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 3, 2008.

**Present**
- Melita Quance, Board of Directors
- George Milan, Board of Directors
- Paula Wilk, Board of Directors
- Natanya Siegel, Board of Directors
- Ben Kuzma, General Manager
- Bradford Castalia – Owner-Member
- Michael Sicurello – Owner Member
- Joyce Liska – Owner Member

**Not Present**
- Emily Covey – Staff Representative

Melita called the meeting to order at 6:36

**Check-in**

People attending the meeting checked in

The Food Conspiracy Contra Dance is next Saturday (12/6). It is about having fun

**Consent Agenda**

- L12 Expansion

Paula moved to accept the remaining items on the consent agenda, Natanya seconded the motion.

Yes 4 No 0 Abstain __

Moved consent agenda items.

- November minutes

**Owner Time**

A request to have the unapproved minutes from the previous meeting available at the meeting. Copies of the posted Meeting Agenda will be available at the meetings. This includes all the documentation that is not considered confidential or sensitive information.

Is there a sign announcing the next board meeting at the store? It was agreed to post a listing of the Board Meeting dates at the store in addition to the announcements in the newsletter and the Board Meeting Agenda that is posted at the store.
A suggestion for an item of general interest to owners be a part of the Board meetings.

A suggestion that Policy changes be part of the consent agenda. We will try this out with the understanding that these items can always be moved from the consent agenda to an item for discussion/decision.

How about Sunday brunches with owners to informally discuss issues.

Add to 1/7/09 agenda Board Sponsored Forums

Review Agenda
The documents for the Customer Survey do not contain confidential or sensitive information.

GM Information for the Board
Additional information:
Tomorrow (12/4/08) is the managers quarterly meeting. A review of a proposed grievance policy will be discussed with the new grievance policy to be presented to the Board of Directors at the January 7, 2009 meeting of the Board.

The customer survey sent to the board by Torey will be on line, while the customer survey in the meeting packet is being handed out at the register.

The demographic data of our owners is about 4 years old and will be updated in April.

Items from Consent Agenda
November minutes
The dates of 10/1/2008 (2 places) need to be changed to 11/5/08.
Paula moved to accept the revised November minutes George seconded the motion.
Yes 3 No 0 Abstain 1 (Natanya was not at the November meeting)

Board Work
L12 Expansion Policy Revision
c) was changed to: (changed word your to GM’s)
c) implement the plans that meet the GM’s criteria for success
Paula moved to accept the Policy Revision, Natanya seconded the motion.
Yes 4 No 0 Abstain _____

BGM4.4 Monitoring Policy Revision
George moved to accept the Policy Revision, Paula seconded the motion.
Yes 4 No 0 Abstain _____
Board Stipend and By-Law 4.5 Discussion
Paula and George will work on Policy wording address this issue. It may be in GP7 Cost of Governance. Melita will e-mail Paula and George information on committee budgets. Board of Director budget is due for the May Board meeting and will be voted on at the June Board meeting.

Board Agenda Items Procedure
George will rewrite this procedure to give more options on how to present items to be considered for the agenda and change wording to include board members in those this procedure applies to.

Updating Procedures due to Minn. Incorporation Discussion
The references to By-Laws or Articles of Incorporation will be updated to reflect current by-laws or Articles of Incorporation or removed as needed. Procedures will be reviewed and adjusted for compliance with Minnesota By-Laws and Articles of Incorporation.

Annual Meeting Discussion
The annual meeting purpose and desired results were discussed. E-mail any additional information to Melita. This will be a topic for the January 7, 2009 meeting of the Board of Directors.

Customer Survey
This topic was discussed in the General Manager information for the board agenda item.

Committee Work
Board Development Committee
Election Committee including candidates for Board positions
These two topics were combined. The committees are working on a Board of Directors candidate packet and BoD recruitment. The packet is also available on-line and needs to be turned in by candidates by Friday. Torey will contact Laddie (our Minnesota lawyer) to determine the date of the start of the election. The board candidates have to have been a coop owner for 6 months as of that date.
Bradford Castalia
Joyce Liska
Melita Quance
Michael Sicurello
Rita Weatherspoon
And Dana ??
Were nominated by Melita and seconded by Paula to be candidates for the Board of Directors.
Yes 4 No 0 Abstain ____

There will be a board weekend retreat in late April or early May. There is Board Training 101 workshop in Albuquerque on February 7.
Melita will write a draft of the new election procedure. Torey and Paula will revise this draft and present it to the Board.

Board of Directors self review are scheduled by policy to be completed by December 1. This will be an agenda topic for the January 7, 2009 board meeting.

**General Manager Review Committee**
Melita and George will complete it by the next board meeting.

**Calendar**
The next Board meeting is January 7, 2009 at 6:30 PM.

**NO Monitoring Reports** are due.

**Board Meeting Evaluation/Monitoring Form**

**Date of Meeting ** __12__/__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 boards time was appropriately spent on Ends as opposed to Means
   - ☐ Satisfactory
   - ☑ Getting Better
   - ☐ 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:**
Melita will write the Board Article for the January Newsletter and
George will write the Board Article for the February Newsletter.
A motion to **adjourn** the meeting was moved by George and seconded by Natanya. 4 in favor 0 opposed. **The meeting adjourned at 8:45pm**

**Date minutes approved: January 7, 2009**

**Signature:** George Milan
Board Secretary