

**Ashland Food Cooperative  
Board of Directors Meeting  
April 11, 2012  
APPROVED**

**Board members present:** Guy Nutter, Peter Hoyt, Gwyneth Bowman, Joanie Kintscher, Phil Johnson, Sheila Carder  
**Employees present:** Richard Katz, General Manager. **Others present:** Ken Crocker, Facilitator; Abby Lazerow, Board Administrator **Absent:** Charlie Douglass

Ken Crocker called the meeting to order at 6 p.m.

AGENDA ITEM	DISCUSSION POINTS	ACTION TAKEN	REMINDERS/ FOLLOW UP
<b>Giving Thanks Address</b>	<ul style="list-style-type: none"> <li>• Gwyneth Bowman led the positive affirmation.</li> </ul>		
<b>Agenda Review</b>	<ul style="list-style-type: none"> <li>• Done.</li> </ul>		
<b>Calendar of Opportunities and Expectations</b>	<ul style="list-style-type: none"> <li>• The Nominating Committee is reviewing candidate applications. Their decision should be finalized by the end of the week. Candidate statements and photos are due on April 16 for inclusion on the ballots.</li> <li>• Board computers software will be upgraded.</li> </ul>		Abby will inform BoD about Lion software upgrade.
<b>Training Opportunities</b>	<ul style="list-style-type: none"> <li>• Richard and Annie will attend the CCMA conference in June.</li> </ul>		
<b>Consent Agenda</b>	<ul style="list-style-type: none"> <li>• March 2012 Board Meeting Minutes</li> <li>• March 2012 Executive Session Minutes</li> <li>• April 2012 GM Report</li> <li>• April 2012 Outreach Report</li> </ul>	Approved.	
<b>Cooperative History and Discussion Course: Chapter 2, Cooperative Principles, Values and Philosophy</b>	<ul style="list-style-type: none"> <li>• On April 19, the Co-op is sponsoring a presentation of films about co-ops all over the world. Representatives from Rogue Federal, the Grange Co-op, Medford Co-op and our co-op will lead a panel discussion at SOU. The Grange Co-op invites the BOD to attend their April 25<sup>th</sup> annual meeting.</li> <li>• Co-op principles offer a framework to help us become better human beings. Cooperatives help create community and optimal conditions for human fulfillment and peace. Values of cooperatives are self-help, self-responsibility, democracy, equality, equity, solidarity, honesty, openness, social responsibility and caring for others.</li> <li>• Ashland has a sense of community that doesn't exist in many other places. Community is essential for physical and</li> </ul>		

	<p>mental health.</p> <ul style="list-style-type: none"> <li>• Co-ops promote autonomy and independence, self-help and mutual aid. Each individual member owner shares in the success of the collective and is also responsible for his/her own well-being.</li> <li>• Co-p principles are still evolving. People are attempting to have principles updated to include environmental concerns and sustainability.</li> <li>• Lending helps to keep credit unions healthy.</li> <li>• Co-ops are people-centered. Social capital and networking are important for cooperatives.</li> </ul>		
<p><b>Owner Forum</b></p>	<ul style="list-style-type: none"> <li>• A new Owner Forum procedure was used. The Owner Forum time was extended to 20 minutes, and speaking time for owners to be 2 minutes each. Non-union topics were presented first, followed by employees concerns and last were owners concerns. It was requested comments should be addressed to the Board and be content-related.</li> <li>• Cate Hartzell was disappointed her request for a discussion about the services of Bob Braun was not added to the agenda. She asked the Board to make a report about how much his services cost the Co-op and whether the Co-op will continue to use Braun.</li> <li>• Daniel Wise observed divisiveness and tension on both sides of the union issue. He was concerned unionization would bring in an outside entity that does not necessarily understand the values of the Rogue Valley and our community. He noted some of the NLRB postings were actually about the Co-op attempting to take care of its employees.</li> <li>• Jean Fyfe was concerned people have become members solely to promote unionization. Although the GM has clearly stated the Co-op supports the rights of employees to have an informed election, at Board meetings some owners demand the Board let employees vote, implying the Board is not allowing voting. The Board has the best interests of the Co-op in their minds, hearts and actions. Those who blame the Board are not doing their homework or are speaking falsehoods.</li> <li>• Deborah Wilson said the Co-op administration and the Board are responsible for the NLRB violations and were it not for the violations the elections could proceed. The NLRB postings mean federal law was violated and should be taken</li> </ul>		

	seriously.		
<b>Break</b>	<ul style="list-style-type: none"> <li>A ten-minute meeting break was taken.</li> </ul>		
<b>NCGA Leadership Conference</b>	<ul style="list-style-type: none"> <li>Phil and Charlie attended a Co-op leadership conference. All attendees were board members of co-ops. Topics included growth, start-up coops, policy and governance.</li> <li>Expansion to a second or satellite store is easier than creating a new coop. Rather than keeping earnings in the bank, it was important to use profits to create new stores.</li> </ul>		
<b>Leadership Next Steps</b>	<ul style="list-style-type: none"> <li>The Board reviewed all steps in the leadership document and identified completion dates.</li> <li>The Board will review their self-evaluation tools and process.</li> <li>The Board will hold an annual discussion about how the board operates and interacts with the GM. New Board members will have a tour of the store and attend a presentation led by the GM.</li> <li>The discussion at the recent leadership workshop will be reviewed to create a process for holding Board members accountable.</li> <li>The Vice-President will lead the orientation for new Board members. Orientations would also take place in September during the pre- and post- meeting work session. An informal gathering will be held in July to welcome new Directors and answer questions. A facilitated pre-meeting will also take place in August.</li> <li>The need to increase Board terms of office will be studied.</li> </ul>		<b>Future Agenda Items</b> May: Accountability; Vroom-Yetten model of decision making  June: Mission statement; BoD orientation process.  August: Board terms of office  September: Board operations
<b>Profit-Sharing Bonus</b>	<ul style="list-style-type: none"> <li>The Finance Committee recommended the Board approve the payout of the 2011 Profit-Sharing Bonus at the maximum allowed rate of 0.5% of sales, which turned out to be \$131,266.</li> </ul>	The Board approved the profit-sharing bonus. The Staff Director abstained because he was an employee.	
<b>Staff Director Report</b>	<ul style="list-style-type: none"> <li>Employee tension still continues around the question of unionization.</li> <li>The possibility of offering bus passes for employees is being investigated, but implementation will have to wait until after</li> </ul>		

	<ul style="list-style-type: none"> <li>the election.</li> <li>The new Staff Council member is working out well.</li> </ul>		
<b>GM Report</b>	<ul style="list-style-type: none"> <li>Daily sales for March are down 2.4% over March 2011.</li> <li>Purchase of Umpqua Bank is being discussed. Umpqua Bank is establishing a value for their property and is looking into the possibility of relocating to a property on Lithia Way.</li> <li>The MT participated in consensus training.</li> <li>The packet of materials for the NLRB posting will arrive in a few weeks.</li> </ul>		
<b>Committee Sharing</b>	<ul style="list-style-type: none"> <li>Executive: The Board reviewed the Mediation Works contract, made some changes and forwarded it to Mediation Works for review. The Board voted to approve the contract contingent on Mediation Works' acceptance.</li> <li>Sustainability: Annie Hoy is working with the Ashland Chamber to increase sustainability practices. There is a need to create a discussion group looking at localization issues, preparedness, economics and GMOs that can make recommendations to the sustainability committee and eventually present these issues in a larger owner forum.</li> <li>Grants: The committee received 33 applications.</li> </ul>	Board voted to approve Mediation Works contract document contingent of Mediation Works acceptance of contract.	
<b>Meeting Evaluation</b>	<ul style="list-style-type: none"> <li>The discussion course was appreciated and reminded all about the values of the Co-op.</li> <li>The changes to the owner forum process worked well.</li> <li>The agenda flowed well.</li> </ul>		

The meeting was adjourned at 7:50 p.m.

**The meeting was followed by an Executive Session.**

**Board Actions:**

**The following Consent Agenda Items were approved:**

- March 2012 Board Meeting Minutes
- March 2012 Executive Session Minutes
- April 2012 GM Report
- April 2012 Outreach Report
- Mediation Works Contract

***Minutes are not posted until approved by the Board at the next month's meeting.***

Minutes were kept and prepared by the Board Administrator, Abby Lazerow. The meeting was also digitally recorded.