

Item 2.1 | Approved October 14th Minutes



Board of Directors Meeting Approved Minutes

Date: October 14, 2019

Item 1.0 Call to order:

The regular meeting was called to order at 6:32 PM at the Davis Food Coop Teaching Kitchen, 537 G Street, Davis, California, by Faye Dixon.

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

Director(s) Absent: Sharon Tobar

Staff Present: Michele Henley, Johanna Abasto, Weslie McRoberts

Guests Present: Tony Kelly, Development Director, and Michelle Pierce, both work for Bayview Hunters Point Community Advocates. They are looking to create a co-op grocery store, and are here to observe.

Facilitator: Faye Dixon

Timekeeper: 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.

Read Ends & Ground Rules

Owner Comments:

There were no owner comments.

New Staff - Weslie McRoberts & Danielle Marquis

Board Announcements:

There were no board announcements.

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Agenda Review:

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

Added:

Sandra suggested that item 3.1, Policy review/cleanup recommendation be reviewed next month upon Sharon's return. It was decided to discuss on this topic, when 3.1 came up.

Changes: Samantha pointed out corrections that needed to be made to item 4.7 and 5.1. Both of these items had an end time of 8:30 AM and 8:35 AM. They were changed to 8:30 PM and 8:35 PM respectively.

Item 2.0 – Consent Calendar

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

Item 3.1- Review policy/procedure cleanup recommendation

The policy review recommendation by the Governance Committee is being moved to the November meeting, due to the absence of Sharon and for needing more discussion. This item is being moved to the November board meeting, when Election Policies/Procedures will also be discussed.

Item 3.2 - Review C5: Code of Conduct for November meeting

Kim led the topic 3.2 to discuss the upcoming November survey the board will be taking. As proposed at the September board meeting, the board will be reviewing the upcoming board policies ahead of time to ensure that each director is interpreting the policies in a similar manner, when taking the survey.

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Comments:

Kim noted the specific items that were the law for the directors to note and follow. There was some discussion on item 2d and 2e, which are:

2D:

A director who applies for employment must first resign from the board

2E:

Any director who is also a paid employee has the same duties and responsibilities as any other director and has the additional duty of clearly segregating staff and board responsibilities

It was discussed how 2D is written to avoid conflict of interest.

Suggestions/questions regarding Code of Conduct:

Samantha looked at comments from last year's survey to see where clarity was needed and, in the future, bringing in past surveys would help clarify the policies even more.

Item 3.3- Policy Monitoring B5: Treatment of Customers - Follow up

Prasanna provided the follow up on B5, Treatment of Customers from April board meeting. She reviewed things that she felt were not fully in compliance related to

prioritizing customer service and natural foods training. She noted the following changes related to these two things:

- Launching of new customer service survey through NCG to provide real, live feedback on shopping experience.
- Natural Foods and Holiday product training taking place in the store to educate staff on helping answer questions of our shoppers.
- Working with Stephanie Merriman from Merriman Management Systems to go over New Employee Training and onboarding.
- Training department managers on Food Safety training.

Sandra motioned to accept this follow-up to B5 as presented, Samantha seconded. The motion passed unanimously.

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Item 4.1 - Culture Consultant

Faye notified the board that the store team will be working with Harold Lloyd to navigate through some changes in the store. Prasanna provided update on how Faye, Sharon and Prasanna interviewed three culture consultants and decided on Harold due to his background on both grocery industry and similar work in the past.

The goal in working with Harold will be to help the team understand/navigate change and help them through the process. Prasanna shared how she is excited to work with Harold, since this was someone that the staff had recommended from a conference they had gone to in July. Both Karen and Sandra noted that working with a consultant is an operations matter and there will be no vote taken on this subject.

Item 4.2 - Policy Monitoring C3: Agenda Planning

Samantha led the discussion on C3, Agenda Planning. She read through the comments and clarified some wording on the policy itself. Comments from last board year was reviewed to compare trends and it was noted that this year, there is a higher trend on C3.

Samantha moved to approve the policy C3, Agenda Planning, Treva seconded. The motion passed unanimously.

Item 4.3 - Policy Monitoring C4: Board Meeting

Patrick led the discussion on C4, Board meeting. He shared his thoughts on how as a board, more discussions can take place even when it is committee that comes up with some recommendations. There was also some discussion on how to address information to share with members to make them more inclusive of the Co-op. It was noted that item 4.7, Owner Engagement at meetings will be an area to discuss this further.

Samantha moved to approve the policy C4, Board Meeting, Patrick seconded. The motion passed unanimously.

Item 4.4 - Policy Monitoring B6: Staff Treatment and Compensation

Prasanna discussed item B6, Staff Treatment and Compensation. Prasanna shared data from the staff survey conducted in 2018 and let the board know that the new survey results will be shared with the board when the 2020 survey takes place, which will be in January. There was also some discussion on safety trends, which had been provided by our insurance broker, Interwest.

There was some discussion around how this policy did not have information for compensation. Prasanna noted that this is the first time she is reporting on this policy after it was revised in February 2019. Karen asked Prasanna to review the policy itself to see where the staff compensation would fall.

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Sandra moved to approve the policy B6, Staff Treatment and Compensation. Karen seconded. One director abstained from voting. The motion passed with 8 votes in favor, and one Director abstaining.

Break: The directors adjourned for break from 7:37pm to 7:47 pm

Item 4.5 - Board Retreat Date

Sandra took the lead on item 4.5 and shared that William Deal from National Cooperative Grocers (NCG) will be joining the November board meeting. NCG has been asked to come to the meeting to share about their history and to help educate the board on the relationship that NCG has with their Co-ops. They will also be present and will help us lead the retreat in March 2020.

Item 4.6 - Strategic Plan update

Treva shared the progress of the Strategic Plan. The Strategic Planning Committee (SPC) is meeting regularly to discuss the timeline. With the loss of an editor, we have placed some calls to other members in our community. The report that was provided by the committee was reviewed and the board was presented with one of the examples of content that will be in the plan and opened the discussion for feedback. Karen shared her thoughts on keeping the document very high level so that way some initiatives can be planned for the store. The committee thanked her for her feedback and reminded the board that the report is being presented for content only and there will be an outside editor who will help polish the document.

Samantha suggested to have citations added to the report, which the committee said they would.

The members of the SPC encouraged other directors to review the document on Google Drive and to add any suggestions they think will be helpful.

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Item 4.7 - Future Discussion - Owner engagement at meetings

Samantha led the discussion on item 4.7, Owner engagement at meetings. This is an area that was tabled in the past and is being reviewed to have directors think of ways to engage with our shoppers or owners. Some things that were discussed were:

- Inviting members for comments, possibly through town hall type of meetings. Set ground rules about town hall meetings so that they feel that opinions can be shared with the board freely, perhaps with a facilitator.
- Exploring owners to send written questions ahead of time so that the board can have the discussion at the board meeting.
- Repeating back to owners on questions that have been asked so that a response can be drafted back to them.
- Tell them thank you, send a card/email to let them know that the board appreciates hearing from our members, etc.

This topic might have future discussions to address member comments at meetings. Samantha noted that there will be strategy around addressing items that do not get be addressed in meetings regularly and discussions such as this will help us become a better Co-op.

Item 5.0 - Wrap up

Thanks to the chef for the delicious food

Item 5.1- Check-Ins and Choose next Timekeeper

Samantha will be the timekeeper for the November Meeting. Kim moved to adjourn the meeting at 8:21PM. Faye seconded. The motion passed unanimously.

/s/ Samantha Conselman, Secretary

Secretary, Davis Food Cooperative, Inc.

Date Approved