

**Ashland Food Cooperative**  
**237 North First Street**  
**Ashland, OR 97520**  
**APPROVED**  
**Board of Directors Meeting**

**October 8, 2008**

**Board members present:** Ric Sayre, Gwyneth Bowman, Serena St. Clair, Guy Nutter, Peter Hoyt, Holly Berquist Wells, Elizabeth Robinson **Others present:** Richard Katz, General Manager; Annie Hoy, Outreach/Owner Services Manager; Leslie van Gelder, Board Assistant; Paul Hoffman, visitor from Berkeley.

The meeting was called to order at 6:00 p.m. by facilitator, Fran Marshall.

- 1. Announcements:** Gwyneth passed around a sign-up sheet for board members to help at the Harvest Fair. Richard announced that the Twin Pines Cooperative Fund has accepted the Ashland Food Cooperative as a participant. Serena recommended that board members take advantage of attending the annual staff meeting on Sunday, October 26<sup>th</sup>.
- 2. Owner Forum:** No owners were present.
- 3. Agenda Review:** Peter asked that the Outreach minutes which were sent out earlier in the day by email be added to the consent agenda. Serena requested that we have training at the next meeting on how to use the Board Wiki and a discussion about what we might use it for.
- 4. Consent Agenda:** The Board approved the following consent agenda items: the September board minutes, the October Outreach Committee minutes which included a change in the 2009 election schedule, and a review of Directors and Officers Insurance Information.
- 5. General Manager Report:** Richard answered questions about his September report. Gwyneth asked Richard to make a proposal to the Board regarding his authority for spending or investing at the next board meeting. Guy asked if there would be any risk in investing in the pass-through solar credit. Richard said there would not be. Guy wanted Board approval of the two expenditures mentioned in Richard's report. The Finance Committee will draft a proposal on the expenditures which will be sent to the Board for approval at the November meeting.
- 6. Policy Governance – A Short Discussion:** Gwyneth said that at the last NCGA meeting she attended there was a lot of discussion about policy governance, and she wanted the board to have some idea of what it is before the conference later this month. Annie Hoy presented the board with an overview of policy governance and key phrases

connected with it.

Annie outlined the following definition of policy governance and discussed it:

The purpose of the board job is: on behalf of some ownership to see to it that the organization achieves what it should and avoids what is unacceptable,

Under policy governance, to be able to assure that the Co-op is achieving what it should, the board would set measurable goals, concerning themselves mainly with the outcome the board wants for the owners, and the limits of acceptability in reaching those goals.

Some terms are:

**Ends** – where we are going in the future

**Executive Limitations** – the bounds of acceptable. Limits the means by which the ends are achieved.

**Governance process** – the Board’s philosophy, accountability, and job description

**Board and staff linkage** – Linking with owners, GM, and staff.

**7. Finalize Ground Rules for Board Meetings:** A draft was made at the August meeting. Fran commented that she feels that the Board’s commitment to consensual decision-making is impressive. It requires a rigorous investigation of information, so that informed decisions can be made. Ground rules express the board’s values. It was suggested that many of draft ground rules could be grouped under larger headings. The Board decided to group the ground rules into three categories, as follows:

**a. Group Interaction**

- i. One person speaks at a time
- ii. Stay on topic
- iii. Act with respect, trust, confidentiality, honesty
- iv. Practice active listening
- v. No sidebar conversations while someone is speaking
- vi. Discuss issues, not people

**b. Group Process**

- i. Ask to be acknowledged by the facilitator before speaking by raising a hand
- ii. Create a “parking lot” list for topics to be saved for later discussion
- iii. When there is conflict, work through it and resolve it at the meeting.
- iv. Come prepared for the meeting by reading the materials
- v. Ask questions for clarification of issues you don’t fully understand
- vi. Learn to work with a facilitator
- vii. Start on time, end on time.

**c. Personal accountability**

- i. Take care of yourself
- ii. Be present in all respects at meetings
- iii. Embrace risk-taking
- iv. Have fun

v. Assume the good will of others

The board approved the above ground rules and agreed that they are a living document, subject to revision.

**8. Board Member and Board Officer Term Limits:** During the August meeting, the Board began this discussion in small break-out groups. Fran led the group in a discussion of the advantages and disadvantages of adopting term limits and what might be involved in changing the current policies. Any term limits for board members would involve a change in the by-laws.

Advantages of term limits for officers include – Avoiding monopoly dynasty, cross-training, leadership development, different perspectives, sharing the load, helping develop team cohesiveness, increasing appreciation of the offices and people who have served, vision and creativity.

Advantages to term limitations for directors – Opens the board to new people

Disadvantages of term limits for officers – Possible lack of consistency, lack of volunteers, loss of skills, loss of history or experience, time required to learn (learning curve), time factor deterrence, points in direction, how not to lose talent, skills?

After looking at the advantages and disadvantages of term limits for officers and taking a straw vote, the board agreed not to pursue term limits for officers.

The board decided not to pursue term limits for directors, primarily because it would take decision-making powers from the owners.

**9. Using an Outside Evaluator for GM Evaluation:** Richard requested that the Board use a professional consultant to compile and summarize staff comments on his annual evaluation. The rest of the evaluation process would not change. The Board Management Relations Committee will bring a proposal to the board.

**10. Financial Training:** Tabled until next month.

**11. 2009 Board Retreat:** Continuing a discussion started last month, the board agreed they would like to have training on consensus decision-making. The Board Development Committee will follow up on arranging a consultant for a retreat in February or March.

**12. Meeting Evaluation:** This was the first meeting the Board has used a professional facilitator. Board members commented that it was good to have an impartial facilitator and that having a facilitator made all the Board members equals. Some improvements that could be made include using positive terms, not using the timer, providing more directive facilitation, applying ground rules consistently, using consensus re time/topic, announcing when one minute is left on an agenda item, asking for each board member's input on topics, and having someone other than the facilitator writing on the white board

during discussions. Gwyneth would like the Board to provide more feedback on the agenda and minutes.

The meeting was adjourned at 8:43.

[The GM report and Committee reports are available on request.](#)

**BOARD ACTIONS:**

- Approved consent agenda items: September board minutes, October Outreach Committee minutes, review of Directors and Officers Insurance Information.
- Approved meeting ground rules.

***The minutes were approved at by the Board of Directors on November 12, 2008.***