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 January 6, 2010.

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
Ben Kuzma— General Manager
Eric Lauterback-Colby— Staff Representative
Vanessa Saavedra— Recording Secretary
Natanya Siegel— Board of Directors
Cody Witham— Owner

Paula called the meeting to order at 6:36 pm.

Absent

All present checked in

Updates:

Vanessa: new recording secretary
George: pleased by feedback that co-ops have improved food quality for communities
Joyce: her car problems were resolved
Natanya: a cat was found behind the store
Ben: received an email from former outreach coordinator Megan Thompson; she just moved to Bellingham (WA) and is running for the Board at the co-op there
Paula: just finished reading “No Impact Man”
Michael: Taught first class at women’s prison in December
Eric: went to California during Christmas break with his wife’s family
Cody: Went to Colorado over the break to see family; went to Boulder to see the co-op there but found that it had been closed
Megan: had no running water at her residence for a time, but that has been resolved

Consent Agenda

Moved consent agenda items.
Michael moved to accept the remaining items on the consent agenda, Megan seconded the motion.

Yes 6   No 0   Abstain 0

Owner Time
Cody notes that he shops at co-ops because they are better for the community than are chain stores, in part because chain stores often don’t pay a living wage. He asks Ben about the wages paid at the Co-op. Ben notes that Whole Foods pays around $16/hour, and that the Co-op bases its wages on an independent analysis of the living wage for the area. This analysis factors in, among other things, the consumer price index. However, the Co-op does not include the cost of benefits in its salaries, and a full 5% of net profit pays for staff benefits. Only full-time staff gets full benefits, but the majority of the employees are full-time (around 8-10 of 25 employees are part-time). Co-op wages may be going up later in the year, but at present are in the upper quartile in comparison to other co-ops.

Ben also notes that the charts Cody had requested, which show which labels and organics companies are owned by which larger companies, have been posted.

Natanya requests that the print size on price tags be enlarged. Eric replies that this is currently in the works and the proposed change is to move price tags from the top corner to the bottom corner, and doubling the size of the print. He notes that this should be in effect within the next two to three months.

Review of Agenda and noted changes
Add Board Member Candidate Nominations

GM Information for the Board
Additional information:

Ben states that he has little information to add beyond what is already covered in the report, but notes that the disability-accessible door finally became operational the day before. It is a button-activated door and not a sliding door as was written in the previous minutes, because sliding doors were determined to be too reactive to foot traffic.

George inquires about the results of Inventory; Ben states that it went well and that inventory was lower than it was the previous year. The CPA will have the paperwork done in time for review, but numbers will need to be plugged in once the Board has resolved the question of patronage rebates.

Board Work:
Patronage Rebate
Board discussion; Megan calls the question of rebate percentage.

George moved to accept the items on the Patronage Rebate resolution and Natanya seconded the motion.

Yes 6  No 0  Abstain 0

Candidate Nominations

Joyce moves to nominate Board candidates (3); Michael seconds the motion. Megan abstains because she is one of the candidates. The candidates nominated are: Cody Witman, Linda Laev and Megan Hartman

Yes 5  No 0  Abstain 1

A Break was taken from 7:20 to 7:32 pm.

Board Officer Succession

Natanya brings up the need for better transition strategies for outgoing and incoming Board officers. She suggests preparing ahead of time to the extent possible and including timelines where applicable.

Mike suggests that officers creates descriptions of their jobs and roles within the Board, but states that the descriptions would need to be very detailed in order to be most useful.

Mike and Torey have been working on an election coordination calendar.

George intends to continue acting as secretary through April if possible.

Megan discusses planned successions, recommending some planning in advance as board members prepare to take over responsibilities from other members. Paula observes that officers would need to start thinking about how best to do this two years in advance.

George notes that the Bylaws do not provide for the filling of a Board officer position when an officer is no longer a board member due to the election of board members at the annual meeting. Officers are elected at the first board meeting following the annual meeting.

The Development Committee will send out an email to set up a date and agenda for an additional meeting to address transition topics.

Meet the Candidates Forum
Michael states that the Forum will take place on February 6, 2010, from 2-3 p.m. at 434 E. 9th Street, on the southwest corner of 9th Street and 3rd Ave. Torey will send out an email reminder.

Megan suggests that next year’s forum be held somewhere more friendly, visible, and welcoming, such as the back room of a café.

Annual Meeting

Michael says that a planning meeting was held in December 2009; some Board members met and discusses lures, or ways of bringing members in for the event (suggestions included using an indoor area as a film screening room and awarding free tomato plants or the like to the first 100 attendees); obtaining a speaker; and selecting and arranging for live music. The agenda was tabled in order to get the speaker’s appearance arranged, but this has now been accomplished. Board members voice agreement with limiting the time of community awards presentation. Michael states that the tentative date for the next planning meeting is 1/15/10 at 10 a.m., which will be finalized by email.

Board T-shirts

Board members who want free “BOARD” t-shirts need to let Torey which size and style to order by 1/18/10.

Committee Reports

Board Development

Joyce and Megan met weeks ago and discussed Orientation, and will discuss the topic further (along with information related to the retreat) at another meeting in a couple of weeks. Committee could also address board member succession, in which case two meetings may be called for. The meeting(s) will be set up by email. Joyce summarizes one idea for new Board member orientation, which includes a “Board of Directors 101” checklist and covers a tour of the store, common acronyms, and the like. Also, Megan’s name needs to be added to the Committee’s roster.

Ben is to send out an email to the relevant people regarding the training in Portland.

Election

Michael has been working on the annual meeting and the Meet the Candidates event, but will form a Ballot-Counting committee. Paula notes that two or three owners will be needed to do the necessary ballot counts and re-counts.

Owner Linkage
Natanya has nothing to report at this time, but notes that she now has a clearer idea of what needs to be done.

Ends Study

Megan provides the following draft Ends inquiry: “How can the Co-op foster a safe and nutrient-rich community-level food and water system in the next 10-20 years in Tucson?”

General Manager Review

George notes that the GM review committee will need a new Chair in April.

Calendar

The next Board meeting is March 3, 2010 at 6:30 PM
Annual Meeting is March 6th, 2010

Board Meeting Evaluation/Monitoring Form

Date of Meeting __1__/__06__/2010___

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

   X Satisfactory    □ Needs Improvement    □ Unsatisfactory

2. The board's time was appropriately spent on Ends as opposed to Means

   X Satisfactory    □ Needs Improvement    □ Unsatisfactory

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

   X Satisfactory    □ Needs Improvement    □ Unsatisfactory

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

   X Satisfactory    □ Needs Improvement    □ Unsatisfactory

5. The board adhered to its adopted governance style:

   a. It emphasized outward vision:

      X Yes    □ No

   b. It encouraged diversity in viewpoints:

      X Yes    □ No

   c. It exercised strategic leadership more than overseeing administrative detail:

      X Yes    □ No

   d. It maintained a clear distinction between board and management roles:
e. It looked to the future:

X Yes □ No

6. Did the Board Encourage Owner Participation?
X Satisfactory □ Needs Improvement □ Unsatisfactory

Joyce moved to adjourn the meeting and Megan seconded the motion
6 in favor, 0 opposed. **The meeting adjourned at 8:22 pm.**

**Resolution 2010-01 Authorizing FY 2008-2009 General Manager Contract Bonus**

The Board authorizes the bonus payment due the General Manager pursuant to his FY 2008-2009 employment contract.

**Resolution 2010-02 Authorizing FY 2008-2009 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 $46134.88 to owners in proportion to their purchases for the year, to distribute 100% 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 so nominal as not to justify the expenses of distribution and pursuant to Bylaw 8.2 shall not be allocated or distributed.

Date minutes approved: 3/3/2010

Signature: George Milan
Board Secretary