

Item 2.1 | Approved May 11th Minutes



Board of Directors Meeting Approved Minutes

Date: May 11, 2020

Item 1.0 Call to order:

The regular meeting was called to order at 6:33 PM via webinar at <https://www.gotomeet.me/DFCBOARD>, by Sharon Tobar.

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

Director(s) Absent: none

Staff Present: Laura Sanchez, Brad Salmon, Vincent Marchese

Guests Present:

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.

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Agenda Review:

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

Item 5.3 is included in Item 2.3 of the consent calendar, and the governance recommendations are part of the governance committee task force report, so Item 5.3 was removed from the agenda.

Samantha made a motion to accept the modified agenda as amended. Patrick seconded the motion. All were in favor, and the motion passed unanimously.

Item 2.0 - Consent Calendar

Samantha made a motion to approve the Consent Calendar. Patrick seconded the motion. All were in favor, and the motion passed unanimously.

Item 3.0 - PPP Loan

Brad presented the PPP Loan Program report that he prepared for the Directors, which is included in the Board meeting packet. The Davis Food Co-op received PPP Loan funds on May 4, 2020; the funds are to pay the staff payroll costs and to take care of them.

Karen thanked Brad for all of the hard work that he's done and for all the information that he's provided to the Finance committee and to the Board. Sharon commented that Brad is really "on this" and makes the Board feel really good. Brad thanked the Board for their support.

Item 3.1 - GM Operations Update

Laura shared a lot of the General Manager Operations Update at the annual meeting as well. Sales were up due to the first two weeks of "panic buying", and all sales remain strong. Webcart launched on Friday; 17 orders were received on the first day, the average order was 23 items, with an average of \$99 per basket.

Upcoming projects:

The deli team is working on development, and recipes. They're also working on creating consistency with current staff. Weslie is creating juicing recipes for the grab and go bar. Bulk will transition into pre-packaging some of the bulk for customers.

Curbside:

Customers can visit the DFC website, click on the curbside pickup logo, choose categories, and then put items in their cart. If they create an account it will link to their membership. There are two designated parking spaces for curbside pickup. Basket sizes are bigger for curbside pickup, and it's good that we're seeing those results.

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Vincent, the new Marketing Manager introduced himself.

The Directors discussed store sales, and Brad added that it's so hard to forecast right now, but hopefully we will be positive for the fiscal year.

The Directors also discussed staff hours, and additional training. Brad & Laura talked about training. Some managers are doing one day per week of remote work.

Laura discusses the outside store huddles, and mentioned the managers were appreciating the staff, and extending the hero pay. The staff talked about their feelings, thanked each other, and Madison shared positive comments from the website. The more transparent about what the DFC is doing, the more that staff is positive and appreciative.

Sharon thanked Laura for her first GM update.

Item 4.1 - GM Monitoring B1 - Financial Condition

Laura presented the GM Monitoring B1 Financial Condition report.

The sales growth from January and February put the DFC in a sound position for the quarter. March sales were steady, and up compared to last year. Deli, meat, & cheese had significant variation from their expected margins, so they will be monitored closely. Membership has been rising steadily.

Year end financials were reviewed by Wegner Associates to ensure compliance. Wegner CPAs is an independent accounting firm, and they performed an audit for the DFC. The Board was provided with a debrief, and there were no deviations from GAAP.

Samantha made a motion to accept the report as presented. Patrick seconded the motion. All were in favor and the motion passed unanimously.

Item 4.2 - Strategic Plan

Treva announced that the strategic plan is complete.

Sharon made a motion to adopt the Strategic Plan as presented. Samantha seconded the motion. All were in favor, and the motion passed unanimously.

Item 4.3 - Retreat Debrief

The Directors discussed the survey that was completed by three of the Directors after the Board Retreat.

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BREAK 7:28 - 7:38PM

Item 5.1 - Inspector of Elections

Karen informed the Directors of the final part of the elections process. The election votes will be forwarded to Karen, and she will use the language that Erol used to present to the Board. The candidates will be invited to attend, but will not be notified ahead of time if they have been elected or not. The results will be posted on the DFC website.

Item 5.2 - Leadership Transition Surveys

After the candidate's are chosen, Danielle will work with Karen on the surveys for nominations, and votes for positions. After this assignment, Karen's position will officially be over.

Item 5.4 - Policy Survey Review: D2 Accountability of the GM

Kim presented the Policy Survey Review: D2 Accountability of the GM.

The Directors discussed the language within the policy, third parties, and decisions of the GM.

Kim made a motion to accept the report. Sandra seconded the motion. All were in favor, and the motion passed unanimously.

Item 5.5 - Upcoming Policy Review: D3 Delegation

Kim mentioned that Policy D3 is the heart of how the committee uses Policy Governance, and read the D3 policy. The Directors discussed the Strategic Plan and Ends and their connection to Policy D3. They will discuss this further at future meetings, and it will be on the agenda for the next meeting.

Item 5.6 - Virtual CCMA

Faye has been monitoring the CCMA website, and let the Directors know that online webinars will take place June 8 - June 12th. There will be one webinar each day, and each session will apply to the GM, Board of Directors, etc. In addition to the webinars, there are networking and socializing opportunities. The Directors may attend one or two separate webinars, and report back to each other at the following Board meeting.

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5.7 Compensation for the Board of Directors

Karen started the discussion for the compensation for the Board of Directors. The Finance Committee feels that it's worth pursuing, and will look into seeing how much the compensation should be. The Finance Committee would like to come up with a plan, but not implement the plan right away.

Item 6.0 - Choose next Timekeeper

Faye: check-in

Comments/Questions:

Discussion for hiring a new GM should be on next month's agenda.

The Board plans to change meetings to ZOOM, and use one format for all future online meetings.

Kim thanked everyone.

Samantha moved to begin the executive session at 8:31 PM. Patrick seconded. All were in favor, and the motion passed unanimously.

/s/ Samantha Conselman, Secretary

Secretary, Davis Food Cooperative, Inc.

Date Approved