

# Item 2.1 | Approved Nov 8<sup>th</sup> Minutes



## Board of Directors Meeting Approved Minutes

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Date: November 08, 2021

### Item 1.0 Call to order:

The regular meeting was called to order at 6:30 PM in hybrid meeting via webinar on Zoom: <https://us02web.zoom.us/j/82694021115> Meeting ID: 826 9402 1115 and in person at 537 G Street, Davis, CA, by Sharon Tobar.

Directors Present: Sharon Tobar, Angelo Esquivel, Faye Dixon, Samantha Conselman, Madison Suoja, Gustave Cirhigiri, Aditi Bartl

Director(s) Absent: Kim Coontz

Staff Present: Laura Sanchez, Michele Henley, Alex Arroyo, Brad Salmon, Vincent Marchese, Rachel Warner

Guests Present: None

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.

# Item 2.1 | Approved Nov 8<sup>th</sup> Minutes

## Agenda Review:

Samantha moved that Item 4.3 be moved to a closed section at the end of the meeting, that pages 6-7 of the Finance report be pulled for discussions as Item 4.1, and that pages 8-9 be pulled for discussion as Item 4.2.

Faye seconded the motion. All were in favor and the motion passed unanimously.

## Item 2.0 - Consent Calendar

Samantha reviewed the remaining consent calendar with the Board. Samantha moved to approve the consent calendar. Madison seconded the motion. All were in favor and the motion passed unanimously.

## Item 3.0

Sharon requested that the directors bring any recommendations to the Board to fill the vacant Board position.

Sharon updated the Board on the Facilities task force meeting. She discussed a presentation from CH Energy Systems that evaluated the potential for updates to equipment (HVAC, LED lighting, condensers, etc) with a 7-year payback, with a reduction in energy bills to compensate for the payment costs. The committee is also waiting for recommendations from an architect for a community space inside the store.

Sharon reviewed the Green Calendar with the Directors to ensure all committees/task-forces are on-track and their meeting dates are reflected on the calendar.

## Item 3.1 Ends Report

Sharon moved to accept the Ends Report given by Laura to the Board. Faye seconded the motion. All were in favor and the motion passed unanimously.

## Item 3.2 Operations Update

Laura presented her October Operations update and the September financial report to the Board and answered any questions they had from

## Item 2.1 | Approved Nov 8<sup>th</sup> Minutes

the report.

BREAK 7:46-7:56 PM

### Item 4.1 - Finance Committee

#### ***Escheatment***

Samantha updated the Board on the current status of the escheatment process and the ongoing discussion on if the funds collected are income (taxable) or not.

Sharon moved that the Board direct Wagner to prepare the tax return in accordance with the legal opinion presented by Therese Tuttle. Madison seconded the motion. All were in favor and the motion passed unanimously.

#### ***Senior Discount***

The Finance committee recommends that the Board accepts responsibility for the senior discount decision and that the GM study the senior discount issue and report back with a recommendation.

Samantha motioned to transfer the responsibility for decision-making for changes to the senior discount from the GM to the Board. Sharon seconded the motion. All were in favor and the motion passed unanimously.

The Board asked Laura and her staff to study the senior discount issue and report to the whole Board with a recommendation by May 2022.

### Item 4.2 Election Candidate Screening

Madison discussed the recommendations from the Board Development Committee for an improved candidate screening process. The committee recommends that we update our website, using the Sac Food Co-op as an

## Item 2.1 | Approved Nov 8<sup>th</sup> Minutes

example. They would also like to list “desirable” qualifications in addition to requirements. The committee recommends a 2-step process for candidates - an inquiry form first and then an application.

The Board chose to table the discussion until next month when the committee can produce more information.

### Item 4.3

Moved to the closed executive session.

### Item 4.4 Procedure Manual Draft

Samantha discussed the new procedure manual draft and the sections delegated to each Board member. Board members are asked to present their sections’ drafts by January 7, 2022.

### Item 4.5

Sharon motioned to continue Lorin’s Board discount for 1 year, ending Oct. 31, 2022. Samantha seconded. All were in favor and the motion passed unanimously.

### Item 5.0 - Check-in & Choose next Timekeeper

Faye led the check-in. Sam moved to adjourn the meeting at 8:55 PM. Faye seconded. All were in favor, and the motion passed. The meeting was adjourned at 8:55 PM

/s/ Samantha Conselman, Secretary

12/13/2021

Secretary, Davis Food Cooperative, Inc.

Date Approved