



# Board of Directors

## Approved Meeting Minutes

June 26, 2023

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### **1.0 Call to order:**

The regular meeting was called to order at 6:30 pm in hybrid meeting via webinar on Zoom: <https://us02web.zoom.us/j/86310227727> Meeting ID: 826 9402 1115 and in person at 537 G Street, Davis, CA, by

Directors Present: Sharon Tobar , Samantha Conselman , Alicia Baddorf , Angelo Esquivel , Lara Sozer , Faye Dixon , Prasanna Regmi , Johanna Abasto

Director(s) Absent: None

Staff Present: Anna Lopez , Vincent Marchese James Galera , Alex Arroyo , Briza Ramirez , Rachel Warner

Guests Present: Susan Pelican , Jonathan Groveman

Facilitator: Sharon Tobar

Time Keeper: Rachel Warner

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 June agenda and made no changes. Samantha motioned to approve the agenda. Faye seconded the motion. All were in favor and the motion passed unanimously.

**2.0 - Consent Calendar**

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

**3.0 President's Update**

Sharon gave her last president's update to the Board. She discussed the upcoming election of Board offices in the July meeting and the process of transitioning Board leadership. She thanked the Board for their contribution to the store and community and wished the new directors the best.

**3.1 Operations Update**

Laura gave an Operations Update for the last month, going over the biggest wins and biggest focuses. Biggest wins include the new roofing project being almost completed, co-hosting CMA this year, recent staff training, and marketing's involvement in community events. She also summarized the Financial reports for the Board.

**3.0 Ends Report: Staff who are valued, educated and motivated**

Laura gave a report on the end "Staff who are valued, educated, and motivated", to the Board. Prasanna moved to accept the Ends report. Faye seconded the motion. All were in favor and the motion passed unanimously.

**ADJOURNED FOR BREAK  
7:42 - 7:50 PM**

#### **4.1 Certify Election Results**

Angelo reported on the results of the 2023 DFC election as the Inspector of Elections. The election results for the Board are as follows:

##### **Option Votes**

Briza Ramirez 533 (24.7%)

Anna Lopez 521 (24.1%)

Jonathan Groveman 441 (20.4%)

Susan Pelican 346 (16.0%)

Taylor Baldwin 251(11.6%)

Abstain 68 (3.1%)

##### **VOTER SUMMARY**

Total 820

Briza Ramirez and Anna Lopez, who garnered the highest number of votes, are both members of the DFC staff. Presently, there is already another staff member on the Board. In accordance with our Bylaw 5.1 Number and Composition, where it says: “ A maximum of two eligible owners who are paid employees of the Cooperative may serve as Members of the Board at any one time”, only one of the newly elected directors can be an employee simultaneously. Due to this, Anna Lopez withdrew from the elections, giving a seat on the board of directors to Susan Pelican who came in fourth place.

Angelo moved to approve the 2023 election results. Sharon seconded the motion. All were in favor and the motion passed unanimously.

The new Board Directors are Briza Ramirez, Jonathan Groveman , and Susan Pelican. All have a 3-year term and their seats will be up for election in 2026.

#### **4.2 Escheatment**

Samantha made a motion that, under DFC Bylaws Article III section 3.5, the Board terminates 2,103 (number of) memberships. Under DFC Bylaws Article III section 3.7, the Davis Food Co-op claims equity for all non-respondents to 2023 Escheatment notification period for Involuntary Termination and Escheatment in the amount of \$167,080.00. Johanna seconded this motion. All were in favor and the motion passed unanimously.

#### **4.3 Senior Discount Discussion**

The marketing team and members of the finance committee presented a report to the Board recommending a new discount program, expanding the Community Discount program while phasing out the Senior Discount.

After discussion, Samantha motioned to accept & begin implementing the updated discount program. Johanna seconded the motion. 4 directors voted in favor, and 4 directors dissented. The motion does not pass.

The Board agreed to continue the discussion and follow up with the Finance committee on any additional information they may want to help in their consideration.

#### **4.4 Survey Review: D3**

Samantha led the Board in reviewing the survey responses for policy D3.

#### **5.0: Check-ins & Wrap Up**

Faye led a check-in at the end of the meeting.

Samantha moved to adjourn the meeting and go into a closed session at 8:45 PM.

  
Secretary, Davis Food Cooperative, Inc.

7/17/2023  
Date Approved