Food Conspiracy Board Meeting
Approved Minutes of 12/5/12

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 December 5, 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
Joyce Liska, Board Member
Jesse Powell, Staff Representative
Fiore Iannacone, Board Member
John Murphy, Owner
Adam Valdivia, Owner
Clay Smith, Owner
Debbie Weingarten, Owner
Jaime deZubeldia, Owner
Kara Schneider, Owner
Todd Stadtlander, Produce Manager
Natanya Seigel, Owner
Patrick Stirling, Owner
Janet Zampieri, Owner

David Miller, Rachel Chapman & Brittany Orkney were absent

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

2. Review Agenda:
No changes.

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

4. Owner Time:
Joyce mentioned that the last time she was shopping there wasn't enough bike parking at the Co-op. Kelley said that she has gotten lots of feedback that more bike parking is necessary and she is in conversation with the city and FAMA to see how the Co-op can better accommodate bike parking. There have been conversations in the past about a bike corral on Fourth Avenue across the street from the store.

John Murphy talked about his vision for utilizing the new space at the co-op to fulfill its educational mission.
Robert Oser mentioned that this is one of the goals of the owner linkage committee and he encouraged owners present to attend upcoming committee meetings.

John also asked if the suggestion box is coming back. Kelley said it is back up already.

John also asked about what the Co-op's plans are for street fair. Kelley said the Co-op is doing the same thing that we've done each year -- a sale the Wednesday before, closing early during the fair, and delivering food to vendors.

John asked about whether the lighting in the store is going to improve. Kelley said there is a demo light up from a local LED manufacturer in Tempe and if the Co-op decides to use this manufacturer, it will take 2-3 weeks for the new bulbs to be manufactured.

Patrick Stirling asked about the Co-op's position on GMOs. Kelley explained that the Co-op tries not to carry GMO products, however, not every product in the store is GMO free, for instance, there are some local corn tortillas that are not GMO free. She explained that in the past, the Co-op has pulled products off of the shelves when they have been discovered to contain GMO ingredients, such as the Kashi Cereal products.

Natanya asked that the co-op try to source condiments and other processed products in glass, rather than plastic. She said she is looking for more glass options.

5. Consent Agenda
   A. Approval of November 2012 Minutes

Fiore motioned to approve the consent agenda. Joyce seconded.

Vote. 6-0.
Motion Passes.

6. General Manager Information for the Board

The backyard has been cleaned up. The staff is working to clean up the Hoff Building and the warehouse. Kelley said they are also working to rearrange the store to try to make the store more functional now that everyone has had some time to experienced the new facility and figure out what works and what doesn't about the arrangements and product placements.

There have been some staff changes. Angela is no longer with us but Coley has been rehired to work remotely from Colorado. Dick Gase is back to work 2 days a week now and he is going to be taking on some of the in store marketing tasks. Cynthia has taken on the membership responsibilities.

The chicken coop tour went well. The Co-op is also accepting donations for the Food Bank at the registers now. Customers can round up their change at the register.
Kelley has been having discussions with lots of members about the Co-op's educational possibilities. She has also been consulting with a local chef about how to optimize the co-op kitchen operations. They have talked about the possibility of cooking classes.

7. Items from the Consent Agenda

None.

8. Board Work

A. Presentation from Sleeping Frog Farms

Owners from Sleeping Frog Farms gave a short presentation to request a new CSA Loan from the Co-op. Last year, SFF received a $25,000 loan from the Co-op to be paid back in vegetables over a three year period. After 14 months, they have paid back almost $20,000 of the loan and they are interested in signing a new loan deal on similar terms. With the $25,000 loan, they invested in new greenhouses and infrastructure. With a new loan, they could further invest in the farm to increase production to supply the Co-op with more local vegetables. Right now they are not meeting the demand from the Co-op's produce department. They are hoping to secure a $50,000 loan this time to be paid back over three years in produce. With that money, they are hoping to invest in labor and refrigeration.

Board members and owners had time to ask questions about the farm's operations and long term plans. There was also a discussion about the Co-op's commitment to local products.

B. Planning for Board Learning

The Board had a discussion about what topics the Board should focus on in the coming months to provide education to Board members. The goal of this short brainstorming session was to come up with five topics that members have a desire to learn more about. Topics proposed include:

- Evaluating Board policies and reporting
- Long term planning
- Reaching out to a changing community (street car, increased student housing units)
- Looking to other Co-op's for examples of innovative programs
- Improving on meeting organization
- Learning about the competition
- Understanding more about financials

C. Committee Reports

1) Board Development:
Joyce sent out a suggestion via email that the Board do a review at next month's Board meeting on policy governance (10-15 minutes). There will be readings prior to next month's meeting that Joyce will send out via email. The following month she suggested that the Board spend some time reviewing the Co-op's actual policies.

In February, the Co-op Board will be meeting in a workshop session with two members of the La Montanita Board (Marshall and Martha).

Following the February session, the Board can meet for a mini-retreat for a half day session to review the Co-op's policies and follow up on things that come out of the workshop.

There was general agreement from Board members about this plan.

2) Ends Study Committee:

Rachel was not able to attend the meeting, but Rob reported (on her behalf) that there is a draft version of the ENDS statement and we are collecting input from owners. So far, there have been no owner comments, however. In January, the Board will incorporate any owner comments and try to finalize the new Ends Statement.

3) Election Committee:

Rob M. sent out a typed-up committee report. The tentative plan for the Annual Meeting is March 3rd at Borderlands Brewery. The Co-op will be using electronic voting again.

Right now there are no new candidates running.

There will be two "Meet the Candidates" forums in January or February.

9. Next Meeting/Calendar

Upcoming Events:
Next meeting - January 2nd
Annual Meeting - March 3rd

10. Meeting Evaluation

**Board Meeting Evaluation/Monitoring Form**

*Date of Meeting 12/5/2012*

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

   Joyce motioned to adjourn. Robert Oser seconded.

   VOTE: 6-0
   Motion Passes

Meeting ended at 8:30 pm.

13. Executive Session
The Board met in executive session to approve a revised version of the GM contract.

The Board voted to approve the GM contract dated 12/4/2012 and titled:
"General Manager Employment Agreement 12-4-2012" as created by Attorney Jerry Smith.

   VOTE: 6-0
   Motion Passes