

# Item 2.1 | Approved August 9th Minutes



## Board of Directors Meeting Approved Minutes

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Date: August 9th, 2021

### Item 1.0 Call to order:

The regular meeting was called to order at 6:35 PM at the Teaching Kitchen by Sharon Tobar.

Directors Present: Madison Suoja, Faye Dixon, Sharon Tobar, Lorin Kalisky, Gustave Cirhigiri Cuma, Angelo Esquivel, Samantha Conselman, Kim Coontz

Directors Absent: Aditi Risbud Bartl

Staff Present: Rachel Warner, Laura Sanchez, Vincent Marchese

*(via zoom)* Michele Henley, Brad Salmon, Alex Arroyo

Guests Present: Elizabeth van der Weide

Facilitator: Sharon Tobar

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:

Lorin motioned to add a 10 minute closed session to the agenda. Kim moved to add item 4.2a, "Strategic Planning Membership" to the agenda. Samantha moved to adopt the agenda with the added items. Kim seconded the motion, all were in favor and the motion passed unanimously.

### Item 2.0 Consent Calendar

The Facilities task force report will be given verbally under item 4.2 B. Item 4.4 , "Board development" , should be removed from the agenda. Samantha motioned to approve the consent calendar with the given changes, Lorin seconded. All were in favor and the motion passed unanimously.

### Item 3.1 - President's Report

Sharon discussed what was done at the Executive Meeting and gave her President's Report to the Board. She emphasized that the committees and task forces need to meet this month to finalize their charters and set a meeting schedule for the Board year

### Item 3.2 - GM Operations Update

Laura went over her Operations Update for June-July.

### Item 3.3 - Ends Report

Laura presented on her Ends Report for this quarter, discussing the end of "Staff who are valued, educated and motivated". She discussed the changes in roles and positions, pay and compensation, training, and other benefits and programs designed to ensure staff are valued, educated and motivated.

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Samantha motioned to accept the Ends Report as given. Faye seconded, all were in favor and the motion passed unanimously.

BREAK: The directors adjourned for break from 7:55 - 8:05 PM

### 4.0 - Decisions - New Business

#### 4.1 - Audit Report

Elizabeth van der Weide went over the audit report created by Wagner. Overall, there were no major issues and the DFC is in a good financial position.

#### 4.2 - Board Budget

Kim presented the new Board Budget to the directors for review. Lorin made a motion to approve the budget. Madison seconded the motion. All were in favor and the motion passed unanimously.

#### 4.2a - Strategic Planning

Kim asked to be added to the Strategic Planning committee so there is at least one prior member involved in the committee for this board year. Samantha moved to add Kim to the committee. Madison second the motion. All were in favor and the motion unanimously.

#### 4.2b - Facilities Task Force

Lorin gave a verbal update on the Facilities task force meeting that occurred on August 26th.

Lorin requested that Prasanna Regmi, former DFC GM, be added to the committee. Sam motioned to approve adding Prasanna to the task force. Kim seconded the motion. All were in favor and the motion was passed unanimously.

#### 4.3 - Committee Charter Review

Sam proposed assigning a working Google Doc for everyone to review

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and edit their charters by the August meeting.

Sam moved to adopt the Facilities Task Force Charter as presented by Lorin. Sharon seconded the motion. All were in favor and the motion passed unanimously.

### 4.4 - Board Development

Removed from the agenda.

### 4.5 - Policy Review D4

Policy D4 was discussed and the Board decided to revisit this policy in November.

### 4.6 - Survey Review C1

The board reviewed the survey results for policy C1, discussing policy governance and the process of filling out the surveys each month. The Board discussed that the Governance committee should reassess and evaluate if surveys are the best self-monitoring tool and should report back by the Oct. meeting.

### 4.7 - Policy C2 Review

Sharon reviewed Policy C2 with the Board, discussing what the Board's job entails and how it works with the GM's role.

### 5.0 - Wrap up

Faye checked in with everyone to see if anyone had questions or comments, none were raised. Sharon moved to adjourn the meeting at 8:45 PM. Faye seconded the motion. All were in favor, and the motion passed unanimously.

### 5.1 - Closed Session

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Secretary, Davis Food Cooperative, Inc.

Date Approved