



## **Minutes of Annual General Meeting 2019 Dublin Food Co-operative Society Limited**

**Wednesday 12th June 2019 at 6pm  
Inchicore Sports and Social Club,  
Library Square, Inchicore, Dublin 8**

**Facilitator:** Dave Dunn

**Minute takers:** Sam Toland (Secretary), Amy van den Broek, Valerie Ryan

**Time keeper:** Dot Fine

**CB Members in attendance:** Patrick Flynn (Chair), Sam Toland (Secretary), Maureen O'Donnell (Treasurer), Kevin O'Farrell, Aaron Jewell, Thomas Hamann

**Management Team in attendance:** - Aoife Hammond (General Manager), Amy van den Broek (Shop Co-ordinator)

**Members Present:** 47 members at 18.20, 40 members at 21.26

### **1. Welcome to AGM and Introduction to Agenda**

*Meeting Opened at 18.20*

Davie Dunn welcomed everyone to the meeting and checked for quorum. There were 47 members in attendance and the meeting was quorate.

Dave introduced the agenda and confirmed that the agenda has been sent along with the notice for this meeting. It was proposed to adopt the agenda.

THAT the agenda for the meeting be adopted.

Proposed by: Sam Toland

Seconded by: John O'Donoghue

*Agreed by consensus.*

## **2. Adopt Standing Orders**

It was proposed to adopt the standing order as presented.

Proposed by: Thomas Hamann Seconded by: Eoin Dinan

It was proposed that the following minute-takers be adopted; Valerie Ryan and Amy van den Broek

Proposed by: Aaron Jewell, Seconded by: Dave Dunn .

*Agreed by Consensus*

It was proposed that Dot Fine would assist with time-keeping.

Proposed by: Dot Fine, Seconded by: Aoife Hammond

IT was proposed to adopt the minutes for the Special General Meeting held on the 18th July 2018.

Proposed by: Kevin Farrell, Seconded by: Mark O'Connor

*Agreed by Consensus*

It was proposed to adopt the minutes for the Annual General Meeting held on the 31st July 2018.

Proposed by: Kevin Farrell, Seconded by: Mark O'Connor

*Agreed by Consensus*

## **3. Adjourn for Special General Meeting**

Dave Dunn asked whether the meeting wished to adjourn to hold a short Special General Meeting for which notice was given.

IT was proposed to adjourn the meeting until the conclusion of the Special General Meeting.

Proposed by: Sam Toland, Seconded by: Amy van den Broek

*Agreed by Consensus*

**The meeting was adjourned at 18.39 and was reopened at 18.57**

#### **4. Annual Report & Financial Statements**

Dave Dunn noted the change to the format for consideration of the reports this year. Each speaker would give their report separately, and then members would be offered an opportunity to raise questions arising from all the reports.

Dave Dunn invited Patrick Flynn (Chair), Aoife Hammon (General Manager), Mark Glynn (Auditor) and Maureen O'Donnell (Treasurer) to the floor.

##### **a. Presentation of CB Report**

Patrick Flynn gave a detailed presentation of his last three years as the Chair of the society. He outlined the whole process of acquiring the premises starting pre-wal collapse in 2017 through to members meetings in 2018 and finally acquisition in the autumn of 2018.

He thanked everyone who contributed to this endeavour, the staff for their resilience throughout a difficult year, past Co-ordinating Bodies for their prior work and to the members who offered in support and guidance through the year.

He acknowledged the hiring of Aoife Hammond and Sam Toland in senior positions within the Co-op, noting the rigorous hiring process and how each of the independent panelists commended the competence of both Aoife and Sam.

Patrick Flynn finally confirmed that he has decided to resign as Chair and as a member of the Co-ordinating Body effective from the end of the AGM, and wanted to say that it was an absolute pleasure to serve these past three years.

***The members in attendance gave Patrick a sustained standing ovation.***

## **b. Presentation of Financial Report**

Maureen O'Donnell gave an overview of the financial function over the last year including the work of Loris Paladino and Catherine Doran in the preparations for securing finance for the new premises, as well as the performance of the new Finance, Audit & Risk Committee chaired by Martin Nolan which represents a seachange in how we are engaging with our financial oversight.

Maureen O'Donnell outlined the ups and downs of the year, noting the dip in sales during the summer of 2019 as a result of our insurance problems. She noted that the new premises represented a significant shift in our finances, that sales are back to pre-summer levels and expenditure remained in control from November onwards.

Maureen noted the voluntary wage cuts taken by staff, and that these helped offset our losses. She noted that we posted a loss for 2018 overall, but that this is accounted for by the exceptional costs related to the move in Kilmainham.

She noted that the financial maturity of the society has changed with the move to Kilmainham, along with the complexity - we are now landlords, have debt and that the overall risk level is reducing now.

She noted that our short term goals remain to replenish our reserves, restore wage cuts and grow our revenue over the years ahead.

## **c. Presentation of Auditor Report**

Mark Glynn outlined that the financial statements and auditors report have been circulated to members, and that he would not go through everything tonight. He wanted to note that nothing material has been noted in the auditor's report, and as a result he could confirm a clean bill of health for the society.

He noted the dip in trading activity between 2018 and 2017, but noted this was addressed in the Financial Report. He drew members' attention to the changes in the balance sheet noting the new asset in the form of a premises, new liabilities in terms of loans and the drop in the reserves to purchase the premises.

He thanked the board for their co-operation, and Catherine Doran for preparing very high quality financial records for the audit.

#### **d. Presentation of General Manager Report**

Aoife Hammond started her presentation with an outline of the many challenges of the last six months, and the many achievements of the last six months including purchasing our premises, fundraising from Community Finance Ireland, Donore Credit Union and over €60,000 from members and supporters, launching our new branding with the support of DIT students and much more.

She outlined the increase in our membership in the last six months.

She commended the work on the original layout of the shop but noted that many difficulties had developed in the transition to a much smaller building. She is happy to report that the layout has been reworked and should allow for much easier utilisation of the space.

She noted the slight dip in sales after a strong launch in November and the improvement at the start of 2019. She outlined the involvement and support of retail advisor Keith Hartford to feed into improvements in the operations of the shop and a host of training for staff including in member service.

She noted that trade in fruit and vegetables has increased dramatically since the move and noted the focus on increasing our Irish stock in the shop, and on increasing the packaging free portion of the stock.

She outlined that the Click & Collect is close to launch in beta form, and members will be invited to sign up to the beta soon.

She noted the return of the Failte and outlined a Member & Community Development Programme which should be launching in Autumn 2019 to include a host of trainings and talks aimed at members and the wider community.

#### **e. Questions and Answers**

Eilíen Fitzsimons asked how the relationship was with our new tenants. Aoife H mentioned that the relationship has been developing well and that the society has been respecting that they have an existing business.

Seosamh O'Duinn made a point about the search for the new premises and noted that the premises group had been formed for that purpose. Patrick Flynn agreed but noted that a small group within the CB focused on the premises from late 2017.

Eilís O'Connor congratulated everyone for all the work done on securing our new premises.

Tina Robinson enquired about our relationship with Donore Credit Union and whether all members could join this credit union despite not living locally. Sam Toland confirmed that the Co-op was now a part of their common bond and members could join this credit union.

Peter Sumadh, a guest, was permitted to speak by Dave Dunn and he informed the meeting that he was visiting as a member of a fledgling food co-op in Belfast and that he was very inspired by the way the meeting was being conducted.

Dot Fine queried whether our tenants had noticed an increase in trade from Co-op members. Aoife Hammond noted that they had, particularly on Saturdays. She noted that they already had a very busy trade during the week.

Ronan Whelan, a new volunteer on the Shop Team commended the food co-op for being such a welcoming and inspirational place and thanked the existing membership for putting in the effort to start and sustain our food co-op.

Seosamh O'Duinn recommended to the CB that we should establish links with Near FM Co-operative, and offered to be the link here. Patrick Flynn agreed.

Aoife Hammond finished the questions & answers with a mention of the members that passed away recently, in particular friend and colleague Jocelyn Blake whose family have been heavily involved in the Co-op for years and who was herself a volunteer and employee for many years.

Members took the opportunity to name other members who have passed away in recent years, and Dave Dunn invited everyone to take a moment's silence to remember a member who we have lost.

## **5. Resolution A: Adopt Annual Report and Financial Statements 2018**

Dave Dunn tested for consensus.

**'THAT the Annual Report and Financial Statements together with the report of the auditors for the year ending 31 December 2018 be adopted by the society'**

***Proposed by Patrick Flynn, Seconded by Maureen O'Donnell***

***Agreed consensus.***

## **6. Resolution B: Appointment of Auditor**

Dave Dunn tested for consensus.

**'THAT Mark Glynn & Co be appointed as the auditors of the society until the next Annual General Meeting, with remuneration to be agreed with the Co-ordinating Body.'**

***Proposed by Patrick Flynn, Seconded by Maureen O'Donnell***

***Agreed consensus.***

## **7. Rotation of CB**

Dave Dunn gave a short overview of the process of appointing CB members noting that we would be proposing some appointments, reappointments and would have a number of CB members retiring.

He noted that we would not be holding an election, as there were not enough CB members to fill all the vacant seats.

He noted that Thomas Hamann, Paul Farrell, Dominik Chlebowski, Patrick Flynn and Sam Toland would be standing down. He noted that Maureen O'Donnell and Filipa Ferraz are retiring at the end of their term and seeking re-election.

### **a. Resolution C: Change to CB Composition**

Dave Dunn noted that under our current rules we have 12 positions on the CB with 6 rotating every year with each member serving a maximum of 2, 2 year terms. He noted that the current resolution proposes to reduce the number of positions to 9 with each member serving 2, 3 year terms.

Patrick Flynn made a short presentation in favour of the motion. He explained the rationale for reducing the membership in particular how 9 members were more balanced in terms of giving each member the time to contribute in meetings while keeping meetings a reasonable duration.

Des Gunning supported the resolution strongly but asked the proposer to consider amending 'may' to 'shall'. He believes that this change along with the appointment of a permanent secretary will contribute towards a better functioning and more effective CB. Sam Toland recommended that this amendment be dealt with at a future meeting in which the implications of the change could be thought out. This was accepted by Des Gunning.

Seosamh O'Duinn noted that 9 was a good number for a committee such as the CB.

Paolo Bostrenghi observed that perhaps 6 years was asking too much of any member. It was noted that a member could resign earlier if required, it was not an unbreakable obligation.

There was a brief discussion around the issue of a past CB member who had served the previous maximum of 4 years and whether they could now stand again. Sam Toland noted that this was a possibility and that it would be for members to decide.

Eoin Dinan noted that it has always been within the members gift to extend the maximum term beyond four years. Tim Cookson and others noted this has happened in the past.

Dave Dunn tested for consensus.

**THAT the number of members of the Co-ordinating Body be fixed at nine [9]. Three [3] vacancies on the Co-ordinating Body shall fall to be filled at each Annual General Meeting of the Society and those elected to the Co-ordinating Body at each AGM shall hold office for a period of three years [3] ending at the time of the AGM three years thereafter when they shall resign but shall be eligible for re-election. Seats left vacant by resignation may also be filled by election at the AGM, the term being the balance of the term of the vacated seat. Each Co-ordinating Body member shall hold office for a maximum of two consecutive three-year terms, six years in succession**

**Proposed by Patrick Flynn, Seconded by Maureen O'Donnell**

***Agreed by Consensus***

**b. Retirements and Nominations**

Dave Dunn reiterated the retirements and confirmed the following nominations for the CB

Maureen O'Donnell, Filipa Ferraz, Grace Wilentz and Rose McCaul.

Each candidate was profiled on our website and each candidate gave an insight into their commitment to the Co-op and their objectives on the CB.

**c. Ballot**

Sam Toland presented the proposed apportionment of existing CB members and new CB members to the new rotation under the resolution. This would be based on current years served.

Maureen O'Donnell, Filipa Ferraz and Martin Obst rotate in 2020

Kevin O'Farrell, Aaron Jewell and Tessa Cornally rotate in 2021

Grace Wilentz, Rose McCaul and the vacant seat rotate in 2022

Dave Dunn tested for consensus

Proposed by Seosamh O'Duinn, Seconded by Colm McLynn

***Agreed by Consensus***

**d. Election of CB members**

Dave Dunn noted that as there were not more candidates than vacant positions that all members were deemed elected.

Dave Dunn tested for consensus.

'THAT Maureen O'Donnell, Filipa Ferraz, Grace Wilentz and Rose McCaul be appointed to the Co-ordinating Body of the Dublin Food Co-operative Society Limited'

Proposed by Dot Fine, Seconded by Seosamh O'Duinn

*Agreed by Consensus*

## **8. Any Other Business**

### **a. Resolution D: Publication of CB decisions**

Sam Toland spoke on the resolution and outlined the reasons for supporting it.

He noted that the CB does not currently publish minutes. He noted a members resolution at an AGM which sought that the CB publish abridged copies of their minutes in a timely manner.

He noted the arguments for doing so on the basis of transparency however he also noted the issues in terms of commercial sensitivity, confidentiality, maintaining collective responsibility and the added administrative burden of maintaining two sets of minutes for each meeting.

He also noted that after much discussion on the CB that it was agreed that the publication of minutes in and of itself was not necessarily the most effective means of providing members the information that they wished to have - which was not detailed accounts of meetings but rather the important policy and strategic decisions taken.

Sam Toland asked that as members had endorsed a resolution at a previous AGM, that members endorse the proposed change also.

There was a discussion around what would be 'regular' and every two/three months was highlighted as enough.

Eoin Dinan sought clarification that minutes would continue to be taken. Sam Toland confirmed that minutes would continue to be taken, as required under statute and the proposal was to discontinue the expectation to publish these broadly.

Dave Dunn tested for consensus

**'THAT the Co-ordinating Body will publish regular summaries of the content of their meetings and important decisions balancing our society's principle of transparency with the need for confidentiality.'**

**Proposed by Sam Toland, Seconded by Kevin O'Farrell**

*Agreed by Consensus*

### **b. Resolution E: ICOS Membership**

Sam Toland outlined the context of the resolution and the original decision to affiliate with ICOS. He noted that we held three different General Meetings on the topic with concerns around the ethos of ICOS, cost and other matters. It was approved by consensus in the end with a number of members reserving reservations. It was also agreed to require continued consent from members to continue affiliating.

Sam Toland was questioned on the value for money of being an affiliate. He noted that we had received support from ICOS in terms of procedural guidance and other administrative matters but noted that the off-the-shelf materials on policy have not been available as was originally expected.

There was a discussion about the question of aligned ethos and the value of being a member of ICOS from a co-operative movement perspective. Delegates to the ICOS AGM noted the strong language in terms of climate action used by the President of ICOS in his address to their AGM.

Sam Toland noted that the CB in their last meeting had no clear consensus on remaining affiliated to ICOS and decided to leave this to the members to decide. Since attending the AGM, Sam Toland now feels that on balance continued membership of ICOS is worthwhile from a movement building perspective.

Aoife Hammond noted that ICOS Skillsnet has been tremendously useful in building up the capacity of the team and that it looks like they will be supporting the Member & Community Development Programme.

Patrick Doyle attended the ICOS AGM as a delegate and thought the tone was good and that being a member aligned with our co-operative principles.

Kevin O'Farrell noted that there has been criticism of ICOS beginning to 'talk the talk' on climate action but not living up to this.

Des Gunning noted that Seamus McKeown, a member, and one of the founders of the Donore Credit Union and the Central Dublin Co-op would have advocated for Dublin Food Co-op being an affiliate of ICOS to contribute towards building the right kind of movement. Des himself supported the resolution.

Eileen Fitzsimons supported affiliation for another year, but made the argument that we should be seeking a reduced affiliation fee.

Seosamh O'Duinn made the argument to continue affiliation as there was an opportunity to use our affiliation to influence other co-operatives to follow our model of co-operation and environmentalism.

Mark Malin noted his continued reservations about whether the ethos of ICOS was aligned with the Dublin Food Co-op and whether it was appropriate to continue to be affiliated with them.

A number of members raised the possibility of establishing our own secondary co-operative, and Sam and Aoife noted that this was an area under active review.

Dave Dunn tested for consensus

**'THAT the Dublin Food Co-operative Society will renew its affiliation with the Irish Co-operative Organisations Society until the Annual General Meeting held in 2020'**

**Proposed by Sam Toland, Seconded by Patrick Flynn**

*Agreed by Consensus*

## **9. Adjourn Meeting**

Dave Dunn noted that we were finishing on time and thanked all members for contributing to the meeting. He thanked Dot Fine specifically for keeping us on time.

**Meeting ended 21.26**



29/10/20

*Dublin Food Co-operative Society Limited  
Kilmainham Square, Inchicore Road, Dublin 8*



26/10/20