharon shared with the board the process to complete the GM evaluation. Similar to last year, the board will be following the process provided by Columinate Consulting Co-op. Danille will be compiling the monitoring reports as submitted by the General Manager and the Board will be discussing overall performance. Samantha, as Secretary, will be working with Danille to collect the data and present the findings to the board. The GM evaluation will be finalized in December and will be delivered in January 2020.

Item 2.1 | Approved November 11th Minutes

Item 4.3- Upcoming Board Policy Review C6

Kim went through the upcoming board Policy C6 and directors discussed the items that needed clarification. After the discussion, all directors understood what they are rating themselves on for next month.

Item 5.1- Choose next Timekeeper

Samantha will serve as the next timekeeper. Karen moved to adjourn the meeting at 9:13 PM, Patrick seconded. The motion passed unanimously.

/s/ Samantha Conselman, Secretary

Secretary, Davis Food Cooperative, Inc.

Date Approved