

Item 2.1 | Approved November 9th Minutes



Board of Directors Meeting Approved Minutes

Date: November 9th 2020

Item 1.0 Call to order:

The regular meeting was called to order at 6:04 PM virtually via Zoom.

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

Director(s) Absent: None

Staff Present: Laura Sanchez, Brad Salmon, Michele Henley, Vincent Marchese, Chase Brunson

Guests Present: Jessica Chabot, Derek Wensky

Facilitator: Sharon Tobar

Time Keeper: Samantha Conselman

Notetaker: Laura Sanchez

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:

Owner Jessica Chabot shared comments regarding social awareness, specifically around diversity and inclusion when it comes to our business practices. She let the board know that she is interested in joining a conversation on how we can be better at this. She also informed the board that she sent an email with some resources to read through and consider. Board President, Sharon, thanked Jessica for her comments and asked that the board have time to read and digest the information sent in the email. The board will respond to Jessica's email.

Board Announcements:

There were no board announcements.

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Agenda Review:

Following items were added to the agenda, Item 5.8- Owner Engagement Chair Discussion was added to New Business.

Samantha made a motion to accept the addition of item 5.8 to the agenda. Treva seconded the motion. The motion passed unanimously.

Item 2.0 – Consent Calendar

Samantha moved to approve the Consent Calendar, Patrick seconded. The motion passed unanimously.

Item 2.1 – Approve October Minutes

Item 2.2 – Attendance Report

Item 2.3 – Committee and Task Force Reports

Item 2.4- Green Calendar

Item 2.5 – Board Correspondence Report

Item 3.0 – Decisions - Old Business

Item 3.0 – President’s Update

Sharon shared that Brad would work on a 10 year Plan along with the findings of the Reserve Study.

Sharon confirmed that the General Manager Evaluation would be in December.

Laura will submit a self-evaluation to the Board to review.

NDA is still being worked on. Sharon has been working with a Co-op lawyer to help put the necessary document in place.

An update on the ABC Corporate update was given.

Item 3.1- GM Search Update

Sharon gave an update on the GM Search process. Initially there were three candidates scheduled for interviews, but one candidate withdrew due to a job offer elsewhere. There was discussion how the information from the staff survey would be

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used in the process. Sharon also noted that William from NCG will be part of the hiring process.

Item 3.2- PPP Loan Update

Brad shared that there are no new updates on PPP loan forgiveness process.

Item 4.0- Presentation-Beer, Wine and Spirits

Staff member, Chase Brunson presented on the state of his department.

Break: The directors adjourned for break from 7:22 pm to 7:37pm

Item 5.0 Decision- New Business

Item 5.1- GM Monitoring- B1 Financial Condition

Laura reviewed Policy B1, Financial Condition. She noted that two items in the policy were marked as partial compliance. She noted that for subset 5, member equity is growing however she would like to continue to focus on new members joining the co-op as the number declined compared to last year. Subset 14 was also marked partial compliance as the store is currently undergoing an audit by Wegner and does not have the results of that audit. All other subsets were presented as fully compliant.

Kim moved to approve the B1 Financial Condition Policy, Faye seconded. The motion passed unanimously.

Item 5.2 B9: Emergency GM Succession

Laura presented the compliance report for policy B9, Emergency GM Succession. She named Marketing Manager, Vincent Marchese as her successor should the need arise.

Samantha moved to approve Policy B9 Emergency GM Succession, Treva seconded. The motion passed unanimously.

Item 5.3 – Employee Engagement

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Treva gave an update on the Employee Engagement meeting the board held on October 22nd and October 29th. The board discussed the possibility of attempting to do this closer to the Annual Meeting. This would give staff members an overview of how the store did and what the Co-op has planned. Sharon suggested that the board attend an all staff meeting, if the GM decides to hold a meeting.

Item 5.4- Election Calendar

Samantha reviewed the Spring Elections Calendar. Key dates were highlighted in the review. It was noted that an advisory vote would be done this year.

It is proposed that of the 4 open seats, 3 would be open for election and 1 seat would be appointed by the board. The 1 seat that is open is only for a one year term. The board must have a majority vote for reappointing per the Bylaws.

Kim moved to accept the Elections Calendar and plan, Theresa seconded. The motion passed unanimously.

Item 5.5 – Governance Committee Recommendations

The Governance Committee presented their proposal of new GM Monitoring. The board discussed this new way would replace the old Operations Report and the policy reporting. The board all agreed that the policies still exist but the new quarterly reports asked for specific items that encompass what the policies hold. The board also agreed that at any point in time they could request a specific policy to be reported on if they felt it necessary.

Samantha made a motion to adopt new GM Monitoring and cease policy monitoring as we have done it in the past for the time being, Treva seconded. The motion passed unanimously.

Item 5.6-Policy Monitoring C3: Board Meeting

The Board reviewed the Board Meeting survey.

Item 5.6b-Policy Monitoring C4: Agenda Planning

The Board reviewed the results from the Agenda Planning survey.

Item 5.7- Policy Monitoring C6: Officers

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The Board discussed the upcoming Policy Review

Item 5.8- Owner Engagement Chair Discussion

Lorin, Chair of the Owner Engagement Committee, proposed to hand over the Chair of the committee to someone else. Due to his current time constraints he thought it best to serve on the committee but not Chair. Madison volunteered to Chair the Owner Engagement Committee.

Sharon moved to approve Madison as the new Chair of the Owner Engagement Committee, Lorin seconded. The motion passed unanimously.

Item 6.0 Check-ins

The Board expressed appreciation for the owner comment. It was agreed that the board would discuss putting in place a DEI Committee at the December meeting.

Sharon called for a closed session at 9:08PM. Brad, Michele, Vincent, Chase, Derek left the meeting.

The board went into Executive Session at 9:08PM and Sharon adjourned the meeting at 9:16PM

/s/ Samantha Conselman, Secretary

Secretary, Davis Food Cooperative, Inc.

Date Approved