

Item 2.1 | Approved July 12th Minutes



Board of Directors Meeting Approved Minutes

Date: July 12th, 2021

Item 1.0 Call to order:

The regular meeting was called to order at 6:31 PM at the Teaching Kitchen by Sharon Tobar.

Directors Present: Madison Suoja, Faye Dixon, Sharon Tobar, Lorin Kalisky, Aditi Risbud Bartl, Gustave Cirhigiri Cuma, Angelo Esquivel

Directors Absent: Samantha Conselman, Kim Coontz

Staff Present: Rachel Warner, Laura Sanchez
(via zoom) Michele Henley, Brad Salmon, Vincent Marchese

Guests Present: None

Facilitator: Sharon Tobar
Time Keeper: Rachel Warner
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:

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

Leadership Transition Task Force Report

Nominations were solicited for officer roles through a survey calling for self-nominations or nominations for others. 4 individuals were nominated for the 4 roles:

Sharon - President

Faye - Vice President

Secretary - Samantha

Treasurer - Kim

Lorin moved to accept the nominations as reported, Madison seconded. All were in favor and the motion passed.

Item 2.0 Consent Calendar

Madison made a motion to approve the consent calendar, Aditi seconded. All were in favor and the motion passed

Item 3.1 - President's Report

Item 3.2 - GM Operations Update and Report

Laura went over her Operations Update for May-June. She discussed ongoing projects, such as the reserve study to gather data on assets and long-term financial planning. The draft recently came in so the Admin team and Laura will be looking into it and will eventually bring items up to the finance committee for discussion.

As restrictions begin to be lifted, we will continue making changes

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throughout the store to transition back to pre-COVID operations and are utilizing the chance to make some updates.

We have hired a few new key staff members, including a Beer & Wine specialist and a Meat Manager.

4.0 - Decisions - New Business

4.1 - PPP Loan Update

Laura updated the Board on the current state of our PPP loan forgiveness application process. The application has not been filled yet because we have been advised to apply for the Employee Retention Credit first.

4.2 - Escheatment Update

Laura gave an update to the Board on the Escheatment process that was started earlier this year. We have already notified owners of their shares that are eligible for escheatment. However, the process has been paused as we work out whether those shares will be considered taxable income.

4.3 - Green Calendar

The green calendar was reviewed by the Board, with attention paid to the meeting dates and committee goals for the next board year. The board committees and task forces will outline this calendar with their work plans after having their first meetings.

4.4 - Committee Membership

Committee membership was decided based on a survey of each board member's interests and discussion of the upcoming committee work.

Sharon moved to dissolve the Elections committee and Owner engagement committees. Madison seconded the motion. All were in favor and the motion passed unanimously.

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Sharon motioned to change the name of the Board Development committee to the "Board Development and Recruitment Committee". Faye seconded the motion. All were in favor and the motion passed.

Madison moved that the 2021-2022 Committee Membership is as follows:

Executive: Sharon, Faye, Kim, and Samantha

Board Development & Recruitment: Madison, Aditi, and Gustav

Governance: Madison, Samantha

Strategic Planning: Angelo, Aditi

Finance: Kim, Madison, Samantha, Faye, Sharon, and Gustave

DEI Task Force: Faye, Lorin, and Aditi

Facilities Task Force: Faye, Sharon, Lorin

With:

Madison chairing Board Development and Recruitment

Samantha chairing Governance

Angelo chairing Strategic Planning

Kim chairing Finance

Aditi chairing the DEI task force

Lorin chairing the Facilities task force

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

4.5 - Board Meeting Dates

Sharon moved to approve the Board meeting dates for 2021-2022, with the exception of the Board retreat in March. Madison seconded the motion. All were in favor, and the motion passed unanimously.

4.6 - Survey Review C & D

The board reviewed the survey results for policies C & D, finding everyone agreed that we were following the policy and it is what we want.

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4.7 - Policy C1 Review

Sharon reviewed policy C1 with the Board, discussing policy governance and the process of filling out the surveys each month.

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 8:22 PM. Faye seconded the motion. All were in favor, and the motion passed unanimously.

/s/ Samantha Conselman, Secretary

Secretary, Davis Food Cooperative, Inc.

Date Approved