



Board of Directors

Approved Meeting Minutes

August 15, 2022

Item 1.0 Call to order:

The regular meeting was called to order at [time] 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: Alicia Baddorf , Angelo Esquivel , Faye Dixon , Gustave Cirhigiri , Johanna Abasto , Oliver Resnick Weiss , Prasanna Regmi , Sharon Tobar ,

Director(s) Absent: Samantha Conselman

Staff Present: Vincent Marchese , Michele Henley , 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.

Agenda Review:

The Board reviewed the August agenda and made no changes. Alicia made a motion to approve the agenda. Faye seconded the motion. All were in favor and the motion passed unanimously.

Item 1.1 - Appoint Board Seat

Johanna Abasto, a former DFC employee, was nominated to fill the Board seat vacated by Madison Souja (up for reelection in 2023). Alicia moved to approve electing Johanna to the Board Seat. Prasanna seconded the motion. All were in favor and the motion passed unanimously.

Item 2.0 - Consent Calendar

Angelo moved to approve the consent calendar. Prasanna seconded the motion. All were in favor and the motion passed unanimously.

Item 3.0 President's Update

Sharon discussed the ongoing Facilities committee progress. She discussed the ongoing planning with a local architecture firm, Indigo, for improvements. Sharon proposed that the Board hold a closed session at the next meeting to meet with Jon Hammond and go over questions they might have.

Item 3.1 Operations Update

Laura gave an Operations Update for the month of July to the Board, going over the biggest wins and biggest focuses. Alex Arroyo reviewed the Financial reports with the Board.

Johanna Abasto left at 7:18 pm

Item 3.2 Ends Report

Laura gave a quarterly Ends Report covering the end “A store that makes environmental sustainability a priority”. She went over different metrics and reports

that show the DFC's progress towards this goal and key initiatives we will have going forward.

Gustave moved to approve the Ends Report as presented by Laura. Faye seconded the motion. All in favor and the motion passed unanimously.

**ADJOURNED FOR BREAK
7:50 PM - 8:00 PM**

Item 4.1 - Debrief 21/22 Board Year

Sharon led a discussion with the directors about the 2021-2022 board year, highlighting the success and challenges they had, as well as the hopes for the next Board year.

Item 4.2- 2022-2023 Work Plan

Sharon checked in with the directors to determine if all the committees/task forces had reviewed their charters, set meeting dates, and began filling out the Green Calendar with monthly goals. She encouraged the committee chairs to reach out if they had any questions or were unsure of what work they should be focusing on.

Item 4.3 - Board Development - Google Drive

Rachel gave a walkthrough of the Board's Google Drive folders and files, training board members on how to access, create, and save documents to the Board folder.

Item 4.4 - Committee/Task Force Charters

The Board reviewed the updated Board Nominating charter. Faye made a motion to approve the updated charter. Gustave seconded the motion. The motion passed with 7 votes in favor and 1 abstention.

Item 4.5 - Finance Committee Recommendations

Sharon led the board in reviewing the recommendations from the Finance Committee. The following actions were taken:

The Board agreed with the committee's suggestion to appoint Teree Castinas to the Finance Committee, which she has previously served on for 2 years.

After reviewing the proposed Board Budget, the following changes were made:

- \$2,500 was added to the line "Rental Retreats and other Expenses"
- \$2,500 was added to the line "Columinate or other Consulting" (which the Board has requested be renamed to "Board Development").
- The overall total for the Board's budget is now \$60,000.

Alicia made a motion to approve the Budget as amended. Prasanna seconded the motion. The motion passed with 7 votes in favor and 1 abstention.

Faye made a motion to make the following changes to the Davis Food Co-op's accounts at Yolo Federal Credit Union and First Northern Bank:

- Remove Brad Salmon (former CFO) from all Davis Food Co-op accounts
- Add Laura Sanchez (General Manager), Alejandro Arroyo (Chief Financial Officer), Sharon Tobar (Board President) and Samantha Conselman (Board Treasurer) to the Davis's Food Co-op's accounts

Alicia seconded the motion. The motion passed with 7 votes in favor and 1 abstention.

Item 4.5 - Board Development Discussion

The Board discussed potential board development presentations they'd like to see and developed the following calendar to outline which departments will be presenting each month:

Jul	-	Jan	Meat (<i>Ryan</i>)
Aug	Board Drive (<i>Rachel</i>)	Feb	Produce (<i>Christina</i>)
Sept	Facilities (<i>Gustavo</i>)	Mar	Fiduciary Duty (<i>TBD</i>)
Oct	Marketing (<i>Vince</i>)	Apr	Deli (<i>Alicia</i>)
Nov	Front End (<i>Andrew</i>)	May	N/A (<i>Annual Meeting</i>)
Dec	Financials (<i>Alex</i>)	Jun	Beer & Wine (<i>Rachael</i>)

Item 5.0

Faye led the check-in, asking for any comments or feedback from the meeting

Alicia moved to adjourn the meeting at 8:42 PM. The motion was seconded by Gustave. The motion passed with 7 votes in favor and 1 abstention.



Secretary, Davis Food Cooperative, Inc.

21-08-2022
Date Approved