



Item 2.1 | Approved May 9th Minutes

Board of Directors Meeting Approved Minutes

Date: May 9, 2022

Item 1.0 Call to order:

The regular meeting was called to order at 7:00 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, Samantha Conselman, Angelo Esquivel, Faye Dixon, Kim Coontz, Prasanna Regmi, Gustave Cirhigiri

Director(s) Absent: Madison Souja

Staff Present: Laura Sanchez, Rachel Warner, Michele Henley, Vince Marchese, Alex Arroyo

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:

Item 4.1, the Annual Meeting Agenda, will be reviewed by Laura Sanchez. Samantha moved to approve the agenda as amended. Faye seconded the motion. All were in favor and the motion passed unanimously.

Item 2.0 - Consent Calendar

An amendment was made to Item 4.3 in the March 14th Meeting Minutes regarding Patronage Refund. The amended language is as follows:

"...Board of Directors of the Davis Food Co-op allocate 100% (estimated at \$587,035.92) of the qualified pretax net profit from Fiscal Year 2021 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 06/15/2022.."

Samantha moved to approve the consent calendar as amended. Sharon seconded the motion. All were in favor and the motion passed unanimously.

Item 3.0 President's Update

Sharon discussed that the performance evaluation for the General Manager was completed and the new procedures for it were added to the procedures manual. Review of the compensation for the GM is currently underway.

Sharon also discussed the ongoing facilities projects and the requirements for the upcoming Annual Meeting with the Board.

Item 3.1 Operations Update

Laura presented the Operations Update for March-April 2022, as well as the financials from March.

Item 3.2 Ends Report

Laura presented to the Board a report on the store's performance towards the End, "Staff who are valued, educated and motivated".

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Item 4.1 - Annual Meeting Agenda

Laura reviewed the Annual Meeting/Block Party agenda with the Board and collected volunteer sign ups for covering the Voting and Elections tables at the event.

Item 4.2- Staff Survey Results Review

The Staff Survey results review is postponed until the June board meeting.

Item 4.3 - Membership Withdrawal

Laura presented a request to the board initiate the process outlined in the Bylaws to involuntarily withdraw ownership from a member that had confrontations with staff members in 2020, stopped shopping for two years after email communication was sent regarding the incident and has now begun shopping at the Co-op again.

After discussion, the Board decided to not withdraw the member at this time as removing their ownership would not prevent the individual from shopping at the store.

The Board requested that Laura seek legal advice on the process and requirements to ban the individual from shopping at the DFC before membership withdrawal is considered again.

Item 4.4 - Survey Review - Policy D2

Samantha reviewed with the Board the results of the policy governance survey, for Policy D2 - GM Accountability.

Item 5.0 - Check-in & Choose next Timekeeper

Faye led the check-in. Samantha moved to adjourn the meeting. Kim seconded the motion. All were in favor, and the motion passed unanimously. The meeting was adjourned at 9:02 PM.

/s/ Samantha Conselman, Secretary

Secretary, Davis Food Cooperative, Inc. Date Approved