



DRAFT

Minutes of Special General Meeting

Dublin Food Co-operative Society Limited

Saturday 25th February 2023

Richmond Barracks,

Inchicore,

Dublin

Chairperson: Paolo Bostrenghi

Minute takers: Sam Toland (Secretary), Ali Rochford

CB Members in attendance: Paolo Bostrenghi, Marina Lambrakis, Mia Gallagher and Thomas Larry Gordon

Management Team in attendance: - Sam Toland (Interim Manager)

Members Present: 60 members

Invitees: Tiziana O'Hara - Co-operative Alternatives

1.	Welcome to SGM
	<p><i>Meeting opened at 10:14</i></p> <p>Paolo Bostrenghi opened the meeting and welcomed all to the meeting.</p> <p>Paolo Bostrenghi explained the overall purpose of the meeting, and how it would be run.</p>
2.	Adopt Agenda and Standing Orders
	<p>Paolo Bostrenghi introduced the agenda and standing orders for the meeting.</p> <p>Sam Toland outlined the standing orders, and explained the consensus decision-making process under Rule 13.</p> <p>He asked for a proposer and seconder for the adoption of the agenda and standing orders.</p> <p>THAT the agenda for the meeting be adopted.</p> <p>Proposed by Paolo Bostrenghi, Seconded by Thomas Larry Gordon</p>

	<p><i>Agreed by Consensus</i></p> <p>THAT the standing orders for the meeting be adopted.</p> <p>Proposed by Paolo Bostrenghi, Seconded by Thomas Larry Gordon</p> <p><i>Agreed by Consensus</i></p>
<p>3.</p>	<p>Updated assessment of the current position of our co-operative</p>
	<p>Paolo Bostrenghi presented to the meeting the current position of the co-operative.</p> <p>Paolo Bostrenghi reviewed the vision, mission and goals of the co-operative as developed in workshops, and subject to feedback at a consultative members' meeting in October.</p> <p>Paolo Bostrenghi provided an overview of the loss for 2022 which stands at over €80,000, and articulated that it was no longer sustainable to operate at the current level of losses.</p> <p>Paolo Bostrenghi outlined that the projections for 2023 were not being achieved and that radical action would be required in the short term. This would include revised opening hours, and a faster increase in the transition to the 'volunteer operated food co-op' model which is part of the strategy.</p> <p>Paolo Bostrenghi outlined that, should these actions not be sufficient to improve our position, the sale of one or both of our current premises would need to be considered.</p> <p>A member queried the current level of volunteering, and Sam Toland answered that it was not yet sufficient to meet the level of volunteers we require, and that we need to increase the numbers dramatically as included in the strategy. It was explained that the manual handling requirement was a barrier which has been identified and improved.</p> <p>The meeting queried whether the cafe unit could be sold as an alternative. Paolo Bostrenghi answered that this would be part of any consideration, but that this would not deal with the longer term sustainability issue.</p> <p>The meeting raised the recent government subsidies in terms of energy, and Sam Toland outlined we are availing of them, but they are quite modest.</p>
<p>4.</p>	<p>Resolution A - Community Shares Amendment</p>

Tiziana O'Hara provided a presentation on community shares, and outlined their difference to company shares and what makes for a successful or unsuccessful share offer.

Sam Toland provided a presentation and overview of the proposed complete rule amendment.

Karl Donnelly queried whether there were other non-financial benefits to members investing in shares. Sam Toland outlined that increased financial investment was correlated with increased participation in governance, and increased trading with the co-operative.

Karl Donnelly queried whether there was a maximum investment. Sam Toland clarified that in the rules this limit would be €125,000, but that the Co-ordinating Body may set a lower limit.

Paolo Bostrenghi outlined that there are discussions as to whether to replace a significant proportion of the member dues with a share subscription.

Eilis O'Connor thanked the Co-ordinating Body for the work on the proposal. She raised a query concerning whether some members would feel more important, or seek to have more influence over the co-operative. This point was further supported by Mark Malin

Sam Toland outlined that existing loan noteholders and lifetime members have not held any additional sway over the co-operative, but accepted we could clarify this point more in future.

Patrick Doyle suggested that consideration be given to active membership criteria given that the proposal is likely to lead to a larger nominal membership over time.

WHEREAS it is important to update the rules in order to ensure the co-operative society's long-term viability and success,

BE IT RESOLVED THAT the proposed set of rules, as circulated to all members, be adopted as the new rules of the co-operative society,

and

FURTHER RESOLVED THAT the existing rules of the co-operative society be revoked and replaced by the proposed set of rules, subject to the acceptance of the Registrar of Friendly Societies. The new rules shall become effective from the moment they are accepted by the Registrar of Friendly Societies

Proposed by Paolo Bostrenghi, Seconded by Catherine Bates

Agreed by Consensus, noting the reservations of Eilis O'Connor.

5.	Resolution B – Co-op Loyalty Points
	<p>Sam Toland outlined the proposed Co-op Loyalty Points Scheme.</p> <p>The meeting queried the reasons for proposing the change, and Sam Toland outlined that it improves cash flow at the Co-op, provides greater flexibility for future adaptations, allows for better targeted member benefits and makes for a simpler member benefit.</p> <p>The meeting discussed that the new model encourages people to come back to the co-op, and we don't need to have two price tags to manage member and non-member prices.</p> <p>The meeting discussed the issue of expiration of loyalty points, and the need for such a date, but that this would be set by the Co-ordinating Body and circulated to members.</p> <p>WHEREAS the Co-ordinating Body as the duly elected representatives of members of the society will be responsible for the policy implementation of this resolution, and will adapt this policy to our changing circumstances.</p> <p>THAT IT IS RESOLVED that the society will adopt a member benefit scheme, to be known as 'Co-op Loyalty Points', which will provide members with a rebate based on their prior transactions with the society, which are redeemable on future transactions with the society.</p> <p>THAT IT IS FURTHER RESOLVED that the society will cease to provide a 5% discount to all paid-up members of the society effective from 1st March 2023.</p> <p>Proposed by Paolo Bostrenghi, Seconded by Helen Noonan <i>Agreed by Consensus</i></p>
6.	Meeting Closes
	<i>Meeting closed 12:10</i>