

Item 2.1 | Approved February 10th Minutes



Board of Directors Meeting Approved Minutes

Date: February 10, 2020

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: Sharon Tobar, Patrick Beckett, Karen Rich, Theresa Robinson, Sandra Schickele, Faye Dixon, Treva Valentine, Samantha Conselman

Director(s) Absent: Kim Coontz

Staff Present: Madison Suoja, Johanna Abasto

Guests Present: Yarnah Mandujano

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:

See "Owner Comments" below

Board Announcements:

There were no board announcements.

Agenda Review:

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

Added: 4.0A Online Only Election Tabling

Changes: 3.5 & 3.6 are being moved to April's Board meeting

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2.0 Consent Cal:

Samantha moved to accept the consent calendar.
Treva seconded. The motion passed unanimously.

2.1 Approve January Minutes

3.1 GM Monitoring: B1 – Financial Condition

Prasanna presented her report on B1 Financial Condition, and started with points 1 & 2 of the policy. She mentioned that sales are up this quarter, and the gap is closing. The gross margin of the YTD vs Prior Year Income Statement compares this quarter compared to last quarter. She explained that the variance was due to the marketing costs that were higher than expected. Net income is also trending in the right direction.

Prasanna addressed questions regarding items such as “active vs inactive households”, charts/graphs, and certain criteria on the bylaws.

The store’s customer count is down, but the basket size is up; the store’s goal is to raise both customer count and basket size. The store is closing the gap for customer count, and trending in the right direction. The store is seeing a steady increase in sales in multiple departments.

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

Prasanna will continue to report on this section until the store is fully compliant.

3.2 GM Monitoring: B9 – GM Succession

Prasanna recommended Laura as a successor. There are some conferences that she would like Laura to attend.

Samantha made a motion to accept the B9 GM Succession report as presented.
Patrick seconded the motion. The motion passed unanimously.

3.3 CCMA Attendance

The Board discussed the attendance budget for the CCMA.
Directors who have been to the CCMA said it was a great experience, and recommended that other Directors go at least once while they’re on the Board.

Sandra will get back to the Board by next week with a headcount for CCMA attendance.

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3.4 Owner Engagement at Board Meetings Follow-up

Theresa has been corresponding with other co-ops to see how they handle input from members at their Town Hall or Owner Forums, and she reviewed the "Proposed procedure for accepting owner input at Board or Town Hall meetings", and received feedback from the Board. The Directors also discussed designation of Board and staff members for specific tasks at Owner Forums or Town Hall meetings.

Theresa will continue to report to the board with updates on the procedure for accepting owner input at Board meetings.

The Governance Committee is compiling procedures in their folder.

3.7 Policy Audit Report

Samantha presented the policy manual that was revised after the policy audit, and mentioned there were some items that were missed, and moving forward what the procedure will look like to avoid this happening again.

Sharon made a motion to approve the last revised policy manual of January 17, 2020. Treva seconded the motion. The motion passed unanimously.

Madison left at 7:34 pm

Break: The directors adjourned for break from 7:34 pm to 7:44 pm

Owner Comments:

Yarnah Mandujono - she would like to use the Teaching Kitchen space for a parents consumers group to discuss topics they think might be good for all consumers, she referred to this as "consumer empowerment". She gave an example of boycotting wild harvesting, which she said may be a concern for the Native American community.

4.0A Online Only Election Tabling

Sandra suggested the Board set up a table just before the campaign for the election to answer any questions. Johanna, or someone from her marketing team can be there to collect email addresses, and answer questions about membership.

There will be a place at the front of the store where member-owners can vote.

4.1 Retreat Discussion

Sharon led the discussion on the March retreat. She discussed information that Harold shared with Prasanna about the store, and mentioned the possibility of shortening the retreat, if other Directors agreed, maybe to four hours, and then have Prasanna can share how her job will be changing based on what Harold shared with her. Prasanna mentioned that it would be helpful for the Board to see "success plans" or "a new way" for what's planned for the store.

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The directors also discussed other things they may want to consider, such as the Board having their own success plan for the year. The Board may want a new way to evaluate the new things that are going on in the store. Or possibly review policies more often that are relevant to the current topics, and monitor within the framework that is already in place. It was pointed out that if the rules are changing all the time, then that would make it difficult for Prasanna to do her job. The focus is still mainly on the culture of the co-op.

4.2 Strategic Plan Update

Treva updated the Board with the progress of the Strategic Plan. The Strategic Plan Committee took into consideration William Deal's recommendations; they are working on finalizing the document, and will have it ready for the retreat. They will also work on an executive summary. The final version with graphics will be ready at the Board's annual meeting.

4.3 Policy Survey Review - C7– Board Committee Principles

4.4 Policy Survey Review - D4 – Monitoring GM Performance

Samantha led the survey reviews for policies C7 and D4.

Sandra made a motion to accept C7 and D4 survey reviews.
Patrick seconded the motion. The motion passed unanimously.

4.5 Restricted Funds

Karen reported on the co-op's definition of restricted funds.

Karen on behalf of the Finance Committee made a recommendation that a motion be brought to the Board: "The Board restricts \$500,000 of the Davis Food Co-op funds unless prior approval is obtained." The Board will monitor this by GM reporting of B1 which is done on a quarterly basis. Sharen seconded the motion. The motion passed unanimously.

Yarnah left at 8:20 PM

4.6 Patronage Dividends

Karen on behalf of the Finance Committee recommends that a motion is brought to the Board that: "A patronage refund is not offered to ownership in 2020". Sharon seconded the motion. The motion passed unanimously.

Item 5.1- Choose next Timekeeper

Samantha will serve as the next timekeeper.

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Samantha moved to adjourn the meeting at 8:29 PM.
Faye seconded. The motion passed unanimously.

/s/ Samantha Conselman, Secretary

Secretary, Davis Food Cooperative, Inc.

Date Approved