



Board of Directors Meeting Approved Minutes

Date: September 9, 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, Sharon Tobar

Director(s) Absent: Samantha Conselman

Staff Present: Brad Salmon, Laura Sanchez, Michele Henley

Guests Present: Alan Wiseman, Maria Contreras

Facilitator: Sharon Tobar

Time Keeper: Faye Dixon

Notetaker: Johanna Abasto

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:

Following items were added to the agenda,

1. Board approval for Finance Review. This became item # 4.0A
2. Elections Procedures, which was part of item 2.6, became the new item #4.0B
3. Finance Committee meeting notes became the new item #4.0C
4. Adding Treva to the Elections Committee became the new item #4.0D

Item 1.0A- Guest Speakers

Sandra introduced Alan Wiseberg, the current Board President from Briar Patch Food Cooperative. Alan shared the history of the Briar Patch Food Co-op and how they have evolved from a small store to one of the highest volume sales store in the Western Corridor.

He shared how the board applies the Policy Governance model to think strategically for the Co-op and delegates the day to day operations to the General Manager and the Staff.

Other topics shared was how neighboring Co-ops such as the Briar Patch Food Co-op, the Davis Food Co-op and the Sacramento Natural Foods Co-op can have more cooperation in the future. Sharon as the President will be reaching out to do more networking in the future. The board thanked Alan for his presentation.

Alan departed at 7:09 PM

At 7:12 PM, Maria Contreras founder of The Bike Campaign was introduced by Sharon Tobar. Maria provided history and the background on how the Co-op can receive a Platinum level certification in the future from the current Bronze level certification. The board thanked Maria for her presentation and how the store will look at ways to elevate the certification in the future.

Maria departed at 7:24 PM.

Item 2.0 – Consent Calendar

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

Item 3.1 – Board Visioning Follow-Up

Sharon shared some edits on the Board Visioning document. Directors discussed these edits. Sharon will be working with Samantha and providing the revised document, which has the legends assigned to each committee at the October Board meeting.

Item 3.2- NCG participation at the October board meeting

Sandra asked Dave Olson to join in November Board meeting and talk about trends and what other Co-ops are doing to succeed. Sandra also proposed to have NCG staff for the March retreat.

Item 3.3- Policy Monitoring C1: Governing Style

The board discussed different ways to have dialogue in the future to talk about addressing comments that are written by the directors. Due to the lack of time at each meeting, some items do not get to be fully discussed and it would be good to discuss in detail if there are variations in answers.

The board discussed different ways to work on this including discussing it with Joshua from Columinate, interpreting the surveys prior to board meeting along with the President following up with directors that rate the items lower than other directors. During the October board meeting, the policies for the November board meeting will be reviewed by the board and other steps will be taken in the future.

Karen moved to approve the Policy Monitoring C1, Faye seconded. The motion passed unanimously.

Item 3.4- Annual Meeting date announcement

Theresa announced that the Annual Meeting date is May 7, 2020.

Item 3.5- Store Sales Update- B1 Financial Condition

Prasanna shared the store sales update, which was a follow-up item from the August Board meeting. This report highlighted both Marketing and Departmental strategies that the store was focused on to drive more sales for the store.

The store will add new strategies if there are more store initiatives when reporting on the B1: Financial Condition Policy in November.

Treva moved to approve the Store Sales Update as presented, Sandra seconded. The motion passed unanimously.

Item 3.6- StrEatery Update

Prasanna provided an update on the StrEatery event. Over ten vendors applied between trucks, pop-ups and carts. Marketing materials are ready and the planning is moving along. We are expecting over 1000 people in attendance. Sharon strongly encouraged directors to be present for this event.

Break: The directors adjourned for break from 7:57 pm to 8:08pm

Item 4.0A - Board approval for finance review

Karen as the Chair of the Finance Committee, after conversing with our accounting firm Wegner CPA, recommends to the board that a review be completed instead of an audit for FY19. Sandra seconded. The motion passed unanimously.

Item 4.0B - Elections Procedures

The Election Procedures were reviewed and Kim suggested some edits to the document be made before it becomes public facing document. Sandra will work on the edits as requested and will bring back to the October board meeting.

Item 4.0C- Finance Committee Report

The board reviewed the Finance Committee report and went over some specifics from the notes. Projected sales growth along with productivity was discussed and clarified as a group.

Sharon moved to approve Committee Report, Patrick seconded. The motion passed unanimously.

Item 4.0D- Addition to the Elections Committee

Elections committee had a request to add Treva to its current charter. Karen moved to approve Treva being part of the Elections Committee, Sharon seconded. The motion passed unanimously.

Item 4.1-Policy Monitoring C2: Board's job

The board reviewed the Board's job survey.

Theresa moved to approve the policy C2, Board's job, Kim seconded. The motion passed unanimously.

Item 4.2-Policy Monitoring C8: Governance Investment

The board reviewed the results from the Governance Investment survey.

Karen moved to approve the policy C8, Governance Investment, Sandra seconded. The motion passed unanimously.

Item 4.3- Policy Monitoring B7: Board Communication

Prasanna has an action item from the B5, policy and will provide an update at the October board meeting.

Kim moved to approve the policy B7, Board Communication as presented, Faye seconded. The motion passed unanimously.

Item 4.4- Policy Monitoring B2: Planning and Budgeting

Prasanna spoke to the items she marked as partial compliance, in particular the Business Plan. The stores' Business Plan will be provided at the October Board meeting.

Prasanna went over the FY2020 budget and highlighted projected sales, net income, key ratios along with the capital expenditure budget. Karen thanked the admin team for their hard work on preparing the budget.

Karen moved to approve the policy B2, Planning and Budgeting, Faye seconded. The motion passed unanimously.

Item 4.5- Strategic Plan update

Treva gave an update on the Strategic Plan. Treva expressed the timeline has changed to incorporate both owner and staff feedback. The final Strategic Plan will be presented at the May 2020 Annual meeting.

Brad, Laura, Michele left at 8:51pm

Item 5.1- Choose next Timekeeper

Samantha will serve as the next timekeeper. Kim moved to adjourn the meeting at 8:54 PM, Faye seconded. The motion passed unanimously.

/s/ Samantha Conselman, Secretary

Secretary, Davis Food Cooperative, Inc.

Date Approved