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 September 3, 2008.

Present
Melita Quance, Board of Directors
George Milan, Board of Directors
Natanya Siegel, Board of Directors
Emily Covey, Staff Representative
Ben Kuzma, General Manager
Bradford Castalia, Owner-Member
Patricia DeWitt, Owner-Member

Not Present
Paula Wilk, Board of Directors - ill

Melita called the meeting to order at 6:31 pm

Check-in
People attending the meeting checked in

Consent Agenda
August minutes
L12 Expansion Monitoring

George moved to accept the remaining items on the consent agenda, Natanya seconded the motion.
Yes 3 No 0 Abstain _____

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

Owner Time
Read the newsletter – there are lots of events happening
Co-op is hopping
There will be a potluck in the new area at the store on Friday 9/19
UofA Farmers Market is moving to the maingate square at the UofA on Friday – its hours are 10am to 2pm
Does the co-op leadership group socialize?

Review Agenda
#2 Grievance Policy was removed from agenda
Formal vote on GM contract was moved to executive session

Board discussion topic is actually #7 Policy Governance discussion

GM Information for the Board

Additional information:
- More people signing up for membership/ownership this year than last year
- The open until 9pm hours are happening and working well
- New grocery manager (Steve) has lots of industry experience and is making some good adjustments to product placement

Items from Consent Agenda
- There were no items from the consent agenda

Board Work

Food Conspiracy 2008/2009 Budget
- George thanked for the changes to be Board budget lines
- Ben told us of possible need to do different capital expenditures than planned and will keep us informed. Specifically the possibility of needing to use capital funds to implement the Health Notes program and service

Auditor Letter Recommendations
- There was much discussion about the auditor recommendations. George will look for board meeting minutes in 1999 when the board initially changed the member/owner investment from $60 to $120 and dealt with the issue of pre-bankruptcy member equity.

Break was taken 7:21 to 7:44

Ends Revisions
- George moved to accept the present Ends revisions. Natanya seconded the motion
  
  Vote: Yes 3 No 0 Abstain ______

Election Committee Charter
- The presented charter was revised in 2 sections.
  
  2. Chairperson selection and duties
  - The chairperson of this committee is responsible for ensuring that the committee holds regular meetings, keeps minutes, and makes regular reports to the entire board. The chairperson shall be an elected board, not an appointed board member. This person is responsible for overseeing and officiating all co-op elections using the current elections procedure. In the instance that this individual is up for re-election, they shall be exempt from participating in the duties of the election committee directly related to co-op elections. In this instance, the committee shall appoint a new chairperson for that time-period necessary to successfully hold an election. The chairperson of the Elections Committee is selected and voted on by the entire board.

  3. Committee Function and Expected Outcome
The Elections Committee shall exist for the purpose of ensuring a competitive
election each year that is in compliance with an election policy as set forth by the
Board of Directors. This committee shall furthermore plan, guide and execute
that Annual Meeting of Owners, work to encourage owner participation at the
Board level, and maintain and update the election procedure. The entire board of
directors shall approve all updates to policy.

George moved to accept the revised Election Committee Charter Natanya seconded
the motion
   Vote: Yes 3 No 0 Abstain _____

GM Review Committee Setup
Melita will chair this committee and George will be a member on the committee

Procedure for Monitoring Reporting
This procedure was discussed

Procedure for Agendas, Minutes, Voting
The procedures for agendas, minutes and voting
This was discussed. Policy GP5.4 Board Member’s Code of Conduct was
discussed as the requirement for confidentiality. Natanya will update this policy
for clarity.

Responsibility for Hiring Auditor, etc
This topic was discussed and agreed to add to L3.9 a requirement for an annual
review and at least an audit every 5 years.
Note: An annual review and 5 yr audit is a requirement of the GM. The GM is
responsible and has the authority to make the arrangements for this to happen.
The Board expects a report from the CPA firm on the reviews and the audits.

June Minutes
George will e-mail a copy of the June agenda and a worksheet for the minutes to
facilitate the recreation of the June minutes.

Calendar
The next Board meeting is October 1, 2008 at 6:30 PM.

Board Meeting Evaluation/Monitoring Form
Date of Meeting __9__/__03__/__2008__

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
      - Needs Improvement
   b. It encouraged diversity in viewpoints:
      - Yes
      - No
   c. It exercised strategic leadership more than overseeing administrative detail:
      - Yes
      - No
      - Needs Improvement
   d. It maintained a clear distinction between board and management roles:
      - Yes
      - No
      - Needs Improvement
   e. It looked to the future:
      - Yes
      - No
      - Needs Improvement

Evaluation Comments:
“Nice meeting”
“Appreciate everyone’s hard work. It’s nice to have board coming together as store is”

A motion to adjourn the meeting was moved by George and seconded by Natanya 3 in favor 0 opposed. The meeting adjourned at 9:15pm

Executive Session Decision
The Board approved the General Manager Contract for 2008-2009

Date minutes approved: 10/01/08

Signature: George Milan
Board Secretary