

Item 2.1 | Approved December 9th Minutes



Board of Directors Meeting Approved Minutes

Date: December 9th, 2019

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

Director Joined via phone: Sharon Tobar

Staff Present: Johanna Abasto, Weslie McRoberts (stopped by to prepare dinner)

Guests Present: Andreas Booher, Attorney & guest speaker. Josh Redman, member.

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.

Agenda Review:

The agenda was reviewed, and the following items were amended:

Item 6.0 GM Evaluation was taken off the agenda

Item 3.5 Presidents Update was moved to Item 5.2

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Treva moved to approve the agenda as amended. Faye seconded. The motion passed unanimously.

1.1 Presentation - Fiduciary Responsibility

Sandra introduced Andreas Booher, Attorney, from Kronick Moskowitz Tiedemann & Girard. Andreas gave a presentation about Board responsibility and discussed the different duties the Directors carry such as fiduciary duty, duty of care and duty of loyalty.

Sandra will send out an evaluation survey tonight.

Break: The directors adjourned for break from 7:07pm to 7:15pm

Andreas left at 7:08pm

Item 2.0 – Consent Calendar

The following items were pulled from the consent calendar for discussion:

2.6 was moved to 3.0A

2.1 was moved to 3.0B

2.2 was moved to 3.0C

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

Item 3.0A - GM Operations Update

Prasanna shared monthly operations updates. In the report submitted to the Board, there was a pilot proposal, which was also presented to the National Co-op Grocers. Sharon made a motion to accept the report. Theresa seconded. The motion passed unanimously.

Item 3.0B – Approve October Minutes

The Directors agreed that moving forward, they will use “accept” instead of “approve” when making a motion to accept a policy survey as presented .

For Item 4.4, Policy Monitoring B6: Staff Treatment and Compensation, Sandra requested that we change the wording in the October Minutes, under “Sandra moved to approve the policy B6...”

Change to:

“...The motion passed with eight votes in favor, and one Director abstaining.”

Kim moved to approve the October Minutes with the change recommended by Sandra. Faye seconded. The motion passed unanimously.

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Item 3.0C – Approve November Minutes

The starting sentence of item 3.2 in the minutes will be changed for clarity to read: “Prasanna added additional information to her report of Policy B6 from last month.”

Karen made a motion to accept the November minutes with the added revisions that were presented by Prasanna during the November meeting. Sharon seconded. The motion passed unanimously.

Item 3.1 – Financial Condition

Prasanna reported on the two subsets that were missing from B1 Financial Condition, and said that they are both in full compliance.

Karen made a motion to accept the B1 Financial Condition report as presented. Sharon seconded the motion. The motion passed unanimously.

The directors discussed the audit of the Davis Food Co-op policy register and the timeline for it to be completed. It was discussed that the store team would work with the Secretary to ensure that a clean policy register would be provided to the Governance Committee. The Governance Committee will then provide the board with the correct policy register at the February Board meeting.

Item 3.2 - Review Proposed Elections Policy

The Directors were notified as to where to find proposed Elections Policy documents in case they want to review them.

The Board decided to review Item 3.2 at the January meeting.

Item 3.3 - Strategic Plan Update

Treva gave an update regarding editing for the Strategic Plan. She mentioned that Prasanna and she are still in the process of finding an editor who will edit the document after Ann Evans has gone through it. After finalizing the document, the committee will work on sharing the work to several different people before presenting it to the ownership. The Strategic Plan Committee would like to get the plan to the Board by the next Board meeting.

Item 3.4 - Drafting Procedures Manual

Committees and Board members were encouraged to begin creating draft procedures to be sent to the governance committee.

Item 4.1 - Owner Engagement at Board meetings

The Owner Engagement Committee provided a handout, regarding communication between the Board and owner/members.

The handout included a list of ideas of how to address member comments, as well as improve engagement. The committee plans to come to the January Board meeting with more suggestions.

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Item 4.2 - Policy Monitoring - C6: Officer's Roles

The Directors discussed their responses on the C6 Survey.

Kim made a motion to edit the wording of the C6 Policy, part 5-c, which should read: "The secretary shall ensure that notices of Board and membership meetings as well as minutes from those meetings are posted."

Samantha seconded. The motion passed unanimously.

Sandra made a motion to accept the C6 policy monitoring survey. Theresa seconded. The motion passed unanimously.

Item 4.3 - Review Proposed Policy C4

Samantha presented the proposed changes to policy C4, the directors discussed and agreed on the changes that were proposed, and corrected a typographical error on the spot. The final C4 policy is written below.

Treva moved to accept policy C4 with proposed changes (including the changes that were made during the meeting). Faye seconded. The motion passed unanimously.

Policy C4 - Board Meetings, will read:

Board meetings are for the task of getting the Board's job done.

- 1. We will use Board meeting time only for work that is the whole Board's responsibility. We will avoid committee issues, operational matters, personal concerns and other topics that are not the highest and best use of our time.*
- 2. Meetings, but not executive sessions, shall be open to the membership.*
 - 1. We may occasionally use executive session to deal with confidential matters. When possible, an announcement of the executive session should be on the published agenda.*
 - 2. Minutes of the executive session will be approved only in executive session and shall be kept in a confidential file available only to the Board. The regular meeting minutes will indicate the executive session happened, the reason for the session, and any non-confidential decisions that the Board wants placed in the regular minutes*
- 3. We will seek consensus through discussion. We will then finalize and document decisions through the use of motions, seconds and majority vote.*
- 4. If we must make a decision outside of a regular meeting, the vote on that decision shall be unanimous and affirmed in writing by all directors. We will include a record of that decision in the minutes of the next regular meeting.*

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Item 5.1 Choose next Timekeeper

Samantha will serve as the next timekeeper.

5.2 Presidents update

Sharon led discussion regarding the email thread request (included in the December Board meeting packet). Board members want to clarify how the thread will work (ex: listserv?). Board members will ask questions, and will report back in January.

Samantha moved to adjourn the meeting at 8:37 PM.

Patrick seconded. The motion passed unanimously.

/s/ Samantha Conselman, Secretary

Secretary, Davis Food Cooperative, Inc.

Date Approved