Food Conspiracy Board Meeting
Approved Minutes of 11/7/12

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 November 7, 2012.

Present: (Name, Position/Affiliation with the Co-op)
Robert Oser, Board Member
Robert McLane, Board Member
Danielle Kontovas Fidel, Board Member
Noel Patterson, Board Member
Torey Ligon, Recording Secretary
Kelley Kriner, General Manager
David Miller, Board Member
Joyce Liska, Board Member
Rachel Chapman, Board Member
Brittany Orkney, Board Member
Cynthia Taylor, Front End Manager
Jesse Powell, Staff Representative
John Murphy, Owner
Russell Crossan, Owner
Elizabeth Kronlage, Owner
Patrick Campion, Finance Manager

Fiore Iannacone was absent.

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

2. Review Agenda:

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

4. Owner Time:
John Murphy talked about the possibility of holding educational talks in the new Hoff Building each week as a means to further differentiate this Co-op and improve the Co-op's visibility in the community -- especially in light of potential competition that may be moving in as the street car opens.

The Board discussed the possibility of forming a Board level committee to explore options for the Co-op's educational efforts.

Rob M. relayed a comment from a member about the grocery aisle being too dark.
David relayed a comment from several members about the co-op temperature being too cold.

Kelley said she is aware of both of these issues and the staff is working to address them.
Elizabeth Kronlage mentioned that she would be willing to help out on the education committee as well.
5. Consent Agenda
   A. Approval of October 2012 Minutes
   B. Approval of Policy Monitoring Report: L1 Customer Relations
   C. Approval of Policy Monitoring Report: L3 Financials
   D. Approval of Policy Monitoring Report: L10 Membership
   E. Approval of Policy Monitoring Report: L12 Expansion

David motioned to approve the consent agenda. Danielle seconded.

Vote. 8-0.
Motion Passes.

Danielle asked that the L12 interpretation be discussed at a later time.

6. General Manager Information for the Board

The Co-op finished the year ahead of last year, thanks to a great quarter last fall and in spite of all the construction and street closures.

Kelley reported that construction is done. We are in a clean-up phase. The back areas are a mess at this point but we are working to get everything cleaned up by the end of the month. Misters and roll down covers have been added in Produce.

Kelley talked to someone from downtown Tucson about their interest in having a grocery store downtown. They are in conversation at this time about whether the Co-op would want to open another location or whether the Co-op can be marketed as a downtown grocery store from the current location. With the street car opening, that might be a very viable option. Kelley explained that they are merely in discussion right now and that the Co-op is not in a position to open an additional location right now but that it might be worth considering for the future. There is an example of another co-op that has successfully opened a downtown satellite store with a focus on prepared foods and staple grocery items.

Kelley met with a local LED light manufacturer about the possibility of installing LED lighting at the Co-op.

Kelley is looking into quotes for a new security system.

Tomorrow there is an all staff meeting and the staff will be rolling out some new teams to help make things run more smoothly in the new store.

8. Items from the Consent Agenda

None.

9. Board Work
   A. Finance Report
Patrick gave an update on sales, payroll, margin, and income from last fiscal year. Last year was a very challenging year for management and we are happy with the outcomes.

Joyce asked about a savings account that is not accruing interest right now. Patrick said that after the construction is wrapped up, he and Kelley will look into options but interest rates are so low at this point that this is not a high priority issue.

Patrick did point out that the Co-op now has all of its money with local banks and is not doing business with any out of town banks at this time.

B. GM CCMI Presentation

Kelley presented her CCMI final presentation for the Board about how the Co-op kept labor budgets under control during the renovation project. This was the culminating presentation for her five month co-op general manager training.

C. Board Candidate Qualities

The Board had a discussion about desirable qualities for new Board candidates. Qualities listed include:

- commitment to supporting the Co-op, business skills, commitment to Ends Policy, open-mindedness, listening skills, meeting attendance, ability to commit to a minimum of a one year term, team player, financial savvy, time availability, organizational skills, community connections, commitment to shopping at the Co-op, legal skills, adaptability to policy governance, willingness to learn, patience, facilitation skills, commitment to the cooperative model, (possible) prior board experience, diversity;

Bolded items are essential/required qualities. All others are preferred qualities, but not required.

D. Business and Group Housing Shares

There was a brief discussion about whether to look into business or group housing shares. David suggested that a small group work on this issue outside of the meeting and report back to the Co-op Board at a future meeting. There was a question about whether this issue should be a priority for the Board right now, given all that is going on at the Co-op and given that this issue has been considered by the Co-op Board in the past.

E. Policy Reflection

There were no specific policy related comments but there was a discussion about how the policy reflection time should be used and whether Board time is best spent reviewing policies on a quarterly basis during meetings or on an annual or bi-annual basis in a retreat setting.
F. **Committee Reports**

1) **Board Development:**

Joyce is hoping to invite Marshall and Martha from La Montanita to come out the weekend of Jan. 26th for the "Winter Retreat." This would mean that the Board's mini retreat should take place on either Jan 5th or Jan 12th.

The cost of the retreat in August was $572. This does not include Todd's time as this was billed separately under our CDS contract.

Joyce brought up the question of who should be invited to the mini-retreat. She suggested inviting potential Board candidates. It was suggested that candidates only be invited for a portion of the mini-retreat, not the whole thing. There is still also the possibility that other Co-op Boards could be invited. Danielle suggested that Marshall and Martha be asked for input on what the Board should focus on during the mini-retreat in January. Joyce explained why she believes the mini-retreat should focus on the Co-op's policies.

2) **Ends Study Committee:**

Rachel reported that the Ends Committee has been working to re-write the Ends Statement. They are on a 3rd draft now that is in the current newsletter. There is a member meeting scheduled next week to ask members for input on the new Ends Statement. The Committee hopes to have a final version ready for a vote in January. They expect to have a fourth draft prepared for the next Board meeting based on member input.

3) **Election Committee:**

Rob M. reported that we are quickly approaching the election. There are a few owners who are thinking about running for the Board. It is also time to start making decisions about the annual meeting.

4) **Finance Committee:**

David reported that he, Kelley and Patrick were meeting with the board hired auditor tomorrow. Torey noted that the Finance Committee does not have a regular reporting schedule and that the committee and/or the Board should decide how frequently the Finance Committee needs to report back to the Board as a whole.

**9. Next Meeting/Calendar**

Upcoming Events:
Next meeting - December 5th
David is writing the next Board Report, due Dec. 3rd.
December 1st is the deadline for candidates to apply to run for the Board.
There will be a candidate's orientation in the second half of November, depending on when candidates are available.
10. Meeting Evaluation

**Board Meeting Evaluation/Monitoring Form**

*Date of Meeting 11/7/2012*

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 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.
   - X Satisfactory  □ 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

12. Adjournment of regular meeting

David motioned to adjourn. Danielle seconded.

**VOTE: 8-0**
Motion Passes

Meeting ended at 8:25 pm.
13. **Executive Session**
The Board met in executive session to approve the GM contract.