

Item 2.1 | Approved March 8th Minutes



Board of Directors Meeting Approved Minutes

Date: March 8th

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, Sharon Tobar, Madison Suoja, Lorin Kaliski, Samantha Conselman, Faye Dixon (arrived during the break - 7:15pm)

Director(s) Absent:

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

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.

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Agenda Review:

Kim moved to approve the agenda, Patrick 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 addition to the February minutes [see below]. Patrick seconded the motion. All were in favor, and the motion passed unanimously.

February minutes edit - 4.3 Board Development, second paragraph: "1 year term" instead of 2 year term.

Facilities notes will be added in next month's packet.

Item 3.0 - President's Update

The Finance committee is not ready to make a recommendation on the Patronage Refund. There may be an email vote if the decision needs to be made before next month's Board Meeting.

The Board passed the following motion unanimously in writing via email on March 16:

Samantha moves that the Board of Directors of the Davis Food Co-op allocate 100% (estimated at \$214,288) 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; 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.

Item 3.2 - GM Operations Update and Report

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Laura presented the GM Operations report for February 2021 to the Board.

The Board discussed employee vaccinations and how the Co-op is handling this process.

The Board and Laura discussed hiring an Operations Manager and/or Facilities Manager.

The Board also discussed the reopening of the Bulk Department, but no changes have been made at this time.

The Board asked Laura to disaggregate the sales data from the Deli department to isolate the Deli sales from the Mermaid Sushi sales. They also discussed if we have seen a benefit from the modifications made to the Deli department (hot/cold bar, cases).

Item 3.3 - Presentation - Meat Department

Ralph gave a presentation to the Board on the Meat Department.

BREAK: The directors adjourned for break from 7:08 - 7:20 PM

4.0 - Decisions - New Business

4.1 - Ends Report

Laura reported on the End, "Access to healthful, local, and high-quality food" to the Board. She reported on Local, Organic, Vegan, and Fresh products. She also discussed Discounts, WIC/EBT and Customer Demographics.

The Board discussed the community discount and investigating how this discount may be changed to better serve the community.

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

4.2 - Facilities Task Force Member Approval

Task Force members: Patrick Beckett, Vincent Ortiz, Vincent Marchese, Prasanna Regmi, Reza Assakereh, Sharon Tolbar, Laura Sanchez

Sharon made a motion to approve the above members of the Facilities Task Force. Sam seconded the motion. All were in favor and the motion passed.

4.3 - Governance Committee

Kim presented on the Governance Committee's proposal.

Kim motioned that the Board accepts item 4.3 Governance Committee Proposal, Section B1. Theresa seconded the motion. All were in favor and the motion passed unanimously.

Kim motioned that the Board accepts item 4.3 Governance Committee Proposal, Section C2b. Madison seconded the motion. 8 were for the motioned, 1 was against. The motion passed

Kim proposed that the Board accept the changes made to Policy B5-B9 in Section D of the Governance Committee Proposal. Treva seconded the motion. All were in favor, the motioned passed unanimously.

5.0 - Wrap up

Faye checked-in with everyone to see if anyone had questions or comments, none were raised. Sam moved to adjourn the meeting at 9:00 PM. Faye seconded the motion. All were in favor, and the motion passed unanimously.

/s/ Samantha Conselman, Secretary

4/12/2021

Secretary, Davis Food Cooperative, Inc.

Date Approved