



# Board of Directors

## Approved Meeting Minutes

February 20, 2023

### **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 , Anna Lopez, Rachel Warner , Charlie May, Briza Ramirez , Laura Sanchez

Guests Present: Taylor Baldwin, Julia Cox, Jonathan Groveman, Susan Pelican

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 February agenda. Due to Samantha's absence, Angelo will present item 4.2 (Board Nominating), Laura will go over Item 4.3 & 4.4 (escheatment) and Johanna will lead the survey review, Item 4.7.

Faye motioned to approve the agenda as amended. Alicia second the motion and all were in favor. 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 gave a president's update to the Board. Sharon discussed the ongoing Facilities committee progress and hoped to share more updates at the next meeting. Sharon also discussed the upcoming board retreat, letting the Board know they are drafting an agenda with William from NCG and will send it out when complete (via email), asking the Board to make any suggestions/comments at that time.

**Item 3.1 Operations Update**

Laura gave an Operations Update for the month of January to the Board, going over the biggest wins and biggest focuses. She also reviewed the Financial reports for December with the Board.

**Item 3.2 Ends Report**

Laura reported to the Board on the end "Access to healthful, local, and high-quality food". She discussed the 5-year trends for several indicators of the DFC's adherence to this end, such as: Local item trends, organic items, cost comparisons, customer demographics, and discounts.

***Prasanna left at 7PM***

**ADJOURNED FOR BREAK  
7:20 PM - 7:30 PM**

#### **4.1 Department Presentation**

Christina gave a presentation to the Board about the current state of the produce department and her goals for the future. Discussing her buying practices (truck to shelf), sales trends, and a focus on quality, locality, and customer experience.

#### **4.2 Strategic Planning**

The Strategic Planning committee presented a new charter to the Board, further defining the committee's goals and responsibilities. Angelo moved to accept the amended charter. Johanna seconded. All were in favor and the motion passed unanimously

#### **4.3 Item CCMA Planning**

Sharon discussed with the Board the upcoming Consumer Cooperative Management Association (CCMA) conference that is being hosted in Sacramento this year by the Sac. Natural Foods Co-op, Davis Food Co-op, and BriarPatch Food Co-op. The conference's 2023 theme is "Reconnection and Resilience". She suggested that Board members be present for the store tour that will be offered to the visiting co-ops. She also discussed the different kinds of talks/presentations that can be made and suggested the DFC Board present on one of the 5 tracks. The Board discussed an idea relating to Track 1 "Foundations", focusing on long-term planning the Board has been focusing on (strategic, reserve study, etc) and how that affects the Co-op's resilience & reconnection to our Ends. Vince was asked to draft a proposal for this topic to be submitted to CCMA next month.

#### **4.4 Board Nominating**

The Board nominating committee had 8 candidates - after interviews, one candidate dropped out but would like to be involved in committee work.

The Nominating Committee agreed that all candidates should run as they all had good skills/experience to provide to the Co-op, and have the co-ops best interest in mind. The committee also identified that it is important to indicate what skills the Board is looking for, so they proposed adding a preamble that describes what the Co-op's Board needs in their new directors.

#### **4.5 Escheatment 2022**

Noting that the notice period has ended the Finance Committee recommends that the accounts included in the 2022 escheatment notice be terminated by the Board at the February 2023 meeting.

Oliver motioned that, under DFC Bylaws Article III section 3.5 the Board terminates 1182 memberships. Under DFC Bylaws Article III section 3.7, the Davis Food Co-op claims equity for all non-respondents to 2022 Escheatment notification period for Involuntary Termination and Escheatment in the amount of \$81,718.00. Faye seconded the motion. All were in favor and the motion passed unanimously

**Gusrabe joined at 8:11**

#### **4.6 Escheatment 2023**

Alicia motioned to begin the "actual notice" process to escheat the list of 2,877 accounts totaling \$245,758.00 in equity and request staff to return by June of this year with the names and account total of members that did not respond.

Johanna seconded the motion. 6 voted in favor, with one abstention, and the motion passed.

**Item 4.7**

Johanna lead the Board through the survey review for policies C7 & D4, noting any comments provided by the Board about the policies.

**Item 5.0**

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

Johanna moved to adjourn the meeting at 8:27 PM. The motion was seconded by Gustave. The motion passed with 7 votes in favor and 1 abstention.

*Angelo Esquivel*

4-17-2023

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Secretary, Davis Food Cooperative, Inc.

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Date Approved