



Board of Directors

Approved Meeting Minutes

November 21st, 2022

Item 1.0 Call to order:

The regular meeting was called to order at 6:30 PM in a 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 (left at 7:30 PM), Gustave Cirhigiri (joined at 7:47 Pm), Johanna Abasto , Prasanna Regmi , Sharon Tobar , Samantha Conselman

Director(s) Absent: Oliver Resnick Weiss

Staff Present: Vincent Marchese , Michele Henley , Alex Arroyo , Rachel Warner , Anna Lopez , Laura Sanchez

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 November agenda and elected to move item 4.5 (annual meeting) to item 4.2 (above Elections Calendar).

Samantha made a motion to approve the agenda with the noted changes. Johanna seconded the motion. All were in favor and the motion passed unanimously.

Item 2.0 - Consent Calendar

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

Item 3.0 - President's Update

Sharon discussed with the Board a proposal to restrict the money received from the Employee Retention Credit (\$1.1 million) for future Capital Expenditures. Sharon made a motion to approve the \$1.1 million as being restricted funds for CapEx. Samantha seconded the motion. All were in favor and the motion passed unanimously.

Sharon discussed with the Board an ongoing project to build on the former Hibbert Lumbar property across from the Co-op. The developer (Buzbee) has requested a letter of support from the DFC Board on his request to the City to allow for a 5-story building on the lot. The Board discussed the project and agreed to not submit the letter of support (due to a lack of information) but voiced a generally positive view of the project and its potential for bringing in new customers.

Item 3.1: Operations Update

Laura went over her Operations Update for the month of October, as well as the financial reports for September. During the review of the financial reports, it was discussed that the current tax liability (page 17) may not be correctly estimated. The Board asked that our current CPA review the estimate and update it.

**ADJOURNED FOR BREAK
7:25 PM - 7:33 PM**

Item 3.2 - Ends Report: Thriving, cooperatively owned business

Laura presented an Ends Report to the Board, going over how “The Davis Food Co-op exists to serve as a community store and gathering place for current and future owners, so they have: A thriving, cooperatively-owned business”.

She discussed the DFC’s income statements, key ratios indicating the financial health of the co-op, the state of membership/elections, and insurance policies protecting assets.

Samantha motioned to accept the Ends Report as presented by the General Manager. Alicia seconded the motion. All were in favor and the motion passed unanimously

Item 4.1 - Nominating Committee Presentation

The Nominating Committee presented an updated election procedure (pg 36) to the Board. After discussion, Samantha motioned to approve the procedures with an amendment to item 3f to read “*The ‘Board of Director Candidates use of Community Information Space’ guidelines*”, to align with the Marketing department’s term for the area. Johanna seconded the motion. All were in favor, and the motion passed unanimously.

Item 4.2 - Annual Meeting: Where, what, and when?

The Board and staff members from the Marketing department discussed the next annual meeting and how it will differ from the previous one (held as part of the 50th-anniversary commemoration). Samantha will provide the Marketing department with the approved Board budget for the annual meeting.

Item 4.3- Elections Calendar/Inspector of Elections

The Board discussed the election timeline shown on pages 42-43. Angelo motioned to adopt the timeline as presented. Sharon seconded the motion. All were in favor and the motion passed.

Item 4.4 - Strategic Planning Recommendations

The Strategic Planning committee discussed with the Board the items that came up in their last committee meeting (pg 7).

The committee recommended the Board consider re-writing and defining its charter, including aligning its work with other committees (Finances/facilities) and using the Ends Reports as tools to monitor the progress of the Strategic Plan.

The committee also recommended the Board to approve a Market study. The Board requested the committee to present a proposal with quotes at a future meeting.

Item 4.5 - 50th Anniversary Debrief

The Marketing Manager gave a presentation to the Board on the various ways the Davis Food Co-op has commemorated its 50th year in 2022, including art installations, community events and parties, new merchandise, and collaboration projects with local businesses and artists.

Item 4.6 - Board Retreat: Where, what, and when?

The Board discussed ideas for the focus of the Board retreat in March 2023, such as education from NCG on the future of the co-op business and discussing the current and future strategic plans for the DFC. The retreat will include DFC admin/management staff.

Item 4.7 - Survey Review: C5

Gustave lead the Board in a discussion of the survey responses to policy C5: Code of Conduct and went over any comments board members had on the policy.

Item 5.0

Samantha motioned to close the meeting. Prasanna seconded and all were in favor. The meeting was adjourned at 9:02 pm.

Angelo Esquivel

Secretary, Davis Food Cooperative, Inc.

Date Approved