

**Ashland Food Cooperative  
Board of Directors Meeting  
November 9, 2011  
APPROVED**

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

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>• Sheila Carder led the first Giving Thanks Address.</li> </ul>		
<b>Announcements</b>	<ul style="list-style-type: none"> <li>• Charlie Douglass was welcomed to the Board.</li> <li>• Guy Nutter will join the Board Development Committee.</li> <li>• Management Evaluation process will begin December 1.</li> <li>• The Board President told the petitioners a meeting will be held and, contrary to rumors, their petition was never denied or deemed invalid.</li> <li>• Item number 6 was pulled from the agenda, because the terminology used when the agenda item was written does not conform to ORS 62.55. 3. The Co-op By-laws need to be updated, as state law now says 10 percent of our owners are needed to sign a petition to present to the Board to request a special meeting. Additionally, our by-laws (9.1) states if anything in our by-laws do not conform to the ORS 62.255.3, then it is null and void.</li> </ul>		
<b>Owner Forum</b>	<ul style="list-style-type: none"> <li>• Tom Marks, founder of Organic Produce Warehouse encourages building partnerships with local and Oregon-based producers. To show gratitude to the Co-op's business, 20 cents for every case sold in one year were pledged to the Ashland Community Fund, raising \$ 2345.00.</li> <li>• Employee Jesse Young and friends presented a spoken word piece about workers and the union. They said improvements for Co-op staff are a result of employee interest in a union, management interfered with union organizing, and a union will help to create equality and give employees a voice at the Co-op.</li> <li>• Cate Hartzell gave the Board a letter that reflected her concern about what was written in the employee logbook. She also would appreciate hearing how the two meetings will move forward. She said there were misunderstandings about the petition.</li> <li>• Kurt Kessler asked that employee rights to organize are honored.</li> <li>• Michele Guerrie believes in unions, but was sad some people think a union is needed at the Co-op. She is upset with divisive feelings at the Co-op and asked for open dialogue.</li> <li>• Bobby la Clare would like to have the opportunity to vote, and</li> </ul>		

	<p>wants others to recognize staff also have the right to reject the union. The co-op is a way of life for him, not just a paycheck.</p> <ul style="list-style-type: none"> <li>• Sherman Lucas noted people will need to get along when the vote is completed. He hopes the Co-op will return to what it was before. If the union is rejected, the Co-op should still offer employees more than what the union could offer.</li> <li>• Joseph Tokarz said he was fired because of false allegations. With a union, he would have support to fight these charges. He reported he believes the wellness department violated internal hiring mechanisms for workers, and he did not feel the Co-op was a democratic workplace.</li> <li>• Sari Tolchner said she reported an incident of verbal bullying by Joseph Tokarz.</li> </ul>		
<b>Agenda Review</b>	Done	Approved.	
<b>Calendar of Opportunities &amp; Expectations</b>	<ul style="list-style-type: none"> <li>• Nov. 17, Strategic Planning Luncheon, 11:30-2:30 p.m</li> <li>• Newsletter Deadline, Nov. 21: Sheila</li> </ul>		
<b>Actions without a Meeting</b>	<ul style="list-style-type: none"> <li>• Result of Action Without a Meeting: October 14, 2011 Appointment of Charlie Douglass as Board Director</li> <li>• Result of Action Without a Meeting, Vote to Lower Employee Contribution Cost for Family Health Insurance, October 27, 2011</li> <li>• Result of Action Without a Meeting, Hiring Matthew Hartman to Conduct Leadership and Conflict Training, October 31, 2011</li> <li>• Result of Action Without a Meeting: Per Section V of the Ashland Food Co-op By-laws, Vote to Call a Special Meeting, which will be an Informational Form for Owners on Saturday, November 19, 2011. This meeting is being called at the request of numerous owners.</li> <li>• Result of Action Without a Meeting: To authorize the Board President and/or the Executive Committee to hire an attorney or attorneys to represent it and, on advice of those counsel, to file responses, answers, complaints letters or other documents to the NLRB, union, former Board members or others as necessary; November 8, 2011</li> </ul>	One item pulled because the item did not conform to ORS laws.	
<b>Signing of Ethics Statement</b>	<ul style="list-style-type: none"> <li>• Signing of Ethics Statement by Director Charlie Douglass</li> </ul>		
<b>Consent Agenda</b>	<ul style="list-style-type: none"> <li>• The Board unanimously approved all Consent Agenda items:</li> <li>• Board Meeting Minutes, 10/12/11</li> <li>• Executive Session Minutes, 10/12/11</li> <li>• Outreach Committee Minutes, 8/2/11</li> <li>• Outreach Committee Minutes, 9/6/11</li> <li>• Outreach Committee Minutes, 10/4/11</li> <li>• BDC Committee Report, 10/11/11</li> <li>• Executive Committee Minutes, 10/7/11</li> </ul>	<p>The board unanimously approved all Consent Agenda documents.</p> <p>Phil was commended for</p>	

	<ul style="list-style-type: none"> <li>Executive Committee Minutes, 10/18/11</li> <li>Outreach Report, Nov. 2011</li> <li>Staff Director Job Description</li> <li>GM Report to the Board, Nov. 2011</li> </ul>	improving the Staff Director job description.	
<b>GM Report</b>	<ul style="list-style-type: none"> <li>The UFCW Local 555 filed a motion for an election, and then the NLRB blocked the election from happening. Management has not been contacted by the NLRB to discuss the charges.</li> <li>The Umpqua Bank project is on hold as they continue to review the proposals, and evaluate the price of the property.</li> </ul>		
<b>2012 Board Budget</b>	<ul style="list-style-type: none"> <li>Guy Nutter reported there were several changes in the budget from last year. The finance committee has recommended increasing the amount for consultants.</li> </ul>	The Board unanimously voted to approve the 2012 budget.	
<b>Forfeiture of Outstanding Patronage Dividends</b>	<ul style="list-style-type: none"> <li>639 outstanding patronage dividend checks, distributed from 2003 to 2007 and totaling \$5549.38, have not yet been cashed. The Co-op has attempted to contact these owners. The finance committee recommended forfeiting this money, which allows the funds to return to the Co-op as store income, rather than reverting to the State.</li> </ul>	The Board unanimously voted to adopt the forfeiture of outstanding patronage dividends.	
<b>Break</b>	<ul style="list-style-type: none"> <li>A ten-minute break was taken.</li> </ul>		
<b>Videotaping Meetings</b>	<ul style="list-style-type: none"> <li>Someone objected to the actions of an owner who videotaped the meeting. Owners were reminded it is illegal and a violation of privacy to videotape people without their signing a release form.</li> </ul>		The Board will talk to counsel about video and audio recordings of meetings.
<b>Board Evaluation What is Working, What is Not Working</b>	<ul style="list-style-type: none"> <li>The Board held a brainstorming session to look at the past year to see what has worked well, what has not worked, and what needs to be improved.</li> <li>Areas needing improvement: fewer emails; building closer relationship with the management team; mentoring of new Board members; full implementation of the staff director job description; working more closely with staff; support and empowerment of staff council; better understanding of NLRB laws so they are not inadvertently violated; increasing communication and interaction with owners; strengthening relationships with local businesses; clarifying the Board role on the sustainability committee; increasing social time with Board members to improve relationships.</li> <li>Areas that are working: rich exchange of ideas; development of ideas through emails; responsiveness to emails; having time to talk with Richard without an agenda, using Executive Sessions following the monthly meetings to discuss sensitive issues in depth.</li> <li>Areas that are not working: Directors need to share orientation for new employees; improving focus and attention</li> </ul>	.	2012 Goals will be discussed at the January meeting.

	<ul style="list-style-type: none"> <li>• What we should be doing: Use Doodle program to arrange meeting times and reduce emails; hold monthly meetings with managers to build relationships; leadership training; delve and promote the 40<sup>th</sup> year of the Co-op; understand co-op culture and extend that knowledge to owners; receive training about local economy and local economy building; have new Directors attend NCGA and Provender conferences.</li> </ul>		
<b>3<sup>rd</sup> Quarter Strategic Plan Review</b>	<ul style="list-style-type: none"> <li>• Not all goals were accomplished in as timely a manner as hoped. Some projects were postponed, and some projects didn't work out</li> <li>• The draft of 2012 priorities is still in progress.</li> <li>• Solid waste reduction was impressive.</li> </ul>		
<b>Meeting Evaluation</b>	<ul style="list-style-type: none"> <li>• Owner and employee/owner expression was appreciated. The Board was pleased meetings are well attended and they are honored to represent 7500 Co-op households.</li> <li>• Ken did an exceptional job allowing owners time to speak.</li> <li>• Richard is amazed at amount of work this Board does; he has worked with many Boards over years and this group is very honest, responsive and supporting.</li> </ul>		

The meeting was adjourned at 7.33 p.m.

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

**Board Actions:**

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

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| <ul style="list-style-type: none"> <li>• Board Meeting Minutes, 10/12/11</li> <li>• Executive Session Minutes, 10/12/11</li> <li>• Outreach Committee Minutes, 8/2/11</li> <li>• Outreach Committee Minutes, 9/6/11</li> <li>• Outreach Committee Minutes, 10/4/11</li> <li>• BDC Committee Report, 10/11/11</li> </ul> | <ul style="list-style-type: none"> <li>• Executive Committee Minutes, 10/7/11</li> <li>• Executive Committee Minutes, 10/18/11</li> <li>• Outreach Report, November 2011</li> <li>• Staff Director Job Description</li> <li>• GM Report to the Board, Nov. 2011</li> </ul> |
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The next regularly scheduled Board meeting will be an Executive Session on Wednesday, January 11 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.