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 December 2, 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  
Linda Laev– owner member  
Mike Swanson - owner member  
Ben Kuzma – General Manager

Paula called the meeting to order at 6:37 pm.

**Absent**
Eric Lauterback-Colby - Staff Representative ill

**Check-in**
All present checked in  
Michael – Someone here (Linda) tried the recipe in the co-op cookbook  
Linda – Honored to be here  
Joyce – Just got ticket for short trip to Hawaii  
Ben – Busy time of year at our store  
Natanya – feeling better now  
George – Longest serving member on the board  
Megan – Spent week in New England with 4mo old to 80 yr old people – Maine and Massachusetts

**Consent Agenda**
Michael moved to accept the consent agenda, Natanya seconded the motion.

Yes 6 No 0 Abstain 0

**Moved consent agenda items.**
No items were moved from the consent agenda

**Owner Time**
Megan – excited about new sliding door coming  
We talked about NCFA and Food Conspiracy’s relationship with them  
The 4th Avenue street fair is Friday the 11th through Sunday the 13th. There will be a 10% off sale on Wednesday December 9th.  
A message from Torey to Michael to please move the Election committee meeting discussing the Annual Meeting from 4pm to 3:30 pm on December 9th.
The gift card for Melita and Cheryl is ready to be signed – look in Paula’s mailbox at the coop to find and sign it.

Mike – commented on and idea in the suggestion box about allowing members to have short term credit for $5 or $10. This led to a discussion about the feasibility of implementing or otherwise addressing the economic need for this type of service.

**Review Agenda**

Add Patronage Rebate after GM Review

**GM Information for the Board**

**Additional information:**
- Painting/Cleaning projects are almost done.
- The electronic door will be installed soon.
- The co-op will decorate for the holiday season.
- The garden in the area behind the store is starting again. We are also ordering 1000 starter plants to be available to sell to customers.
- The upgrade of the POS system was yesterday and went well.

**Board Work:**

**Board Budget**= Not discussed

**A Break was taken from 7:42 to 8:00pm**

**February Board Meeting**

After much discussion about holding the February board meeting at Westward Look at the same time NCGA is having their regional meeting there, it was decided that the board members, who want to, can help Ben with the Food Conspiracy hosting duties for the attendees of the NCGA meeting.

George moved to cancel the February board meeting and postpone the monitoring reports due at the February meeting to the March board meeting. Natanya seconded the motion.

Yes 6  No 0  Abstain 0

**General Manager Review**

There was a short discussion of the Monitoring Checksheet for fiscal year 2008-2009.

There was a short discussion about the GM Review Committee procedure for performing the GM Review.

**Patronage Dividend**

There was much discussion about the allocation percentage of net earnings attributable to owners and the distribution percentage of above earnings and how they relate to the needs of the CPA in preparing the reviewed financial statements for fiscal year 2008-2009. It was decided to use last year’s format for discussion/decision at the January board meeting. The assumption for the CPA is that there will be a 100% allocation of net earning attributable to owners to Patronage Rebates and at least 20% of those net earnings distributed to owners. This is the requirement for tax exemption of those net earnings.
earnings. The actual percentage of distribution to owners will be determined at the January board meeting using the Resolution format from last year as a guide.

Resolution Format from Last Year

(Proposed) Resolution 2009 __Authorizing FY 2009 Patronage Rebates

In accordance with Art. VIII of the Bylaws, the board directs management to allocate as patronage rebates the net earnings attributable to the patronage of owners for the fiscal year ended Sept. 30, 2009 in the amount of __________ to owners in proportion to their purchases for the year, to distribute __________ of such earnings by checks accompanying notices of allocations, and to do so as soon as practicable; provided that individual owner patronage rebates of $2.00 or less are hereby deemed to nominal as not to justify the expenses of distribution and pursuant to Bylaw 8.2 shall not be allocated or distributed.

Paula will write the letter regarding the distribution using the letter of last year as a starting point. Please respond quickly with comments about the drafts of the letter as they are provided to us.

Committee Reports

Board Development
Joyce reported that Megan is going to help on this committee.
There are three areas being worked on
1. New Board Member orientation
   a. Identifying/Agreement on what it means to be a board member.
   b. Board member responsibilities
   c. Conflict of interest notification
   d. Meeting attendance and preparation
   e. Food Conspiracy history
   f. And more.
2. Board Goals and strategies to meet them
3. Periodic time to revisit goals and evaluate results
   a. This might be included as a topic at the annual board retreat
Anyone else is welcome to participate in the meetings/discussion.

Election
Michael and Torey developed a Coordination Calendar, which is posted on Google Docs for review and input.
The next meeting to discuss the Annual Meeting is December 9th, 3:30pm at the co-op.
The Annual Meeting is March 6th.

General Manager Review
Presented with the General Manager Review Board Work topic.

Owner Linkage
Natanya reported that there is an idea she will work on with the Ends Study Committee.

Ends Study
Paula, Cody and Megan met and discussed What is Definition of Food Security
No petroleum future
Land use
GMOS
Trade practices

The next meeting is December 5 2pm location to be announced.

Calendar
The next Board meeting is January 6, 2010 at 6:30 PM
Election Committee December 9th 3:30pm at Co-op – Discuss Annual Meeting.
Ends Study Committee December 5 2pm.

Board Meeting Evaluation/Monitoring Form
Date of Meeting __12__/__02__/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 board’s 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 Natanya seconded the motion
5 in favor 0 opposed. **The meeting adjourned at 8:40 pm**
Date minutes approved: 01/06/2010

Signature: George Milan
Board Secretary