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 7, 2009.

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

Not Present
Staff Representative

Melita called the meeting to order at 6:30 pm

Check-in
People attending the meeting checked in
Denise Morse is a new owner/member who has been active in Ocean Beach People’s Organic Food Market in San Diego.
There is a PBS show on January 16th concerning electric transmission lines in the San Diego area.

Consent Agenda
December Minutes
Submission of Candidates for the Board of Directors
Resolution concerning start of Ownership date for eligibility for election to the Board of Directors -
Paula moved to accept the remaining items on the consent agenda, Natanya seconded the motion.
Yes 4 No 0 Abstain 0

Moved consent agenda items.
There were no items moved from the Consent Agenda items

Owner Time
There was no additional discussion

Review Agenda
Add Board Sponsored Forums
Decision on Patronage Rebate will be recorded in the form of a resolution

GM Information for the Board

Additional information:
The capital expenditure revamping the rear outside area is in progress. Brickwork and extending concrete apron and happening.
The all staff meeting 1/06/09 was good. The staff representative to the board position is of interest to several staff members.
Ben passed out the new operational grievance policy.
The new Sunflower store on First Avenue and Wetmore is not expected to impact our sales.

Items from Consent Agenda
There were no items from the Consent Agenda

Board Work

Patronage Rebate
The resolution was discussed.

Paula moved to accept Resolution 2009 – 2 Patronage Rebate  Natanya seconded the motion.
Yes  4    No 0    Abstain 0

Annual Meeting
We reviewed what was discussed last meeting including speaker possibilities.
The Board report to the owners was discussed as reporting on how Ben’s work with the operational aspects of Food Conspiracy relate to our ENDS Policy.
Other topics were also discussed.

Board Sponsored Forums
The April 1, 2009 Board Meeting will be a Board Sponsored Forum.

Committee Work

Board Development Committee
There has not been a meeting since the last Board Meeting
The next item on the committee agenda is the May 15-17 Board Retreat. It was agreed to communicate via e-mail. Include location and topic suggestions.
A possible topic is focusing on our ENDS Policy
The retreat will primarily be for Board members.

Election Committee
Ballots are in mail – Please vote

General Manager Review Committee
There has not been a meeting since the last Board Meeting

Calendar
The next Board meeting is February 4, 2009 at 6:30 PM.

Monitoring Reports Due
There is a workshop on February 7th to 8th in Albuquerque for board members.

We have a Board Planning Calendar Fiscal 2008-2009 presented by Melita – Please pay attention to this calendar as it includes important dates including who is responsible to write the Board articles for the newsletter.

**Board Meeting Evaluation/Monitoring Form**

**Date of Meeting __1__/__07__/__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  ☐ 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

**Resolutions:**

**Resolution 2009-1 Start of Ownership Date for the Owner to be Eligible for Election to Board of Directors**

The Board of Directors hereby resolves that ownership commencing on or before July 1 of the year immediately preceding the election meets the six months ownership qualification contained in Bylaw 4.2.
Resolution 2009-2 Patronage Rebate FY 2007/2008
In accordance with Art. VIII of the Bylaws, the board hereby directs management to allocate as patronage rebates the net earnings attributable to the patronage of owners for the fiscal year ended Sept. 30, 2008 in the amount of $44391.06 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."

Submission of Candidates for the Board of Directors
The following owners are submitted to the Ownership as eligible candidates for election to the Board of Directors
Brad Castalia
Joyce Liska
Melita Quance
Michael Sicurello
Rita Weatherholt

A motion to adjourn the meeting was moved by Natanya and seconded by Paula 4 in favor 0 opposed. The meeting adjourned at 8:24pm

The Executive Session was held.

Date minutes approved: February 4, 2009

Signature: George Milan
Board Secretary