

Item 2.1 | Approved August 10th Minutes



Board of Directors Meeting Approved Minutes

Date: August 10, 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, Kim Coontz, Theresa Robinson, Faye Dixon, Treva Valentine, Samantha Conselman, Madison Suoja

Director(s) Absent: Lorin Kaliski, Patrick Beckett

Staff Present: Laura Sanchez, Brad Salmon, Vince 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 August 10th Minutes

Agenda Review:

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

Treva made a motion to accept the modified agenda as amended. Faye seconded the motion. All were in favor, and the motion passed unanimously.

Item 2.0 - Consent Calendar

Consent calendar amendments:

On page 2 of the July Minutes, Karen Rich should be moved to Guests Present

Delete pages 14 & 19 (placeholders)

Page 16 date should have "8/7/20"

Page 10 date should have "August 19"

Samantha made a motion to accept the Consent Calendar as amended. Sharon seconded the motion. All were in favor, and the motion passed unanimously.

Item 3.0 - President's Update

Sharon shared her President's Update report to the Board. The Executive Committee met on July 28, and the main purpose of the meeting was to create an agenda, plus address a couple of charges by the Board. Board members are welcome to attend the Executive Committee meeting. Sharon will continue to share updates from the Executive Committee meetings, and after a few months, she will ask the Board if they would like her to continue, or if they would like the Executive Committee meeting notes to be included in the Consent Calendar.

Item 3.1 - PPP Loan

All of the PPP Loan funds have been used; however, the co-op cannot apply for forgiveness yet.

Item 3.2 - Operations Update

Laura presented her Operations Update, and shared the co-op's financial data, and store updates with the Board. The outdoor seating area has been repurposed, and now used for plant sales with a lot of plants from a Dixon nursery. She also noted that there have been more sales through webcart. Laura worked with Michele to create a staff turnover report, which she shared with the Board. The Directors discussed options for revamping the deli, including deli cases and smoothies.

Item 2.1 | Approved August 10th Minutes

Item 4.1 - Finalizing and Adopting the Charters

Samantha presented Finalizing and Adopting the Charters.

Samantha made a motion to adopt the charters. Treva seconded the motion. All were in favor, and the motion passed unanimously.

Item 4.2 - Green Calendar

The Green Calendar is a working document and may change over time. The Green calendar will be presented every Board meeting in the Consent Calendar.

BREAK 7:08 - 7:15PM

Item 5.1 - B1 Financial Condition

Laura is presenting her B1 Financial Condition report a little differently. She discussed the two items that are non-compliant first. Then, pointed out the in compliance components of the policy

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

Item 5.2 - Board Budget and Auditor

Faye presented the Proposed Board Budget, and mentioned that these items are subject to change.

Kim made a motion to accept the Board Budget as presented. Theresa seconded the motion. All were in favor, and the motion passed unanimously.

The co-op has a full audit review every three years. This is the co-op's third year so this will be the year for a full audit review.

Item 5.3 - Survey Review - Policies C1

Kim presented the Policy C1 survey review and explained that the governance committee looks at trends, and then asks if there needs to be changes based on responses. The Directors discussed policy governance vs other governance methods and decided this will be an agenda item for the next Board meeting. The governance committee shall meet and discuss this matter and Kim will lead the discussion.

Samantha made a motion to accept survey responses to policy C1. Treva seconded the motion. All were in favor, and the motion passed unanimously.

Item 2.1 | Approved August 10th Minutes

Item 5.4 - Review of GM Monitoring - Policies B2 & B7

Sharon requested feedback from the Directors regarding Laura's upcoming policy reviews.

B2 - Planning and Financial Budgeting

The Governance Committee was asked by the Board to review this policy for any changes that might be needed (10-year financial plan or reserve study), with an overview from the Financial Committee. For the September Board meeting, no report is required by Laura for Policy B2.

B7 - Communications with the Board - No comments

Item 5.5 - Upcoming Survey Review - Policies C2 & C8 & D

Kim read the upcoming survey reviews for Policy C2, Policy C8, and Policy D.

Item 5.6 - Board Education Topics

Theresa asked the Directors for feedback regarding the upcoming Board Education Topics. The Board would like to have Brad present Financials, and Errol present Fiduciary Duties. The Directors also asked to have discussions with different DFC department managers to share ideas and exchange information. The Board Development Committee will work with Laura to come up with a schedule, and Laura can decide who she wants to come to each meeting and when.

Item 6.0 - Check-in & Choose next Timekeeper

Kimm suggested using chat when someone has a question instead of raising hands. Treva gave thanks to Vince for joining the meeting. Samantha is excited to get policy governance reviewed, and for moving forward.

Samantha moved to begin executive session at 8:15 PM.

Samantha moved to adjourn the meeting at 8:56PM. Treva seconded the motion. The motion passed unanimously.

/s/ Samantha Conselman, Secretary

Secretary, Davis Food Cooperative, Inc.

Date Approved