

Ashland Food Cooperative
237 North First Street
Ashland, OR 97520
APPROVED

August 14, 2008

Present: Ric Sayre, Gwyneth Bowman, Serena St. Clair, Guy Nutter, Holly Berquist Wells, Peter Hoyt, (by speaker phone); Richard Katz, General Manager; Leslie van Gelder, Board Assistant **Absent:** Elizabeth Robinson **Guest:** Fran Spears Marshall
Facilitator: Danielle Amarotico.

The meeting began at 6:01 p.m.

1. Meeting Ground Rules: Gwyneth led the Board in a brainstorming session to list meeting ground rules that the Board meetings would be conducted by. The first draft of the list included:

- One person speaks at a time
- Ask to be acknowledged by the facilitator before speaking by raising a hand
- Stay on topic
- Create a “parking lot” list for topics to be saved for later discussion
- Act with respect, trust, confidentiality, honesty
- Practice active listening
- When there is conflict, work through it and resolved it at the meeting.
- Come prepared for the meeting by reading the materials
- Ask questions for clarification of issues you don’t fully understand
- Learn to work with a facilitator
- Take care of yourself
- Be present in all respects at meetings
- Embrace risk-taking
- Have fun
- No sidebar conversations while someone is speaking

This list will be discussed and refined at the September meeting.

2. Announcements:

- Richard will be on vacation for the next two weeks
- Gwyneth asked officers to look at their job descriptions and charters to see if they need to be revised and send revisions to her.
- Guy is putting together the 2009 Board budget and asked Committee chairs and other board members to get any expenses for 2009 to him before the next board meeting. Guy will send board members a copy of the 2008 budget.

- Serena would like all the board members to attend the Natural Step workshop on September 24th. The Management Team and Social Responsibility Committee will attend.

3. Owner Forum: No owners were present to speak at the meeting.

4. Agenda Review: The agenda was reviewed and approved.

5. Consent Agenda:

- Committee Reports (Outreach, Social Responsibility)
- Board Discount List
- Owner Dinner on August 21st at 6:30 – (Peter, Holly, Gwyneth will attend)
- July Board Minutes

All above items were approved by the Board as presented.

6. Management Relations Committee: Serena asked who is assigned to the committee. Usually, the Committee consists of the Board President, Vice President and General Manager. Guy volunteered to serve in Serena's place, since Serena indicated she was already very busy with her other Board commitments. After this year, the committee membership might change. Gwyneth is bringing a draft of a new charter for the committee.

7. May 2008 Finance Committee Minutes: Richard announced that there is a meeting next week to make a decision about Twin Pines. Richard and Guy answered questions about the plan. Guy will provide the board with a written description of the plan.

8. Mentors for New Board Members: Gwyneth would like to set up a simple mentoring system for new board members, so that they would have someone to help them and answer their questions. Other co-ops use a model for board members consisting of three phases. The first phase is learning, the second phase is leadership, and the third phase is mentoring. Serena offered to be Holly's mentor; Peter and Guy will be Elizabeth's mentor. Gwyneth will write up a description of the mentoring process.

9. GM Report: Richard answered questions about his report. He has gotten positive feedback about buying the Pioneer St property.

10. NCGA Meeting in Sacramento: The meeting is on Oct 11th. Holly, Peter, Elizabeth, Guy, Ric and Gwyneth all have expressed interest in attending. There will be a reception on the evening of Oct 10th. Carpooling is encouraged. Each person needs to register individually online. Leslie will send out an email to tally the number of rooms and vehicles needed.

11. July 2009 Board Meeting: Gwyneth proposed that the July 2009 board meeting be cancelled. This would give new board members more time for a thorough orientation. We would have a June meeting in place of the July meeting. Since the CCMA meeting

usually happens at about the same time, Richard might not be able to attend a June meeting. The Board approved unanimously to cancel the July 2009 meeting.

12. 2007-2008 Board Self-Evaluation: Gwyneth led a discussion of board members to begin a self-evaluation process. She asked “What went well during the past year?” and “What do we want to change?”

I. What went well?

- Accomplishment of goals and how people worked together
- Worked well as a group
- Grants Committee and Social Responsibility Committees were organized
- We bought a building
- Proactive, engaged board
- Made progress on policies, processes and procedures
- Dinner with the Directors helped with recruitment
- Year of the Bag which began as a response to owner’s at board meeting has been a big success
- Successful transition for Treasurer’s position
- Board education events – retreat with Phillip Burri, NCGA, CCMA
- Board members exhibited a passion for AFC
- More efficient board meetings
- Clarified officer roles
- Efficient use of committees
- Exhibited solidarity and integrity in dealing with a difficult situation
- Board members were professional and genuine
- Having executive sessions at the beginning of the meeting has been a good idea

II. What do we want to change?

- More compassionate communication – assume good will, work to resolve conflicts, address them before they become big
- Keep everyone in the loop for email
- Continued ongoing education
- Be aware of policies and procedures and follow them
- Encourage and utilize consensus process
- Do more planning for the future
- Increase our financial intelligence
- More space between discussion and decision so introverts have enough time for processing
- Follow through with our decisions when we make them
- Accept our personality differences
- Be an in-depth visionary group
- Learn to work with a facilitator who is not a board member
- Celebrate our accomplishments

- Get to know each other
- Remember there's no "I" in "Team"
- Role playing conflict (put in the "parking lot")
- Clarifying our relationship with members
- Do succession planning

The discussion will continue in September in executive session.

13. Proposal for Financial Training for Board Members: Guy proposed presenting the board with a 10-minute presentation and discussion of financial questions at each board meeting, taking a practical approach rather than an accounting approach. Members suggested possible topics. The board agreed to Guy's proposal.

14. Board Term Limit: Serena began a discussion of term limits for board members. Board members split into pairs to discuss the issue for several minutes, and then presented their ideas to the larger group. Serena proposed that we continue the discussion next month and then decide if we want term limits. The Board Development Committee would need to draft an amendment to the By-Laws if the Board decides to establish term limits.

15. Meeting Evaluation: Done

The meeting ended at 8:45 pm

Board Actions:

- Cancelled the July 2009 Board meeting and added a meeting in June 2009
- Approved a proposal to have a 10-minute financial training topic presented by the Treasurer at each Board meeting.

The GM report and Committee reports are available on request.

These minutes were approved by the Board at their September 10, 2008 meeting.