

# Item 2.1 | Approved June 8<sup>th</sup> Minutes



## Board of Directors Meeting Approved Minutes

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Date: June 8th, 2020

### Item 1.0 Call to order:

The regular meeting was called to order at 6:04 PM via webinar at zoom meeting, 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, Vincent Marchese

Guests Present: none

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.

# Item 2.1 | Approved June 8<sup>th</sup> Minutes

## Agenda Review:

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

Item 5.1, Owner Engagement Report, will be presented by Theresa and Samantha.

Item 2.4 was removed from the consent calendar and added as Item 5.10.

Item 5.7 was changed to "How to support or GM During COVID-19"

Item 7.0 was stricken from the agenda.

A ten minute break was added between items 5.4 and 5.5

Samantha made a motion to accept the agenda as amended. Faye 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 with Item 2.4 removed, and keeping Items 2.1, 2.2, 2.3, and 2.5. Patrick seconded the motion. All were in favor, and the motion passed unanimously.

## Item 3.0 - PPP Loan Update

Brad provided an update on the DFC's PPP loan. Forgiveness for the PPP loan should happen during the 2021 fiscal year because the DFC can't apply for forgiveness until taxes are submitted.

## Item 3.1 - GM Operations Update

Laura presented her Operations Update Report to the Board, which included financial data for April 2020 compared to 2019.

Laura addressed questions regarding returns on curbside or produce pick-ups. Other store updates include reports on store hours, handling bulk items, Deli training, and Fresh Food Box Drive.

Sharon thanked Laura, and her staff for all the work that they do.

## Item 4.1 - GM Monitoring: Policy A - Ends Report

Sharon thanked Laura for the time that she spent on submitting the 31 page report. Laura mentioned that although it was very time consuming for her, there were several staff members, including Prasanna and Johanna, that contributed to putting it together.

## Item 2.1 | Approved June 8<sup>th</sup> Minutes

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

### Item 4.2 - GM Succession Plan / B9 Policy

Karen made a motion to accept the report as presented. Theresa seconded the motion. All were in favor, and the motion passed unanimously.

BREAK 7:19 - 7:30PM

### Item 5.1 - Owner Engagement Report - Board Year 2019-2020

Samantha presented a report which included a summary of concerns and comments that were voiced from members. A majority of comments related to the remodel and Covid.

The Board discussed other correspondence, and options for responses, and reporting to the Board. Laura said that if there are any reports requested by the Board, she can implement those into her operational update. Vince offered for the marketing team to help craft responses from questions or comments that come in from social media.

### Item 5.2 - Matt Isika as Owner Engagement Committee Member

Theresa made a motion to approve Matt Isika as a member of the Owner Engagement Committee. Faye seconded the motion. All were in favor, and the motion passed unanimously.

For the upcoming New Director Orientation, Theresa will send out an email, and ask everyone what they think about inviting Matt to the New Director Orientation.

### Item 5.3 - Designate Open Board Seat

Sharon made a motion to designate the vacant Board seat to Treva Valentine. Samantha seconded the motion. 8 directors were in favor and one abstained. The motion passed unanimously.

### Item 5.4 - Inspector of Elections Report

Karen started a folder for inspection of elections for the next board year, so next year the next inspector of elections will know where to find the report and other needed information. The results of the 2020 elections are as follows: Madison Souja, Sharon Tobar, & Lorin Kalisky have each been elected to serve on the Board.

## Item 2.1 | Approved June 8<sup>th</sup> Minutes

Karen moved to accept the results of the 2020 Election. Patrick seconded the motion. All were in favor, and the motion passed unanimously.

### Item 5.5 - Training/Orientation for New Board Members

Faye proposed to hold new orientation on July 7<sup>th</sup> at 6pm - 8pm. Tentatively at the Teaching Kitchen for 4 to 6 people, and by zoom meeting for anyone else who wants to join.

Sandra will write to the new Board members and will include date and time for the meeting, and Faye will follow up with the schedule.

### Item 5.6 - Leadership Transition Surveys

Karen let the Board know that the first survey will follow this Board meeting on June 10<sup>th</sup>, and the submission deadline is June 15<sup>th</sup>. The second follow up survey will be sent out June 17<sup>th</sup>, and the submission deadline will be June 24<sup>th</sup>.

The survey results are not official votes, and the official vote will be at the Board meeting. Karen asked the Board members to please participate, and said that it makes the actual voting go a lot smoother.

### Item 5.7 - Supporting our GM During Covid-19

The Directors discussed how to support Laura during this time, and acknowledged that Laura needs to spend more time on operations. The Board would like Laura to continue to present her operation reports, and just report the “bare bones” minimum on other scheduled reports until further notice. The Board will continue to discuss with Laura any information they would like reported on, and would like Laura to let them know what they can do to support her.

### Item 5.8 - D3 Delegation to GM

Karen made a motion to accept the policy survey review. Patrick seconded the motion. All were in favor, and the motion passed unanimously.

### Item for 5.10 Green Calendar for Upcoming Board Year

Board meetings are scheduled for the second Mondays of every month, except in March when the Board doesn't have a monthly meeting.

## Item 2.1 | Approved June 8<sup>th</sup> Minutes

Sharon made a motion that the Board meetings for the following Board year are: July 13, 2020, August 10, 2020, September 14, 2020, October 12, 2020, November 9, 2020, December 14, 2020, January 11, 2021, February 8, 2021, April 12, 2021, May 10, 2021, June 14, 2021. Theresa seconds the motion. All were in favor, the motion passed unanimously.

### Item 5.11 - Farewell to Sandra and Karen

Sharon made a toast to Sandra and Karen. She thanked them both, and said they helped guide the co-op through many transitions, through development of the strategic plan, and through focus groups. Sandra served seven years on the Board, served as Secretary, and chaired multiple committees throughout her tenure. Karen spent six years on the Board, served a President, and chaired multiple committees throughout her tenure.

### Item 6.0 - Check-in & Choose next Timekeeper

Samantha moved to adjourn the meeting at 9:08 PM.

Laura thanked Karen, Sharon, and the Directors for their support.

/s/ Samantha Conselman, Secretary

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Secretary, Davis Food Cooperative, Inc.

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Date Approved