

Item 2.1 | Approved Dec 13th Minutes



Board of Directors Meeting Approved Minutes

Date: December 13, 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, Kim Coontz. Gustave Cirhigiri

Director(s) Absent: Aditi Risbud Barlt

Staff Present: Laura Sanchez, Michele Henley, Alex Arroyo, Andrew Steward, James, 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.

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Agenda Review:

Add Item 4.3a - Nominating Committee Discussion

Samantha moved to adopt the agenda as amended. Madison 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 accept the consent calendar. Sharon seconded the motion. All were in favor and the motion passed unanimously.

Item 3.0 President's Update

Item 3.1 Operations Update

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

BREAK 7:13-7:25 PM

Item 4.1 - Department Presentation - Meat

Item 4.2- Escheatment

Board Escheatment Motion 21-12-13

Under DFC Bylaws Article III section 3.7, Kim made a motion to claim equity for all non-respondents to the February 3rd, 2021 through April 30th, 2021 notification period for Involuntary Termination and Escheatment in the amount of \$1,191,496. Sharon seconded the motion. All were in favor and the motion passed unanimously.

Item 4.3 - Board Term Limit

Madison discussed with the Board the term limits and reelection limits of other co-ops and that the DFC was unique in our 3-year, 2 term limits.

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The Board Development Committee recommends the Board adjust their bylaws to allow unlimited term limits and to create a nominating committee.

Sharon made a motion to form a Nominating Committee that will consist of the current Board development committee members and the Vice president (Madison, Gustave, Aditi, and Faye). Angelo seconded the motion. All were in favor and the motion passed unanimously.

The Board asked that the Governance committee look into amending the bylaws to change term limits.

Item 4.4 - Policy D/E Changes

Samantha presented the proposed changes to the D/E policies to the Board.

Samantha moved to adopt the updated D1, D2, D3, the global D policies, and the elections policies. Kim seconded the motion. All were in favor and the motion passed unanimously.

Item 4.5 - Survey Review

Samantha reviewed the governance survey of Policy C6 with the Board.

Item 5.0 - Check-in & Choose next Timekeeper

Faye led the check-in. Sharon moved to adjourn the meeting at 8:35 PM. Madison seconded. All were in favor, and the motion passed. The meeting was adjourned at 8:35 PM

/s/ Samantha Conselman, Secretary

1/10/2022

Secretary, Davis Food Cooperative, Inc.

Date Approved