



Board of Directors Meeting Approved Minutes

June 10, 2019

Item 1.0 - Call to Order

The regular meeting was called to order at 6:30 PM in the Davis Food Co-op Teaching Kitchen, 537 G Street, Davis, California, by Karen Rich.

Roll Call:

Directors Present: Samantha Conselman, E. Kim Coontz, Errol Cabinian DAVIS, J. Faye Dixon, Karen Rich, Theresa Robinson, Sandra Schickele, Treva Valentine

Directors Absent: Sharon Tobar

Staff Present: Brad Salmon, Edward Diggs, Andrew Steward, Johanna Abasto

Guests Present: Patrick Beckett

Roles:

Facilitator: Karen Rich

Timekeeper: Samantha Conselman

Note taker: Kyra Steversherwood

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.

Owner Comment:

Ed Diggs: Suggested that the store produce a podcast or other recording as he cannot frequently attend meetings and finds that the minutes contain far less information than the meeting itself.

Item 2.0 – Consent Calendar

Sandra moved to accept the Consent Calendar. Treva seconded; the motion passed unanimously.

Items 3.1 – Member-Owner Survey Results, Part 2

Prasanna and Andrew presented data from the 2019 Member-Owner Survey, including satisfaction in various categories, demographics and demographic changes, and competition with other stores.

Item 3.2 – Governance Committee Recommendations

Kim presented the recommendations and directors provided feedback.

Karen moved to accept the Governance Committee Charter as amended to fix punctuation and formatting. Faye seconded; the motion passed unanimously.

Errol moved to adopt the proposed changes to Policy B7 with strike out of proposed item 9: “Provide staff support to the Board and its committees and task forces to enable the efficient and clear implementation of its work”. Treva seconded, the motion passed unanimously.

Errol moved to adopt the proposed changes to Policy C7 with the revision of striking the heading “a.” with no associated text under “1.” in the policy. Treva seconded; the motion passed unanimously.

Samantha moved to adopt the changes to Policy B Executive Limitations as presented in the packet. Treva seconded; the motion passed unanimously.

Treva moved to adopt Policy D1 as revised. Samantha seconded; the motion passed unanimously.

Errol moved to adopt the changes as proposed to policy C6. Theresa seconded; the motion passed unanimously.

Item 3.3 – Strategic Plan Committee Report

The report will be amended to read “Budget is to be decided annually.” after June 2019. The report will also be amended to read “Members: The Board of Directors shall appoint at least two members of the Board and may appoint one member in good standing who is not a board member who has executed a confidentiality agreement.”

Kim moved to accept the Strategic Plan Charter as amended. Faye seconded; the motion passed unanimously.

Item 3.4 – Board Work Plan Continued

The directors discussed the board’s planning for the next year and reviewed the 4.1 Planning for Next Board Year document from March 11, 2019.

Item 4.1 – Inspector of Elections: Report 2019 Election/Certify Election Results

Errol certified the results of the elections as Inspector of Elections and reported the results as follows:

During the relevant period, 10,231 owners were eligible to vote in this election. 1,125 owners voted in this election, which represents approximately 11% of the electorate (although 1 elector spoiled their ballot and could not be included in the turnout). Of the owners who voted, 237 votes were submitted in paper form, which represents approximately 21% of the voting owners. That means that 888 owners, or 79% of the voting owners, voted electronically. The first item on the ballot concerns the 2019 Board candidates:

Kim Coontz 935 (23.8%)
Sandra Schickele 844 (21.5%)
Samantha Conselman 805 (20.5%)
Patrick Beckett 691 (17.6%)
Andreas Booher 659 (16.8%)
Abstain 18 (1.6%)

There were four board positions available in this year's election. There are 3 seats that would each serve 3-year terms which would go to the top-3 vote getters. The fourth seat is a 2-year term and would go to the fourth-place vote getter. Pursuant to the results of the election, Kim Coontz, Sandra Schickele, and Samantha Conselman, have been elected to each serve a 3-year term on the Board, and Patrick Beckett has been elected to serve a 2-year term on the Board.

The second and final item on this year's ballot was whether to approve the 2018 Annual Meeting minutes, which resulted in the following:

I approve the minutes 998 (99.2%)
I do not approve the minutes 8 (0.8%)
Abstain 118 (10.5%)

Errol moved to accept the results of the 2019 spring election as reported. Samantha seconded; the motion passed unanimously.

Item 4.2 – Farewell to Departing Board Member

The board said farewell to the departing director, Errol, and thanked him for his time on the board.

Item 4.3 – Leadership Transition Survey

The two surveys presented in the packet will be sent to directors as indicated in the Leadership Transition Task Force Report. However, the first survey will include an additional question allowing directors to indicate the directors they believe could fill the various officer positions.

Item 4.4 – 2019/2020 Board Meeting Dates

The executive committee date for the July 2019 meeting will be amended to read June 27, instead of July 27. The date for Agenda and Packet out to board for October will be amended to read October 7.

Karen moved to accept the 2019-2020 board meetings as amended. Treva seconded; the motion passed.

Item 4.5 – Board Development Committee/New Director Orientation

The directors discussed the date, time, and details of the New Director Orientation. The orientation will now occur on July 1, 2019 from 5:30-8:30 in the Teaching Kitchen.

Item 4.6 – Discussion on Making Board Meetings More Efficient

A summary of the suggestions made can be found in Google Drive.

Item 4.7 – Policy D3: Delegation to the GM

Kim moved to accept the survey. Treva seconded; the motion passed unanimously.

Item 4.8 – Policy B8: Board Support

Sandra moved to accept the report on Policy B8 as presented. Treva seconded; the motion passed unanimously.

Item 5.1 – Check-Ins and Choose Next Timekeeper

Directors who attended CCMA shared information from sessions they attended at CCMA and new ideas based on CCMA workshops. Directors shared feedback on board work and processes.

Samantha will be timekeeper.

Karen moved to adjourn the meeting at 8:50pm. Faye seconded; the motion passed unanimously.

Item 6.0 – Closed Session—GM Compensation

Closed session began at 8:51pm. The directors discussed the GM's compensation package.

Samantha moved to adjourn the Closed Session at 9:04 pm. Treva seconded; the motion passed unanimously.

/s/ Sandra Schickele, Secretary

August 12, 2019

Secretary, Davis Food Cooperative, Inc.

Date Approved