

**Ashland Food Cooperative  
Board of Directors Meeting  
February 8, 2012  
APPROVED**

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

The Meeting was called to order at 6:00pm by Ken Crocker

AGENDA ITEM	DISCUSSION POINTS	ACTION TAKEN	REMINDERS/ FOLLOW UP
<b>Positive Affirmation</b>	<ul style="list-style-type: none"> <li>• Give whatever you are doing and whoever you are with the gift of your full attention.</li> </ul>		
<b>Announcements</b>	<ul style="list-style-type: none"> <li>• Director efforts to increase communication and make strong healthy culture have been appreciated. Directors are encouraged to read wiki article on healthy Board culture.</li> <li>• A Director apologized for his harsh presentation and interaction at the January meeting.</li> </ul>		
<b>Owner Forum</b>	<ul style="list-style-type: none"> <li>• Don Majury, Valerie Glinkman, Daniel Jokelson, Wes Brain, Jason Houk presented information about the history of the NLRA. including the rights of employees to organize and bargain collectively through representatives of their own choosing.</li> <li>• Bronagh Keigher said the Co-op was a great place to work, with the best pay and benefits for employees. She was offended by the NLRA presentation.</li> <li>• Deborah Wilson stressed it was important for employees to have a free and fair election.</li> <li>• Employee Bobby LaClare said it is not fun to work at the Co-op now because there is a lot of bullying by pro-union workers.</li> <li>• Dot Fischer Smith wanted to create an arena where staff could present opposing points of view in a safe space.</li> <li>• Cate Hartzell said she came up with the idea for the NLRA presentation at the Owners Forum.</li> <li>• Hartzell had previously requested documents from the BoD. She asked her request be discussed at the meeting.</li> <li>• Wes Brain announced an Oregon Fair Trade Campaign event on February 15.</li> </ul>		

<b>Results, Action without a Meeting</b>	<ul style="list-style-type: none"> <li>Results, Action without a Meeting: Revisions to Owner Forum Policy. On February 7, 2012 the Board of Directors unanimously voted to approve revisions to the Owner Forum Policy Document.</li> </ul>	Read into minutes.	
<b>Agenda Review</b>	Done	Approved.	
<b>Calendar of Opportunities &amp; Expectations</b>	<ul style="list-style-type: none"> <li>Annie Hoy talked about Rogue Co-ops, an official group including the Grange Co-op, Rogue Federal Credit Union and the Medford Food Coop. Many cooperative events are planned.</li> <li>February 20, Matthew Hartman will present a training on Board culture and responsibility.</li> <li>Dinner with the Directors, Feb. 22;</li> <li>CCMA, June 13-16, Philadelphia.</li> <li>NCGA Training, March 31, Portland. Charlie and Phil will attend.</li> </ul>		Phil and Gwyneth will attend Dinner with the Directors.
<b>Consent Agenda</b>	<ul style="list-style-type: none"> <li>The board unanimously approved all Consent Agenda items. <ul style="list-style-type: none"> <li>Board Meeting Minutes, January 2012</li> <li>GM Report to the Board, Jan. 2012</li> <li>Names of Nominating Committee</li> <li>2012 Board Candidate Application Packet</li> <li>2012 Board Elections Calendar</li> <li>2012 Board Master Calendar</li> <li>Finance Report, January 11, 2012</li> <li>Outreach Report, February 2012</li> </ul> </li> </ul>	<p>The Board approved all Consent Agenda documents.</p> <p>Members of the nominating committee are Phil, Peter, Gwyneth.</p>	
<b>Cooperative History and Discussion Course Proposal</b>	<ul style="list-style-type: none"> <li>The Outreach Committee suggested the Board read a chapter in the Cooperative History and Discussion Course each month and meet for a discussion. The discussion, led by Annie Hoy, would be a model for a similar book group with the MT and other co-ops.</li> <li>One Director didn't want to use the pre-Board meeting meal for the book discussion and asked to consider the topic at a later time. Directors agreed to discuss the topic in a post-meeting discussion.</li> </ul>		The Cooperative History and Discussion Course will be considered in a post-meeting discussion.
<b>Staff Director Report</b>	<ul style="list-style-type: none"> <li>The Staff Director job description has been revised. Despite high emotions in the workplace, employees keep a professional demeanor and offer great customer service on the sales floor.</li> <li>Employees are looking forward to the election so they can move on to the next phase. Many staff have questions about the elections procedure.</li> <li>The Staff Director has attended Staff Council meetings since August. The SD is a non-voting member of SC. The SC presents a wide range of opinions and ideas.</li> </ul>		

	<ul style="list-style-type: none"> <li>• Employees voted to give SC Members a stipend. SC polls staff about ideas. The SC charter is being revised and strengthened. There will be a SC vacancy and all non-management staff can run for the position.</li> <li>• The BoD appreciated the staff report and the SD's work.</li> </ul>		
<b>GM Evaluation</b>	<ul style="list-style-type: none"> <li>• Directors are in the middle of the GM evaluation. The evaluation is very thorough and conclusive.</li> <li>• Managers were commended for the time taken to develop their evaluations, which are done online anonymously.</li> </ul>		Feb. 15 is board deadline. Contact GB for questions.
<b>Break</b>	A meeting break was taken from 6:48 p.m. - 7:00 p.m.		
<b>GM Report</b>	<ul style="list-style-type: none"> <li>• The NCGA has accepted the Medford Co-op's membership application. This will allow them to purchase with UNFI and participate in Co-op deals, as well as save on supplies and merchandising. Emile is an excellent GM.</li> <li>• The GM's of the Rogue Co-ops have been meeting and networking for the last 4-5 months.</li> <li>• The NLRB response has been completed and delivered.</li> <li>• Three street lamps will be added on 1<sup>st</sup> Street.</li> </ul>		
<b>2012 Board Goals</b>	<ul style="list-style-type: none"> <li>• The Board developed three Goals for 2012 along with suggestions for specific actions. The Goals are: <ol style="list-style-type: none"> <li>1. Create a more effective Board.</li> <li>2. Provide comprehensive training for Directors</li> <li>3. Promote the 40<sup>th</sup> anniversary of the Co-op.</li> </ol> </li> <li>• The Directors agreed to accept the Goals. Activities and completion dates will be assigned at the March meeting. Activities are voluntary.</li> </ul>	The Annual Board goals were accepted. Assignments will be made at the March meeting. Activities would be voluntary.	
<b>Committee Updates</b>	<ul style="list-style-type: none"> <li>• BDC has completed the 2012 elections calendar and candidate packet.</li> <li>• Because two members of the BDC are running this year, Phil and Gwyneth have taken over details of the elections process.</li> <li>• The Sustainability Committee will discuss the local economy.</li> <li>• The Finance Committee has a new owner volunteer, Paul Theeman. 80% of Co-op funds are now in local banks. Richard and Christina are doing an incredible job and finances are very good.</li> <li>• Outreach is developing a program through the YMCA teaching children ages 3-12 about healthy nutrition. The</li> </ul>		

	<p>program will include a tour of the co-op and classes for parents about healthy snacks.</p> <ul style="list-style-type: none"> <li>• The annual meeting will be held on June 24. David Thompson from Twin Pines will be the keynote speaker. He will also match 100% of donations to the Co-op Community fund up to \$250 out of his honorarium.</li> <li>• The Executive team is focusing on the GM evaluation.</li> <li>• The Grants Committee has not met this year.</li> </ul>		
<b>Meeting Evaluation</b>	<ul style="list-style-type: none"> <li>• Directors appreciated having an hour to eat together and prepare for the meeting.</li> <li>• The meeting process went well this month and members communicated more easily</li> <li>• Ken's periodical summaries helped move the meeting forward.</li> <li>• The facilitator should stop speakers who make personal attacks in the Owner Forum. Owners should be directed to make comments to the Board in a respectful manner.</li> <li>• The table arrangement worked well and projecting relevant documents was helpful.</li> <li>• Directors liked the idea of having a sponsor for issues and for presenting background information. Directors should take the initiative to learn about any proposals on the agenda prior to the meeting.</li> </ul>		

The meeting was adjourned at 7:48 pm.

**Board Actions:**

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

- Board Meeting Minutes, January 2012
- GM Report to the Board, Jan. 2012
- Names of Nominating Committee
- 2012 Board Candidate Application Packet
- 2012 Board Elections Calendar
- 2012 Board Master Calendar
- Finance Report, January 11, 2012
- Outreach Report, February 2012

The next regularly scheduled Board meeting will be on Wednesday, March 14 at 6:00 p.m. with Ken Crocker facilitating.

*The GM report is available on request.*

***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.