Food Conspiracy Board Minutes
Approved Minutes of 8/22/2018

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 August 22, 2018.

Present: (Name, Position or Affiliation)
Michael DeSantis, Board President
Laura Klass, Board Member
Kevin Hendricks, Board Vice President
Susan Silverman, Board Member
Guru Das Bock, Board Secretary
Fiore Iannacone, Board Member
David Miller, Board Treasurer
Torey Ligon, Board Administrator
John Glennon, General Manager
Tina Millet, Finance Manager
Louie Benavidez, Staff Representative
Nick Super, Co-op staff
Gontran Zepeda, Owner
Paula Arnquist, Owner

Absent:

1. Meeting called to order at 6:32 p.m.
Michael opened the meeting and gave a summary of the meeting agenda.

2. Introductions:
Went around the room and did introductions.

3. Review Agenda:
David pulled the July minutes off of the consent agenda because several Board members were not present at that meeting.
David added a new item to the agenda – Finance Committee Message; This item was added as item 7.E for five minutes.
4. Owner Time:
   • An owner asked for vegan cheese at the sandwich bar.
   • An owner spoke about the Red for Ed movement and asked the Co-op to endorse the Invest in Ed ballot initiative for the election this November (Prop 207) by putting a sign in the Co-op’s window and signing an endorsement letter. The Board engaged in a conversation about how the Co-op should respond to political advocacy requests.

   Kevin put forward a motion that the Board give Paula’s request full consideration and respond within 1 week to give her an answer about whether the Co-op can endorse the Red for Ed movement. Susan seconded the motion.

   Kevin suggested that the Board’s regularly scheduled committee meeting time be used as an in-person opportunity to discuss this issue. Fiore suggested that one person take ownership of this issue and put together information to educate the Board and sponsor an action if warranted. Laura agreed to take the lead on this issue.

   Vote: 7-0
   Motion Passes.

   Paula left information with Laura.

   • An owner requested that the Board reconsider the incentives offered to owners who attend Board Meetings.

5. Staff Rep Report:
   • Louie reiterated the idea that any ballot initiative the Co-op endorses will require serious staff education so that Co-op staff members can speak knowledgably when customers ask questions.
   • Michael suggested that a larger conversation take place about how the Co-op should engage in advocacy work.

6. Visioning:

   John and Tina led a conversation about the Co-op’s financial situation, especially the Co-op’s cash positions. Board members had an opportunity to ask questions and get answers from John/Tina.

BREAK

August 2018 Minutes
7. Board Work:

A. Committee Re-organization

Michael and Kevin introduced the Committee Re-organization Proposal that was circulated to Board members. Michael shared that Kevin and Michael worked to create a system that will allow committees to regularly report out to the Board.

Michael asked the Board to consider the purpose of committees. He shared that:
“Committees help realize the Co-op’s mission by sustaining an effective Board, assuring understanding of Board requirements, and carrying out the Board work plan.”
Michael said that committees implement the will of the Co-op and the Board of Directors, and therefore, committees should be in regular communication with Board as a whole.
Michael asked the Board for feedback on his description of the purpose of committees.

There was a conversation about whether the Committee Re-organization Proposal was in conflict with the bylaws. Board members expressed general agreement with the proposal but were not in support of changing the bylaws without a more in-depth conversation. Everyone agreed to accept the proposal as a guideline so that Committees can get to work.

Guru Das motioned to adopt the proposal as a guiding document around which committee work is organized, as long as no aspect of the document conflicts with existing bylaws or policies. Susan seconded.

VOTE: 7-0
Motion passes.

B. GM Update

John gave a monthly update about his work and the operations of the Co-op, including a summer power outage that occurred, personnel changes, and some changes to the Finance Department’s accounting software. He also noted a letter he had distributed to the Board proposing a few changes to board compensation going forward.

C. B5 Policy Monitoring Report

John shared an overview of his B5 PMR. He said that one of his primary goals for the coming
fiscal year is to improve the customer experience. He is improving some tracking systems to provide better data going forward about how the Co-op is serving customers.

David motioned to approve the B5 PMR as presented. Michael seconded.

VOTE: 7-0
Motion Passes.

D. President’s Work Plan Report

Michael gave an overview of the President’s Work Plan Report that he submitted to the Board. He shared that there has been a huge work load recently, and he assured the Board that this is not the forever work pace. He said the Board has been making tremendous progress and that eventually the demands will slow down.

Board members had the opportunity to ask questions.

Michael shared some information about the upcoming retreat.

E. Finance Committee Message

David shared a message from the Finance Committee about the audit report. The message was for John and Tina. John responded and took ownership of the issue.

8. Consent Agenda:
   A. Approval of July 2018 Minutes
   B. Approval of proposed governance budget

David motioned to approve the consent agenda as amended. Guru Das seconded.

Vote: 6-0-1
Motion passes.

9. Items from Consent Agenda
   A. Approval of July 2018 Minutes

Kevin motioned to approve the July minutes. Laura seconded.

August 2018 Minutes
Vote: 4-0-3 with David, Fiore and Guru Das abstaining
Motion passes.

10. Next Meeting Agenda Planning
- B2 PMR
- Retreat review, decision ratification
- Board Budget, Co-op Business Plan

11. Adjournment of regular meeting
David motioned to adjourn the regular meeting. Michael seconded.
Vote: 4-0
Motion Passes.

The regular meeting was adjourned at 8:32 pm.

12. Executive Session

The Board met in executive session.