

# Item 2.1 | Approved July 13<sup>th</sup> Minutes



## Board of Directors Meeting Approved Minutes

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Date: July 13, 2020

### Item 1.0 Call to order:

The regular meeting was called to order at 6:00 PM via zoom webinar, by Sharon Tobar.

Directors Present: Sharon Tobar, Patrick Beckett, Kim Coontz, Theresa Robinson, Faye Dixon, Treva Valentine, Samantha Conselman, Madison Suoja, Lorin Kalisky

Director(s) Absent: none

Staff Present: Laura Sanchez, Vincent Marchese

Guests Present: Karen Rich

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:

Plastic Free July presented by Madison added to new business, Item 5.11

Samantha made a motion to accept the modified agenda as amended.

Treva seconded the motion. All were in favor, and the motion passed unanimously.

### Leadership Transition Task Force Report:

Karen, who is the only member of the Leadership Transition Committee, reported on the survey results for the 2021 Executive Committee. The survey was completed using SurveyMonkey, and the Board Assistant has access to SurveyMonkey.

Based on results of this survey, Karen recommended these Directors for the following 2021 positions:

President -- Sharon Tobar

Vice President -- Treva Valentine

Treasurer -- Faye Dixon

Secretary -- Samantha Conselman

Treva moved to appoint Sharon Tobar to be the 2020-21 Board President. Kim seconded the motion. All were in favor, and the motion passed unanimously.

Sharon moved to appoint Treva Valentine as Vice President. Kim seconded the motion. All were in favor, and the motion passed unanimously.

Kim moved to appoint Faye Dixon as Treasurer. Sharon seconded the motion. All were in favor, and the motion passed unanimously.

Kim moved to appoint Samantha Conselman as Secretary. 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. Treva seconded the motion. All were in favor, and the motion passed unanimously.

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### Item 3.0 - PPP Loan Update

Brad submitted a written report for the PPP Loan. Brad will send past reports to Madison & Lorin, new Directors.

### Item 3.1 - GM Operations Update

Laura presented her GM Operations Update, and pointed out key financial ratios, and said the balance sheet is included in her written summary for Directors to review. The Directors discussed this year's sales comparisons to last year, and looked specifically at bulk, wellness, and deli. Laura mentioned that there have been several price changes in the store.

### Item 4.1 - GM Monitoring Polices B8 and B4

Laura reported on Policy B8, Board Logistical Support, which is compliant. She reviewed her interpretation, the operational definition, and mentioned the data in her written summary.

Samantha made a motion to accept Laura's Policy Monitoring B8, Board Logistical Support. Theresa seconded the motion. All were in favor, and the motion passed unanimously.

Laura reported on Policy B4, Membership Rights & Responsibilities, which is full compliance in all categories. Laura covered member equity, and patronage dividends.

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

### Item 4.2 - New Board Member Mentors

The mentors for the new Directors are as follows:

Treva will be Madison's mentor.

Faye will be Lorin's mentor.

**BREAK 7:04 - 7:10PM**

### Item 5.1 - Review GM Monitoring for Upcoming Month

The Directors discussed GM Monitoring. Laura will try to keep track of her time spent on her reports, so she can share this information with the Board.

### Item 5.6 - Committee Membership

The directors shared which committees they would like to join or sit in on.

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Samantha moved that 2020-21 Committee memberships are as follows:

Board Development -- Theresa, Madison, Faye

Election -- Treva, Theresa, Samantha

Finance -- Kim, Samantha, Faye, Sharon, Teree

Governance -- Kim, Patrick, Madison, Samantha

Owner Engagement -- Theresa, Faye, Lorin, Mathew

Strategic Plan -- Kim, Patrick, Treva, Madison, Lorin

Executive -- Sharon, Treva, Faye, Samantha

With:

Theresa chairing Board Development

Samantha chairing Election

Faye chairing Finance

Kim chairing Governance

Lorin chairing Owner Engagement

Treva chairing Strategic Plan

Sharon seconded the motion. All were in favor, and the motion passed unanimously.

### Item 5.2 Green Calendar - Board Priorities 2021

The Green Calendar will be discussed at the next Board meeting.

### Item 5.3 - Conflict of Interest Disclosure Discussion

Board members should sign Conflict of Interest Disclosure each year, and signing should be done within one month of new Board member elections. Conflict of Interest Disclosure is also the Code of Conduct form.

### Item 5.4 - Confidentiality form

The Board discussed the confidentiality form (NDA), and agreed that it should be edited for the Board. Some Board members have not yet received this, so it will be edited first, and then emailed to all of the Directors.

### Item - CCMA Discussion and Review

The Directors reviewed some of the CCMA presentations that were held virtually this year.

### Item 5.7 Discuss Committee Charters and Workplans

Samantha reviewed the outline for the proposed committee charters and workplans, which are scheduled to be discussed at the next board meeting.

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Samantha asked the Directors and then Committees to review all Charters and propose edits prior to July 31.

### Item 5.8 - Board Monitoring Policies C & D

Kim gave a review of the policy survey reviews for Policies C & D.

Samantha made a motion to accept the survey review of Policy C. Patrick seconded the motion. All were in favor, and the motion passed unanimously.

Kim presented the survey review of Policy D. The Directors will fill out an additional survey, and then have a discussion at a future meeting.

Samantha made a motion to accept the survey review of Policy D. Faye seconded the motion. All were in favor, and the motion passed unanimously.

### Item - Upcoming Review Policy: C1

Kim presented the review of Policy C1. Directors discussed policy governance, and the possibility of reducing the general managers responsibilities.

### Item 5.10 - Past Director Discounts

Samantha moves that Karen Rich and Sandra Schickele continue to receive the Board of Director discount in the store until June 30, 2021. Treva seconded the motion. All were in favor, and the motion passed unanimously.

### Item 5.11 - Plastic Free July

Madison shared information on Plastic Free July.

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

Samantha made a motion to move to the executive session at 8:47 PM.

/s/ Samantha Conselman, Secretary

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Secretary, Davis Food Cooperative, Inc.

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Date Approved