

Item 2.1 | Approved April 12th Minutes



Board of Directors Meeting Approved Minutes

Date: April 12th, 2021

Item 1.0 Call to order:

The regular meeting was called to order at 6:01 PM via webinar at <https://us02web.zoom.us/j/89209424184> by Sharon Tobar

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

Director(s) Absent: Sharon Tobar

Staff Present: Laura Sanchez, Rachel Warner, Michele Henley, Andrew Steward, Brad Salmon, Vince Ortiz

Guests Present: None

Facilitator: Treva Valentine

Time Keeper: Samantha Conselman

Notetaker: Rachel Warner

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:

Item 3.2 has been removed from the Agenda. Treva will present on items 3.0, 4.2, and the executive session for Sharon. Item 4.0a will be added to the agenda to review the Patronage refund.

Samantha moved to approve the agenda, Faye seconded the motion. All were in favor, and the motion passed unanimously.

Item 2.0 - Consent Calendar

Sam made a motion to approve the Consent Calendar with the edit to the March minutes [see below]. Faye seconded the motion. All were in favor, and the motion passed unanimously.

March minutes edit - Agenda Review - change "approve the consent calendar" to "approve Agenda".

Item 3.0 - President's Update

Treva reported that the Executive committee discussed resuming in-person meetings for the Board, starting in June. The Executive committee also discussed an end-of-the-year party with the Board.

Item 3.2 - GM Operations Update and Report

Laura presented the GM Operations report and Financial Summary for March 2021 to the Board.

BREAK: The directors adjourned for break from 6:58 - 7:10 PM

4.0 - Decisions - New Business

4.0a - Patronage Refund

Laura asked the board to make a motion to edit the motion to approve a Patronage Refund passed on March 16 to omit the following phrase:

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"and further that any distribution of an amount that is less than \$5.00 shall not be distributed, and that the related profits shall not be allocated." as well as, "(estimated at \$214,288)".

Kim made a motion to accept these changes, Patrick seconded the motion. All were in favor, and the motion passed.

The new motion is as follows:

"Samantha moves that the Board of Directors of the Davis Food Co-op allocate 100% of the qualified pretax net profit from Fiscal Year 2020 to patronage refunds as a nonqualified written notice of allocation; and further that 100% of the allocated patronage refund amount shall be distributed to members in the form of store credit with an expiration date of 10/1/2021, in accordance with the rules outlined by Internal Revenue Service Subchapter T and California state laws."

4.1 - Ends Report

Laura reported on the End, "A store that makes environmental sustainability a priority", to the Board. She presented on Bulk sales, the new Shrink/Waste reporting methods, the different kinds of Sustainability training and initiatives happening within the Co-op, and the store's water usage.

Samantha made a motion to accept the Ends Report presented by Laura. Treva seconded the motion. All were in favor and the motion passed.

4.2 - Leadership Transition

Treva discussed the upcoming process to transition leadership of the Board in June. A survey will be sent out to the Director's to poll their interest

4.3 - Review Annual Meeting Agenda

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Madison presented the Annual Meeting agenda to the Board. The Board decided to hold a run-through meeting on Monday, May 3rd at 6pm via Zoom for those that are presenting/backup-presenters for the meeting.

4.4 - Elections Committee Update

Samantha presented the Elections Committee Report to the Board to discuss the current Bylaw of allowing only 2 staff members on the Board of Directors and the potential precedent set this election cycle.

The committee recommends that the candidates are made aware of the bylaw and suggest that, should more than 2 employees be elected to the board, the employee with fewer votes can either decline the nomination or can voluntarily quit in order to serve on the Board.

4.5 - Survey Review

Kim presented the survey to the Board for review.

5.0 - Wrap up

Faye checked in with everyone to see if anyone had questions or comments, none were raised. Lorin moved to adjourn the meeting at 8:13 PM. Patrick seconded the motion. All were in favor, and the motion passed unanimously.

/s/ Samantha Conselman, Secretary

Secretary, Davis Food Cooperative, Inc.

Date Approved