

**Minutes of the Meeting of the Board of Directors  
of the Food Co-op, November 18, 2009**

**Present:** Pat Garmhausen, Vicky Knight, Allyson Robichaud, Sheila McCarthy, Joyce Roper, Anna Kiss Mauser-Martinez, Stan Thomas, Siddiga L. Henighan, Jay Simecek, Sam Richmond

**Absent or excused:** Judy Fillinger

**Agenda:** Approved as mailed.

**Minutes:** Approved as mailed.

Vicky announced that UCI has agreed to extend our lease three years.

**Open Forum:** Joyce thought the Nature Center had a good membership fee model: students \$25, senior \$45, individual \$65, second member of a couple \$60. And higher categories of membership at \$500, \$1000, \$5,000 \$10,000 levels.

Anna reported that Ian Charnas recommended we cease selling reduced produce and ask all University Center institutions to list us under their website listings of "Grocers".

**General Manager:** Following meeting with Ken Charboneau of the People's Food Co-op, Ann Arbor, MI, Neysa Logan is preparing a purchasing budget for all departments, seeking spins and help on reset and tags from UNFI, our primary vendor.

Stan made a motion, Anna made the second, that all purchases by departments be placed on purchase orders and not submitted to vendor until approved by General Manager. The motion passed without opposition.

**Change Committee:** Anna will email notes of Change Committee meeting to Board members.

**Finance Committee:** Notes of the Finance Committee meeting were distributed. Ken Charboneau recommended we have membership appreciation days with 10% one weekend in December and mail a coupon for \$15 off \$75 purchase, \$10 off \$50, and \$5 off \$25 purchases. The General Manager and Committee support this recommendation. The consensus of the Board rested on the weekend of Dec 18, 19 and 20. Ken's recommendation is we do this each month in an effort to bring people into the store and increase sales volume.

**Scheduling:** Finance Committee will meet 10:15 am Dec 4. [Postponed till Dec 11.]

Board will meet third Wednesday in January which is the 20<sup>th</sup>.

Change Committee will meet at 11 am Friday Dec 4 to use "We Own It" workbook to consider capital needs and size of member capital contributions. Currently, there is a one-time \$10.00 application fee plus \$20 capital contribution per adult member of household. Among the options the Committee is considering is increasing member capital contribution by \$50 per adult household member to qualify for a patronage dividend. Another option is make increasing capital contribution optional for existing members but requiring new member to make higher contributions, e.g., two \$25.00 fair-share

shares per adult member of household to be a voting member; eight \$25.00 shares per adult member of household for participation in patronage dividend. Change Committee has developed a list of questions about member equity with patronage dividend.

The Annual Meeting of members to meet candidates for election to the Board is scheduled for 7:30 pm February 4, 2010, to be preceded by a Pot Luck Dinner at 6:30 pm, location to be arranged.

Sam will prepare BOD application packet for Nominating Committee to place in store.

At this point Stan Thomas excused himself and left the meeting.

**Old Business:** 1. Vicky reported that in a telephone conversation Debbie Berrie of UCI responded affirmatively to our request for a three-year extension of our lease.

2. Help from other co-ops. a) Officers of Bloomingfoods, Bloomington, Indiana, are studying our financial reports. b) Rob Baren, East End Co-op, Pittsburgh, GM, plans to visit in December with other members of his staff. c) Rob suggested we investigate FMS, Financial Management Services, an on-line company that generates bookkeeping reports and provides payroll services to small grocers and independent super markets.

3. **Search Committee:** Jay Simecek recommended that our board consult with a former Pittsburgh, East End Co-op board member, who led two searches there for General Manager position, for a reasonable consulting fee and travel expenses.

4. Vicky asked Board members to think who to recruit or invite to be nominated for election to the Board.

**New Business:** Allyson proposed we meet with OEOC for more information about employee ownership and grant funds for prefeasibility study. Allyson and other Board members may go to Kent between Dec 4 and 18.

The Board approved in principle that the Co-op donate 10% of the amount purchased by members of peace and justice organizations on the 2<sup>nd</sup> Tuesday of the month to the organization they identify. Approval is contingent on working out exactly how this will be done.