



# Board of Directors Meeting Approved Minutes

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July 8, 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 Karen Rich.

### Roll Call:

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

Directors Absent:

Staff Present: Brad Salmon, Johanna Abasto

Guests Present: Errol Cabinian Daus, Daniel Quimby

Roles:

Facilitator: Karen Rich and Sharon Tobar

Timekeeper: Samantha Conselman

Note taker: Kyra Steversherwood, Leslie Covarrubias

The Secretary 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.

Welcome and Introductions were performed.

## 1.0 Call to Order

Errol presented the results of the leadership transition task force surveys and the task force's recommendations for each of the board officer positions.

Kim nominated Sharon for the role of president. Treva seconded; the motion passed unanimously.

Sharon nominated Faye for vice president. Karen seconded; the motion passed unanimously.

Treva moved that Karen should be treasurer. Kim seconded; the motion passed unanimously.

Treva nominated Samantha for secretary. Patrick seconded; the motion passed unanimously.

## Item 2.0 – Consent Calendar

Item 2.1, April and June minutes and Item 2.3, Committee reports, will be pulled from the consent calendar and include them as item 3.0A and 3.0B. Treva moved to approve the consent calendar with recommendations. Karen seconded; the motion passed unanimously.

### Items 3.0A – Approve April and June Minutes

The secretary will edit the June minutes to reflect changes to documents that occurred during the board meeting and bring the June minutes back in August.

Karen moved to accept the April minutes. Theresa seconded; the motion passed unanimously.

### Item 3.0B – Committee and Task Force Reports

Sharon updated the Strategic Plan Committee report to include "Market study to maximize growth strategies to increase sales growth" as the first bullet point

under “The committee developed a framework to start writing the Plan that may include”. The Owner Engagement Committee Report was updated to reflect that Treva Valentine attended the meeting.

Treva moved to accept 3.0B as recommended. Theresa seconded; the motion passed unanimously.

#### Item 3.1 – Welcome New Director

The directors welcomed Patrick to the board. As a member of the board for multiple years, Sandra offered to mentor Patrick.

#### Item 3.2 – Review Calendar for Next Year

This item has been moved to the August board meeting.

#### Item 3.3 – Strategic Planning Update

Treva initiated an open discussion regarding the ongoing focus of the committee and the board’s planning.

#### Item 3.4 – Review the BOD Budget

Karen presented details from the finance committee meeting and shared her experience with Columinate consultants and their value to the president and Board.

#### Item 4.1 – GM Operations Update

Prasanna presented the operation update to the directors, including the co-op’s financials.

#### Item 4.2 – Approve Annual Meeting Date

The proposed date is May 7th, 2020.

#### Item 4.3 – Approve 2020 Elections Calendar

Johanna presented regarding the 2019 election, proposed calendar for the 2020 election, and online vs. paper elections.

Samantha moved to transition the Davis Food Co-op from a hybrid election to an online-only election. Treva seconded; the motion passed unanimously.

#### Item 4.4 – Approve Owner Engagement Comm Charter

Karen moved to accept the Owner Engagement Committee Charter. Treva seconded; the motion passed.

The directors discussed the process for informing board members and owners generally. Some directors suggested formatting changes for the charters

#### Item 4.5 – Committee & Task Force Leads, Member Selection

Karen suggested she serve on the leadership transition task force, since this is her last year on the board.

Directors finalized committee members for the 2019-2020 board year:

Board Development: Sandra Schickele (Chair), Theresa Robinson, Faye Dixon

Elections: Sandra Schickele (Chair), Theresa Robinson

Finance: Karen Rich (Chair), Kim Coontz, Samantha Conselman,

Governance: Kim Coontz (Chair), Patrick Beckett, Samantha Conselman

Leadership Transition: Karen Rich (Chair)

Owner Engagement: Theresa Robinson (Chair), Patrick Beckett, Treva Valentine, Faye Dixon

Strategic Plan: Treva Valentine (Chair), Kim Coontz, Patrick Beckett, Sharon Tobar

Executive: Sharon Tobar (President), Faye Dixon (Vice President), Karen Rich

(Treasurer), Samantha Conselman (Secretary)

#### Item 4.6 – Google Drive Training

Kyra presented and answered questions on Google Drive.

#### Item 4.7 – Policy Monitoring C: Global Governance

Karen moved to accept the report. Faye seconded; the motion passed unanimously.

Directors briefly discussed the report and process, agreed to view results not only as a directive for governance committee policy review, but also as a broader analysis of functioning of the board.

#### Item 4.8 – Policy Monitoring D: Global BOD Management

Treva moved to accept the report. Theresa seconded; the motion passed unanimously.

Governance committee was tasked with developing a procedure to address questions that arise from Policy Monitoring surveys.

#### Item 4.9A – GM Monitoring B4: Membership

Samantha moved to accept the GM Monitoring B4 report. Sandra seconded; the motion passed unanimously.

#### Item 4.9B – Departing Director Discount

Sandra moved to allow Errol to receive his director discount until June 30, 2020. Theresa seconded; the motion passed unanimously.

Karen left the meeting at 8:36PM.

Item 5.1 Check-Ins and Choose Next Timekeeper

Samantha will serve as timekeeper next month.

Kim moved to adjourn the meeting at 8:37PM. Sandra seconded; the motion passed unanimously.

/s/ Samantha Conselman, Secretary

August 12, 2019

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Secretary, Davis Food Cooperative, Inc.

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Date Approved