Board of Directors
Approved Meeting Minutes
July 10, 2024

1.0 Call to order:
The regular meeting was called to order at 6:29 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: Samantha Conselman , Alicia Baddorf , Johanna Abasto , Susan Pelican ,Mike Krebsbach, Lara Sozer

Director(s) Absent: Briza Ramirez

Staff Present: ,Lilliana A. James Galera , Alex Arroyo , Rachel Warner , James Galera, Michelle Henley

Guests Present: Arlo Novicoff, Tara Stice, Taylor Baldwin

Facilitator: Samantha Conselman
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.

CLOSED SESSION
6:00 - 6:28

Officers Vote:
The Board discussed officer roles for the 24-25 Board year.

Lara motioned to nominate Samantha for Board President. Johanna seconded the motion. Six voted in favor, with one abstention, and the motion passed.

Samantha nominated Lara S. for Board Treasurer. Alicia seconded the motion. Six voted in favor, with one abstention, and the motion passed.

Sam nominated Alicia for Board Secretary. Mike seconded the motion. Six voted in favor, with one abstention, and the motion passed.

Johanna nominated Susan for Board Vice President. Alicia seconded the motion. Two were in favor, one abstained, and three opposed. The motion does not pass and will be revisited at the November meeting.

The final Board officers are as follows:

Board President - Samantha Conselman
Board Treasurer - Lara Sozer
Board Secretary - Alicia Badorff

The Board elected not to nominate a Vice President for the 24-25 year at this time.

Agenda Review:
The Board reviewed the July agenda and Samantha requested to remove the discussion item and add item 4.0 - Open Board Seats to the agenda. Lara motioned to approve the agenda as amended. Alicia seconded the motion. All were in favor and the motion passed unanimously.

2.0 - Consent Calendar

Alicia moved to adopt the consent calendar, with the amendment to June minutes & attendance to reflect Alicia's absence at the June 10th meeting and confirming that the Board will be passing a continuation on the Board discount for parting directors. Mike seconded the motion. All were in favor and the motion passed unanimously.

3.1 President's Update

Samantha discussed the President's update with the Board, discussing board ongoings, upcoming dates, and training.

3.2 Operations Updates

Laura gave an Operations Update for the last month, going over the biggest wins and biggest focuses. She also summarized the Financial reports for May for the Board and answered questions the Board posed.

ADJOURNED FOR BREAK
7:15 - 7:20

4.0 - Open Board Seats

Samantha began a discussion on the 2 open board seats and the process of appointing directors. Samantha made a motion to appoint Taylor Baldwin to the open Board seat for a 3-year term. Johanna seconded the motion. All were in favor and the motion passed.

The Board agreed to task the next Board nominating committee to interview and nominate members for board director appointments and preparing for next year's elections

4.1 - Meeting Dates

Samantha began a discussion on the upcoming Board calendar and the proposed dates below:

Board Meeting Dates Proposed:

2nd Monday of most odd months in the Teaching Kitchen

- September 9, 2024 6pm
- November 11, 2024 6pm
- January 13, 2025 6pm
- March 10, 2025 6pm
- June 9, 2025 6pm

Alicia moved to accept the Board calendar dates listed above. Lara seconded the motion. All were in favor and the motion passed.

Board Outreach Dates Proposed:

Dates are subject to location availability

- July 19, 2024, 6pm - Newly incoming, newly outgoing, current Board and plus ones
- October 19, 2024 6pm - Board Legacy Event - all current and legacy board
- February 16, 2025 - Breakfast with the Board on the Patio - Strategic Planning Focus
- April 12, 2025 - Board Retreat 9am-3pm

Annual Meeting Date Proposed:

Samantha made a motion to set the Annual Meeting date as
May 3, 2025, Lara seconded the motion. All were in favor and the motion passed unanimously.

4.2 - Committee Membership

The Board discussed committee membership and decided on tentative membership depending on follow-up confirmation with additional members. The Board plans to charter the Executive, Strategic Planning, Finance, Board Nominating, and Governance committees. Samantha motioned to approve the committees and membership as

listed below, with plans to confirm with absent directors. Lara seconded. All were in favor and the motion passed unanimously.

Executive	Strategic Planning	Finance	Nominating Committee	Governance
President - Samantha	**Johanna**	**Treasurer - Lara**	**Briza**	**Taylor**
Treasurer - Lara	Alicia	Alicia	Taylor	Briza
Secretary - Alicia	Susan	Mike	Mike	Mike
		Johanna		Susan
		Taylor		

4.3 - Code of Conduct

The Board discussed the need for and purpose of the Code of Conduct agreements.

5.0: Check-ins & Wrap Up

Lara checked in with the Board about any comments or questions regarding the conduct of the meeting. Samantha moved to adjourn the meeting at 8:11. Lara seconded. The meeting adjourned at 8:11 PM.

Alicia Baddorf
Secretary, Davis Food Cooperative, Inc.

July 17, 2024
Date Approved