

**Ashland Food Cooperative  
Board of Directors Meeting  
October 12, 2011  
APPROVED**

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

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

<b>AGENDA ITEM</b>	<b>DISCUSSION POINTS</b>	<b>ACTION TAKEN</b>	<b>REMINDERS/ FOLLOW UP</b>
<b>Announcements</b>	<ul style="list-style-type: none"> <li>• The meeting was digitally recorded by the Board Administrator for purposes of note-taking. It is illegal for anyone else to record meetings without announcement.</li> <li>• Glenn Hill submitted his resignation effective 10-12-11.</li> </ul>		
<b>Owner Forum</b>	<ul style="list-style-type: none"> <li>• Cate Hartzell presented a petition to the BoD to request a special owner meeting to discuss workers' rights. She also expressed her concerns that management consulted with Bob Braun and NLRB charges have been filed.</li> <li>• Lisse Wale expressed concern the Co-op would use Bob Braun. She hoped the issue could be resolved internally.</li> <li>• Employee Mike Kranz was concerned about pro-union pamphlets handed out in the store. His experience as an employee has been positive and he was not coerced to reject the union. A petition asking the union to leave was signed by more than half the employees.</li> <li>• Former employee Joseph Tokarz said some people in the Wellness Department would pick on workers and exaggerate charges to get rid of them. Joseph said he was unjustly accused of using an epithet about a fellow worker. If there was a union, he might still have his job.</li> <li>• Liza Maltzberger said the Co-op is an example of the way business is community and community is business.</li> <li>• Deli Manager Michelle O'Connor is committed to running a successful workplace for the 54 Deli employees. Although she has heard of complaints by workers, no one has brought issues to her attention. She encourages direct communication and problem-solving between employees and management.</li> </ul>		

	<ul style="list-style-type: none"> <li>• Jason Houk was excited some workers want to form a union, and feels the union model can work with the Co-op model.</li> <li>• Gregg Marchese requested the Co-op look into switching from Wells Fargo Bank to a local bank or credit union. Moving money locally will enrich the local community.</li> <li>• Employee Stephen Kaestner said there is a lack of trust between employees and managers. He said it wasn't ethical for the Co-op to use Braun's services. Kaestner also asked why it was illegal for meeting attendees to conceal a recording device. The facilitator noted because only owners can attend the meeting, it is considered a private conversation and there is a State Law that prohibits it.</li> </ul>		
<b>Agenda Review</b>	Done	Approved.	
<b>Calendar of Opportunities &amp; Expectations</b>	<ul style="list-style-type: none"> <li>• The strategic planning meeting with the MT will be held on Nov. 17.</li> <li>• Dinner with the Directors will be held on October 26 from 6:30-8:30 p.m. Peter and Phil will attend</li> <li>• Sheila will write the next newsletter article.</li> </ul>		
<b>Training Opportunities</b>	<ul style="list-style-type: none"> <li>• Mathew Hartman will offer training on the topic of leadership and conflict in early January or February.</li> </ul>		
<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>○ September 2011 Board Meeting Minutes</li> <li>○ September 2011 Executive Session Minutes</li> <li>○ Executive Committee Fact-Finding Report</li> <li>○ GM Report to the Board, October 2011</li> </ul> </li> <li>• The Facilitator asked the Chair of the Executive Committee about the Fact-Finding Report. The Fact-Finding Report was conducted by the Executive Committee to look at current concerns employees had submitted to the Board. The Board is extremely supportive of employee rights to organize or not organize.</li> <li>• The Fact-Finding Report was approved by the Board and put in the employee log book. The Executive Committee will discuss at a future time whether to put the Fact-Finding report on the Co-op website.</li> </ul>	The Board unanimously approved all Consent Agenda documents.	
<b>Results of Action Without a Meeting, Board Letters to Employees</b>	<p>Results of Action without a Meeting</p> <ul style="list-style-type: none"> <li>• The Board Administrator read the September 16<sup>th</sup> Board Letter to Employees into the minutes. This letter was previously approved by the Board and placed in the</li> </ul>	Read into the minutes.	

	Employee log book.		
<b>Staff Director Job Description Progress Report</b>	<ul style="list-style-type: none"> <li>• The Staff Director Job Description is being revised.</li> <li>• The Staff Director has reviewed notes from the meeting between Ric Sayre and Richard, received input from staff and incorporated these ideas into a new job description. The job description will be put in the employee log for further comments from staff members.</li> <li>• The Staff Director requested feedback from the Board.</li> <li>• The description was changed to have the Staff Director present at firings and disciplinary procedures.</li> <li>• The Staff Director may need dedicated time to conduct the job. The Board office could be used for private meetings with employees.</li> </ul>		The updated job description will be finalized at the November Board meeting.
<b>Holiday Party Update</b>	<ul style="list-style-type: none"> <li>• Potential sites are still being investigated. Significant others may be included this year if the proper venue can be found.</li> </ul>		
<b>GM Report</b>	<ul style="list-style-type: none"> <li>• Richard recently had a meeting in Portland with Umpqua Bank, a local developer and land use planner to discuss the bank moving to a new location. He is waiting to hear if the bank thinks a move is desirable.</li> <li>• Staff Council has received proposals to make it more effective, including increasing the size of the Council and further defining its role.</li> </ul>		
<b>Review BoD Roles and Responsibilities, Policies and Culture</b>	<ul style="list-style-type: none"> <li>○ A chart summary of BoD criteria for decision areas was read aloud.</li> <li>○ The Board and GM are accountable to employees, management team, and owners.</li> <li>○ When joining the Board, Directors agree to work together and come to consensus about issues.</li> <li>○ The Board should speak as one voice.</li> <li>○ One Director asked what would happen if a Director did not agree with the rest of the Board and violated the voice of the Board. The Board should develop a strategy to deal with this possibility. If a Director is unwilling to support Board decisions, the Director should resign.</li> <li>○ Adequate discussion time is needed at meetings. With a set agenda, there may not be time to work through issues and be heard. It can take more than one meeting to come to a decision about an important topic. It was suggested the Facilitator ask before a vote is taken to see if anyone needs</li> </ul>		The Board should develop a procedure to follow if a Director is unwilling to support Board decisions.

	<ul style="list-style-type: none"> <li>to wait until the next meeting to take a vote.</li> <li>○ Space to voice opinions is needed. Board members may need more forums for discussions about issues.</li> </ul>		
<b>Proposal to Start Meetings with Giving Thanks Address</b>	<ul style="list-style-type: none"> <li>• A Director discussed the Native American peacemaking tradition of giving thanks and starting meetings with expressions of gratitude. The Board Members thought it would be beneficial to begin meetings this way.</li> <li>○ Another Director suggested other BoD members could offer their versions of giving thanks after a few months.</li> </ul>	The Board agreed to add the Giving Thanks Address at the beginning of meetings.	Sheila will open the November meeting with a Giving Thanks Address.
<b>Meeting Evaluation</b>	<ul style="list-style-type: none"> <li>• Directors appreciated owners attending and sharing their thoughts and time. Division happens because people don't talk.</li> <li>• The strength of the Co-op is shown in this democratic process; owners attending are exercising the process.</li> <li>• It was appreciated Guy attended even though he had a recent accident.</li> <li>• Ken did an excellent job facilitating the meeting.</li> <li>• Peter noted 1 in 3 Americans are part of a co-op; there are 1 billion members of co-ops; and co-ops employ more people than the sum total of all multinational organizations put together</li> </ul>		

The meeting was adjourned at 7:15 p.m. An Executive Session followed the Board Meeting.

**Board Actions:**

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

- September 2011 Board Meeting Minutes
- September 2011 Executive Session Minutes
- Executive Committee Fact-Finding Report
- GM Report to the Board, October 2011

The next regularly scheduled Board meeting will be on Wednesday, November 9, 2011 at 6:00 p.m. with Ken Crocker facilitating. *The GM report and Committee reports are 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. The meeting was also digitally recorded.