A regular meeting of the Food Conspiracy Board of Directors was held at the Food Conspiracy Co-op, Hoff Building, 425 E. 7th St., Tucson, at 6:30 pm on January 2, 2013.

**Present: (Name, Position/Affiliation with the Co-op)**
- Robert McLane, *Board Member*
- Danielle Kontovas Fidel, *Board Member*
- Noel Patterson, *Board Member*
- Torey Ligon, *Recording Secretary*
- Kelley Kriner, *General Manager*
- Joyce Liska, *Board Member*
- Jesse Powell, *Staff Representative*
- Fiore Iannacone, *Board Member*
- David Miller, *Board Member*
- Rachel Chapman, *Board Member*
- Brittany Orkney, *Board Member*
- Nick Super, *Owner/Co-op Employee*

Robert Oser was absent.

1. **Meeting called to order at 6:30 p.m.**
   We have a quorum.

2. **Review Agenda:**
   Rob M. added an item to the agenda. Item 8.E Vote on Ends Statement.

3. **Check In**
   Went around the circle for check in.

4. **Owner Time:**
   Joyce mentioned that the website specials need to be updated. A member mentioned on Facebook that she would be willing to update them for free.

   Kelley said that the new updated website is expected to go live any day now.

5. **Consent Agenda**
   A. Approval of December 2012 Minutes

   Joyce motioned to approve the consent agenda. Danielle seconded.

   **Vote. 8-0.**
   **Motion Passes.**
6. General Manager Information for the Board

Kelley gave an update about sales this quarter.

The store is experimenting with some new LED lights. The locally manufactured LED lights from Tempe might be a little too rough for a retail setting, however.

Kelley is waiting to hear back from Sleeping Frog Farms with some updates to their loan proposal.

The Co-op raised over $2,000 for the Food Bank in December from customer round-ups.

Kelley is working with Chef Cary Neff to fine tune a proposal for consulting on kitchen operations. The Board asked a few questions about this potential relationship.

The Board talked briefly about the upcoming financial audit and best practices related to hiring/working with auditing firms.

7. Items from the Consent Agenda

None.

8. Board Work

A. Policy Governance Discussion

Board members reviewed an assigned reading by John Carver on policy governance in advance of tonight's meeting.

Board members discussed why the Food Conspiracy Board is using policy governance and whether the Board is appropriately using the Co-op's policies to govern. There was also discussion about the purpose of the Board and the role that the Board plays in relation to the GM and Co-op owners. The Board discussed broad vs narrow policies and several examples of times when the Board has (or might want to) ask(ed) management to report on some policy differently.

Next month, the Board will spend time discussing the Co-op's policies in advance of the mini-retreat. Kelley will recommend a set of policies to focus on for next month's discussion and the Board will read those policies carefully in preparation for the meeting.

B. Board Workshop & Mini Retreat Planning

The date of the Board Workshop will be Saturday, Feb. 23rd. with Marshall and Martha of La Montanita. It will probably be a full day, 9-5 pm at the Hoff Building.

We still need rooms for Marshall and for Martha and her husband. Danielle is willing to host one person. Kelley and Joyce will look into reserving hotel rooms or possibly renting a house for the weekend as a backup/alternative option.
Rachel has agreed to head up a "social" committee to set up activities that they might be interested in doing while they are here, such as getting them passes to the Desert Museum.

There was a discussion about whether to hold a mini-retreat in March after the Workshop in February. Overall, people felt that it did not make sense to schedule a mini-retreat at this time. Some people felt that time/energy should be focused on the annual retreat in May.

C. Hoff Building Purchase Discussion

The Board began a conversation about whether the Co-op is interested in purchasing the Hoff Building when our purchase option comes up in 16 months. There was some basic discussion about whether the Co-op is committed to being in this building long term.

There was discussion about how a loan to Sleeping Frog Farms might impact the Co-op's ability to purchase this building.

The Board gave Kelley direction to pursue information about what the purchase option might look like.

D. Committee Reports

1) Elections:

There will be two candidates running for the Board this year. There will be three open seats to fill.

The Committee met with Kelley and Coley to plan details about the Annual Meeting. It will be in the same location this year. The Board briefly discussed issues from last year's meeting that should be addressed in planning for this year's meeting.

There will be a "Meet the Candidates" forum on February 2nd. It will be in the store, the details of the meeting are published in the newsletter.

E. Vote on Ends Statement

Rachel passed out the revised Ends Statement:

The Food Conspiracy Co-op's mission is to provide:

Healthy, high quality food and products as locally and sustainability produced as possible.
A thriving, ethical, environmentally conscious and cooperatively owned business.

Education that encourages informed choices about health, food, the environment and cooperatives.

An expanding presence in the community

There was a discussion about whether the owners have been given adequate opportunity to reflect on the proposed Ends Statement and a discussion about how to engage members in general. There was discussion about whether the Board has received enough member input to vote on the Ends Statement at this meeting.

There was general agreement that the Board should vote on the Ends Statement tonight and then use the Annual Meeting as an opportunity for Co-op owners to brainstorm about how the Co-op can implement the new Ends.

Danielle pointed out that the Ends are not the Co-op's mission, they are the Co-op's purpose for being. All members agreed to change the first line to:

The Food Conspiracy Co-op's purpose is to provide:

David motioned to accept the Ends Statement as presented with the change of the word mission to purpose. Fiore seconded.

Vote. 8-0. Motion Passes.

9. Next Meeting/Calendar

Upcoming Events:
Next meeting - February 6th
Meet the Candidates Forum - February 2nd
Annual Meeting - March 3rd

10. Meeting Evaluation

Board Meeting Evaluation/Monitoring Form

Date of Meeting 1/2/2013

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

6. Did the Board Encourage Owner Participation?
   ☑ Satisfactory  ☐ Needs Improvement  ☐ Unsatisfactory

12. Adjournment of regular meeting

Danielle motioned to adjourn. Joyce seconded.

VOTE: 8-0
Motion Passes

Meeting ended at 8:33 pm.