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 Wednesday, March 03, 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
Linda Laev—owner member
Ben Kuzma—General Manager
Vanessa Saavedra—Recording Secretary
Natanya Siegel—Board of Directors
Cody Witham—Owner
Eric Lauterback-Colby—Staff Representative

Paula **called the meeting to order** at 6:40 pm.

**Absent**
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**Check-in**
All present checked in

**Updates:**
George: This is his last meeting as a Board Member
Michael: Cool Good Will store on 4th Ave.
Joyce: nothing to add; she has been very busy
Paula: Looking forward to Saturday’s meeting
Ben: Ditto Paula, also have Street Fair (March 19-21) to get ready for
Megan: friends are building yurt in her back yard to save money: with kids and pets, they’re now calling the home the “Lazy 8 Ranch”—suddenly a busier household
Natanya: Turns 58 on St. Patrick’s Day (Congratulations!)
Linda: sad to be missing George’s term
Cody: did his first pull-up! Will be having his wisdom teeth removed soon
Eric: Friends from college coming in tonight from Minnesota

**Consent Agenda**
Moved consent agenda items:
Items L2, L3, L8 moved. L12 moved to Executive Session following regular Board meeting.

George moved to accept the consent agenda as revised, Natanya seconded the motion.

Yes 6  No 0  Abstain 0

**Owner Time**
  Michael: Voting for Board members still allowed!
  Paula: Only primary owners may vote.

**Review of Agenda and noted changes**

- *Nil*

**GM Information for the Board**

**Additional information:**

Ben states that there has still been much discussion of improving systems: e.g., outsourcing payroll processing if Co-Op were to double in size; scheduling software rather than using Excel spreadsheet. Goal is to anticipate needs before they become urgent in order to be prepared. Have restored a historic deteriorating Co-Op sign from the 1970’s and will be placing it so it can be seen from the Dairy Queen. It has been finished, but there are a few more pressing maintenance items that must be attended to before it will be installed.

Michael adds that some POS systems do have timeclock software.
Eric notes that the existing POS system has some limitations which would require tweaking in order to change between departments.

Ben states that Torey’s Marketing and Jeanene’s Financial Manager positions will be advertised as vacancies in the May-June issue of “Cooperative Grocer” as Torey and Jeanene make changes to the capacities in which they will be working. New front-end person, Breyell, has been hired to assist Torey and train.

**Board Work:**

**Monitoring Reports (MR) moved from Consent Agenda**

Paula explains what the Monitoring Reports are: They are produced by the GM for the Board based on the critical threshold instructions that the Board has issued to the GM. These instructions are the basic values, policies, and GM limitations for running the Co-Op, designed to allow the GM the freedom to maximize creativity and expertise. GM responds to Board statements, interpreting them in a reasonable fashion, and explaining with specificity how the Board’s values have been implemented and what the results have been, using data where available.
The GM should also confirm training provided to staff to achieve policy goals, and should provide the industry standards as context for data. Ideally, interpretations are measurable, but the Monitoring Reports are a new system and a work in progress. Monitoring data can come from GM and usually does, but it can also come from authorized third-parties (such as the auditor for the financial reports) or Board Members who have been specifically appointed/authorized to do so. Report should state whether the Co-Op is in compliance with the Board’s principles.

Responsibilities of Board members with regard to the MRs:
1) Prepare for Board review and discussion of MRs by thoroughly reviewing MR prior to meeting
2) Talk to GM for any needed clarifications prior to meeting
3) Be prepared and proactive to make appropriate objections, if necessary, to the acceptance of the MRs.
4) If a Board member has an objection to a report, the member should request that the report be removed from the consent agenda. Objecting members should let the GM know in advance that the objection will be made so that the GM has time to prepare.

Appropriate objections:
- Report claims compliance where there appears to be non-compliance
- Sub-standard reporting
- GM’s policy interpretation unreasonable
- Factual inaccuracy

Inappropriate objection:
- That the Board’s policy is unreasonable, poor, etc. Recommendations such as this should be made a future agenda item for discussion, forming a task group, etc.; this kind of concern is not an appropriate basis for objecting to the acceptance of an MR.

George adds that the MRs are the primary means of evaluating the GM quarterly.

L2- Staff Relations.

Ben notes that a change was made to Employee Manual [management policy, not Board policy] adding more specific non-discrimination language in order to comply with City of Tucson requirements. He also added an “at will” clause to Employee Manual. Changes (additions) are underlined in MR draft.

Michael suggests, and Megan agrees, that a formatting change (making boxes around differing texts—Board policy vs. Management policy) would help improve readability.

George moved to accept L2 MR as revised and Michael seconded the motion.
Paula calls the question, Accept L2 MR as revised?

Yes 6  No 0  Abstain 0

**L3-Financial Conditions and Activities**

Ben made no changes to MR, though by printing error only half of the report was distributed.

George moved to accept L3 MR as revised and Joyce seconded the motion.

Paula calls the question, Accept L3 MR?

Yes 6  No 0  Abstain 0

**L8 MR-Communications and Support to the Board**

New page 4 added to packet at Board Meeting. Ben deleted reference to policy that no longer exists. [Paula: policy for Board members to submit a self-evaluation by December every year was eliminated.]

George moved to accept L8 MR as revised and Natanya seconded the motion.

Megan comments that she likes Ben’s suggestion to increase data to provide a larger context. She also adds that she appreciates having these reports to read, and finds the information to be valuable.

Paula states that she feels it is important that any perceived non-compliances be brought to the Board’s attention; the Board can choose to act or not accordingly, but all issues should be reviewed.

Paula calls the question: Accept L8 MR as changed?

Yes 6  No 0  Abstain 0

**1st quarter financials:**

Paula notes that she is pleased with the results; no further discussion.

**Annual Meeting:**

Michael: Results were to be given at 2:30, but the flyer advertising the meeting states that votes will be taken until 2:30.

Paula: The Board will have 35 minutes at most to introduce board members, announce winners, and present brief board report for owners. Proposes doing quick demographic survey (poll), then turn the floor over to speaker. She suggests using the
survey as a way to identify and recruit more active, enthusiastic owners for greater participation in the upcoming year.

**Board Member Participation and Responsibilities:**

Paula: An idea from another Co-op that Board could institute in coming years is that the Speaker for the Annual Meeting writes the article in a newsletter preceding the Meeting, which can serve as a teaser for the Speaker’s presentation at the Meeting.

Michael: Policy regarding Newsletter article contribution specifies “Board Report,” which sounds like it needs to be *about* what the Board has been doing, rather than a report about any random topic. Megan, Natanya note that this does allow for Board member introductions, an overview of topics of interest to the Board, etc.

Break from 8:08 to 8:20.

**Board Development Committee**

Joyce and Megan discuss plan to implement mentoring program: Newest existing members of the Board will mentor newly elected members.

Board Retreat is May 14-16; location still needs to be identified, as does restaurant. Natanya will gather information. Each Board member needs to contribute to selection of topics to cover in meeting.

Next Board Development Committee Meeting will be at Avenue Coffee (on Campbell Ave. on East side of Street, about a block north of Raging Sage), March 11 at 10-11:30.

**Election Committee**

Michael says that counting of votes will start on Saturday at noon. Torey will coordinate volunteers and bring list for coordinating ballots with voter/owners. Everyone except candidates is encouraged to come and observe the vote counts.

[Back to Board Development Committee because sufficient time remains to discuss training]

Megan sent emails regarding trainings to see if any board members have interest in attending. Does anyone know of any other upcoming trainings? Paula: CCMA takes priority; 2 people are budgeted to attend CCMA. Paula has attended CCMA previously, suggests possibility of holding own workshop with local co-ops. George has attended three times and notes that the energy and dedication of the attendees can be very exciting. Natanya says she found the one-on-one sessions more valuable, but perhaps she didn’t select the sessions she should have. Paula observes that she thinks it would be a more valuable training for someone with a few years’ experience.

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**Calendar**

The next Board meeting is April 7, 2010 at 6:30 PM
Annual Meeting is March 6, 2010
Date of Meeting __3__/__03__/_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
   - Satisfactory  X Needs Improvement  Un satisfactory

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.
   - Satisfactory  X 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:
      - X Yes  No
   e. It looked to the future:
      - X Yes  No

6. Did the Board Encourage Owner Participation?
   - X Satisfactory  Needs Improvement  Unsatisfactory
   Michael moved to adjourn the meeting and Natanya seconded the motion.

6 in favor, 0 opposed. **The regular meeting adjourned at 8:45 pm.**

During the Executive session it was moved and seconded to accept the monitoring report L12 Expansion

Yes 6  No 0  Abstain 0

Date minutes approved: 4/7/2010

Signature ____________________________

Board Secretary