

Item 2.1 | Approved Feb 14th Minutes



Board of Directors Meeting Unapproved Minutes

Date: Feb 14, 2022

Item 1.0 Call to order:

The regular meeting was called to order at 7:01 PM via webinar on Zoom:
<https://us02web.zoom.us/j/82694021115> Meeting ID: 826 9402 1115.

Directors Present: Angelo Esquivel, Faye Dixon, Kim Coontz, Gustave Cirhigiri, Aditi Risbud Barlt, Sharon Tobar, Samantha Conselman, Madison Souja

Director(s) Absent:

Staff Present: Laura Sanchez, Michele Henley, Alex Arroyo, 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:

On 1/17/2022, Samantha moved to appoint Prasanna Regmi to the Davis Food Co-op Board of Directors for the remainder of the vacated seat term (June 30, 2023). All board members voted yes in writing via email. The motion passed unanimously and pursuant to Davis Food Co-op Bylaws section 5.7 Prasanna Regmi is appointed to the Board.

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Agenda Review:

Sam moved to adopt the agenda. Faye seconded the motion. All were in favor and the motion passed unanimously.

Item 2.0 - Consent Calendar

Sam reviewed the consent calendar with the Board. Sam moved to accept the consent calendar. Faye seconded the motion. All were in favor and the motion passed unanimously.

Item 3.0 President's Update

Sharon discussed the scheduled retreat with the Board, suggesting a half day retreat to review the evolving facility updates. The Board agreed to move forward with scheduling a retreat April 16 and holding a board meeting in March.

(Madison joins, 7:20)

Item 3.1 Operations Update

Laura presented the Operations Update. Information regarding overall store wins and worries for the month of January were shared. Marketing Manager, Vincent Marchese presented a Focus Group Proposal. The board shared feedback on potential questions and how to make the questions more topic focused. After some discussion it was determined that there was not vote needed on the Focus Group Proposal and it was an operations decision on how to carry the Focus Group.

(Prasanna joins, 7:45pm)

Item 3.2 - Ends Report

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The Ends Report on Access to Healthful, Local and High-Quality Foods was presented by Laura Sanchez. There was discussion on the data presented.

Samantha moved to accept the Ends Report as presented. Kim seconded the motion. All were in favor

Item 4.1 - Board Education: Fiduciary Duty

Item was tabled to the next meeting due to time restraints

Item 4.2 - Escheatment

Laura gave a brief overview of the Escheatment Process. The accounts to be Escheated were presented to the Board for review. There were 1,332 accounts totaling \$101,038 of abandoned equity to be Escheated. There were questions regarding how the dates were determined. The store answered the question.

Samantha moved to approve to commence the process to Escheat the list of 1,332 accounts totaling \$101,038 in equity. The names will be prepared and posted by March 17th and owners will be given 75 days to claim their accounts before the store will come back to the Board in the May Board Meeting.

Sharon second the motion. All were in favor.

Item 4.3 - Bylaw Ammendment

Kim presented Bylaw changes to be put into the ballot for the next election. Kim shared that the current Bylaws allow for Preferred Shares to finance Davis Food Co-op improvements, but the Finance Committee is partnering with Therese Tuttle on confirming that the Bylaws would have a preferred stock dividend come out of nonmember/non patronage current or accumulated earnings thus not affecting potential patronage at the end of each fiscal year. Laura is in contact with Therese Tuttle and is waiting to confirm that our current Bylaws meet the needs of what the Finance Committee is trying to accomplish. At the request of the Board, Laura will

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get clarification on Bylaw changes regarding Preferred Shares and Board Term Limits.

Item 4.4- Policy Review

Samantha led the discussion on Policy Review. It was determined that there is no discussion needed and Policies C7.

Policy D4 GM monitoring was discussed. There was discussion on concern on delay in timing on delivery of GM performance. The Board agreed to hold a closed session @6pm prior to the next meeting to finish up evaluation.

Item 5.0 - Check-in & Choose next Timekeeper

Faye led the check-in. Samantha moved to adjourn the meeting. Kim second the motion. All were in favor, and the motion passed. The meeting was adjourned at 9:15 PM

/s/ Samantha Conselman, Secretary

Secretary, Davis Food Cooperative, Inc.

Date Approved