A regular meeting of the Food Conspiracy Board of Directors was held at the Pima Friends Meeting House 931 N 5th Avenue at 6:30 pm on November 4, 2009.

Present
George Milan - Board of Directors
Paula Wilk - Board of Directors
Joyce Liska – Board of Directors
Michael Sicurello – Board of Directors
Megan Hartman – Board of Directors
Eric Lauterback-Colby - Staff Representative
Cody Witham – owner guest
Jeanene Graham – Finance Manager
Ben Kuzma – General Manager
Paula called the meeting to order at 6:37 pm

Absent
Natanya Siegel (health related: excused)

Check-in
All present checked in
Michael - Great people at the co-op
Jeanene – Knee replacement is healing nicely
Eric – Soccer team still undefeated New motorcycle from Oregon
Ben – son Max is 15 and Halloween is fun
Paula – Halloween is scary
Megan – milled mesquite and carob pods in Phoenix last weekend. There will be the pancake breakfast and mesquite milling at Dunbar Springs this Saturday 9am to Noon
Cody – Got parking ticket – sold car and bought a second bicycle
Joyce – Told good cantaloupe story – PC does not like hot weather,
George – Carla decided the recording secretary job was not working for her. So he is taking minutes tonight

Consent Agenda
L12 was moved to Executive Session.
Michael moved to accept the remaining items on the consent agenda, Megan seconded the motion.
Yes 5 No 0 Abstain 0

Moved consent agenda items.
L12 Expansion

Review Agenda
Add 4th quarter financials after Owner time before Owner Time
Add Executive Session for L12 Expansion
Add Ends Study Committee report
Move Board budget discussion to next meeting
Remove Owner Linkage Committee report

4th Quarter financials
Jeanene Graham reviewed the highlights of the 4th Quarter financials. We had over $3 million dollars in sales, which was 1.7% over budget and 9.5% over last year. The Margin was 39.7 due to good buying practices and the contract we have with our primary supplier UNFI.
Payroll expenses, which include our very good benefit plan, were within budget.

Owner Time
Cody requests transparency by reporting the ownership of companies that produce products, which are sold at the coop. The Organic Consumers Association is a good source for this type of information. We give people updates and reports of company ownership, as we know them. It was suggested to talk to Torey about this issue.
Bulk products are noting the country of Origin and Produce is noting the state, country or local supplier of products.
How about noting the date of the next month Board meeting in the newsletter calendar section?

GM Information for the Board
Additional information:
The letter from Shenkarow Realty Advisors [confidential document] has two additional pages, which Ben provided for board members.
Ben passed out example monitoring reports for people to look at. The intention is to improve monitoring reporting.
Ben presented a preliminary recommendation on patronage dividends for the 2008-2009 fiscal year. This will be a topic for the December Board Meeting.
The interior painting of the coop is almost completed.
A produce cooler out back seems to be on its last legs. Several equipment issues are arising and receiving attention.
Our POS system will be upgraded next week.
There is a Thanksgiving Members only sale on November 21st.
Ben asked if we want to have the Board Meeting at the same location (Westward Look) that the NCGA regional meetings are being held on the date of our February board meeting. There will be lots of co-op representatives from all areas of the country at the NCGA meeting. The February Board meeting location will be on the December board meeting agenda.
Ben was asked a question about the possible cost of converting to 3-phase electrical power at the store.

Items from Consent Agenda
In Executive Session.
George moved to accept L12 Expansion Monitoring report and Megan seconded the motion.
Yes 5  No 0  Abstain 0
Board Work:

GP5.10 Policy change removing the requirement for annual self-evaluations by individual board members

George moved to approve the policy change. Michael seconded the motion.

Yes 5 No 0 Abstain 0

Election Related Issue

Note: The Co-op will begin balloting on February 1st.

This is noted to confirm the balloting and meeting notification procedures are in accordance with our current by-laws.

A Break was taken from 7:55 to 8:04 pm

Customer Survey

If we want to discuss this at a meeting, please ask to put the topic on a Board meeting agenda. Everyone got electronic copies of the report. Paper copies were given to those who requested them.

Committee Reports

Board Development

Joyce How do we want to formally evaluate us as a Board? How do we report we have been accountable and are we acting in accordance with our goals. Who would like to work on these questions with Joyce?

Our Ends Policies and Board Development are connected.

Discussion was held on these items.

Election

Michael Identify candidates ---- Network Talk to the Board days at the co-op are November 14th 1-4pm and possible throughout the day on November 21st.

General Manager Review

George - No report

Ends Study

Megan Megan, Paula and Natanya met. They identified the following as a possible Ends Study topic: “How can the use of cooperative values in the food supply chain affect the issue of food security?” The next meeting is November 12th 7pm at Paula’s house. All are welcome to attend if this interest you.

Calendar

The next Board meeting is December 2, 2009 at 6:30 PM

Election Committee December 9th 4pm at Co-op – Discuss Annual Meeting. What do we envision for meeting? Michael will start e-mail about this topic.

Ends Study November 12th 7pm at Paula’s

Board Meeting Evaluation/Monitoring Form

Date of Meeting __11__/__04__/__2009__
In a continual effort to improve its Policy Governance process, the Food Conspiracy Board of Directors developed this form to evaluate its progress. This evaluation is the board as a whole, not individual board members.

1. The board was prepared for the meeting

☐ Satisfactory    ☐ Needs Improvement    ☐ Unsatisfactory

2. The boards time was appropriately spent on Ends as opposed to Means

☐ Satisfactory    ☐ Needs Improvement    ☐ Unsatisfactory

3. Each board member was given an adequate opportunity to participate in discussion and decision making.

☐ Satisfactory    ☐ Needs Improvement    ☐ Unsatisfactory

4. The board’s treatment of all persons was courteous, dignified and fair.

☐ Satisfactory    ☐ Needs Improvement    ☐ Unsatisfactory

5. The board adhered to its adopted governance style:
   a. It emphasized outward vision:
      ☐ Yes    ☐ No
   b. It encouraged diversity in viewpoints:
      ☐ Yes    ☐ No
   c. It exercised strategic leadership more than overseeing administrative detail:
      ☐ Yes    ☐ No
   d. It maintained a clear distinction between board and management roles:
      ☐ Yes    ☐ No
   e. It looked to the future:
      ☐ Yes    ☐ No

6. Did the Board Encourage Owner Participation?

☐ Satisfactory    ☐ Needs Improvement    ☐ Unsatisfactory

Michael moved to adjourn the meeting and Joyce seconded the motion

5 in favor 0 opposed. The meeting adjourned at 8:40 pm

Date minutes approved: 12/2/09

Signature: George Milan
Board Secretary