

**Ashland Food Cooperative
Board of Directors Meeting
October 13, 2010
APPROVED**

Board members present: Guy Nutter, Peter Hoyt, Gwyneth Bowman, Glenn Hill, Joanie Kintscher and Elizabeth Robinson **Employees present:** Richard Katz, General Manager. **Others:** Ellen Craine, Facilitator; Jenica Faye, Board Administrator.

The Meeting was called to order at 7:12pm by Ellen Craine.

AGENDA ITEM	DISCUSSION POINTS	ACTION TAKEN	REMINDERS/ FOLLOW UP
Announcements	<ul style="list-style-type: none"> Harvest Festival is coming up October 30th and the Board is expected to attend and hand out Co-op Trivia game sheets to owners. 		Richard will post the emailed November Agenda in the store.
Agenda Review	Done	Approved.	
Calendar of Opportunities & Expectations	<ul style="list-style-type: none"> 10/20/10 Dinner with the Directors – Gwyneth and Guy will attend and Peter will be there as an Outreach volunteer (as will one of his two new owner volunteers). Richard will attend as well. 		Guy and Gwyneth will attend Dinner with the Directors 10/20/10.
Training Opportunities	<ul style="list-style-type: none"> Organicology is put on by the FTSLA. There are some excellent speakers and workshops about food trade sustainability issues. It will be in Portland, 2/10/10-2/12/10. More information is available at organicology.org 		Visit organicology.org for more information.
Consent Agenda	<ul style="list-style-type: none"> Elizabeth was encouraged to bring up her concern about the lack of a policy about owners getting injured in the store at the Board retreat, so that it can be included in the future strategic priority 	The board approved all Consent Agenda documents.	
GM Report	<ul style="list-style-type: none"> The Board liked the change from HABA to Wellness. The co-op will be getting bowls and plates for the deli. 		
Review of Insurance Policy for Directors & Officers	<ul style="list-style-type: none"> The Board has the same coverage as last year. It was purchased in March. Guy suggested the policy be carried over until March and that the review be added to the March agenda. 	The board agreed to add the insurance review to the March agenda.	Jenica will add insurance review to the March agenda.
Update on Mgt	<ul style="list-style-type: none"> 11-3 on 10/14/10. Ellen will facilitate and Jenica will take 		

<p>Team/Board Retreat Subject: “Futuring for Strategic Plan”</p>	<p>minutes. Ellen will present an activity. The strategic planning process will be looked at as far as what worked and what didn't. Everyone will break into 5 small groups of their choice to brainstorm on new initiatives. Lastly there will be a report back session which will comprise of lists of new initiatives. It was mentioned that it could help to have the 3rd qtr update on strategic priorities to refer to for each group.</p> <ul style="list-style-type: none"> • The board reviewed the 3rd qtr update to the strategic priorities and commented that the goals were very down to earth. Some are a work in process while others have been implemented. • Duplicating what Standing Stone did to purchase bicycles for employees was brought up, which could be discussed in the Management Team/Board meeting. 		
<p>Set Date for Board Holiday Dinner</p>	<ul style="list-style-type: none"> • The result of the Board's decision for the holiday party is to reserve a small private room at Standing Stone for dinner followed by a one hour meeting to develop action steps that pertain to brainstormed ideas from the November BOD meeting where we will do a Board evaluation of “What is working and what is not working.” The Holiday Dinner will be Wed. Dec 8 at 6 pm, instead of the regular board meeting. The proposal is going to Standing Stone, reserve the small room, have a one hour meeting like last year. 	<p>The board unanimously agreed on the proposal for the board holiday dinner.</p>	
<p>Break</p>	<ul style="list-style-type: none"> • The meeting suspended for a break from 7:10-7:18 pm 		
<p>Update on Conversation with Lawyer Regarding Election Process</p>	<ul style="list-style-type: none"> • There is no problem to hold an election through a show of hands at the annual meeting as long as there is a quorum (50 people) and notice of the election has been given to owners a certain time in advance. It is a viable alternative to ballot by mail. This would be especially advantageous if the election was uncontested as it would save money. • Written notice of the time and place of an annual meeting election should be mailed to all owners at least 7 days but not more than 30 days in advance of the meeting. • The by-laws do not allow for an electronic ballot election and it would be challenging to change that. • It made sense to the attorney to use the annual meeting to deal with the business of the election even though it will lend a different tone in light of what is usually done at the annual meeting. • Gwyneth mentioned that if an election is uncontested the co-op could do a show of hands election, while if it is contested 		<p>Gwyneth will submit a draft Elections Manual.</p>

	a regular mail ballot could be done. She said she will get a draft Elections Manual out to the Board by next meeting and requested feedback from the Board.		
Board Evaluation of Committees	Removed from the agenda.		Jenica will add to the November agenda.
Meeting Evaluation	<ul style="list-style-type: none"> Elizabeth brought up the issue of the BDC conversation about Product Standards and asked that it be brought up again on the Board agenda. This discussion will happen at the Strategic Planning Meeting on 10/14/10. All appreciated that conflict was approached openly and assertively. There was growth in the Board's communication with each other and a consensual agreement was reached regarding the Social Responsibility Committee (as noted in the Executive Session Minutes). 		

The meeting was adjourned at 8:00 pm.

Board Actions:

The following Consent Agenda Items were approved:

- o September Board Meeting Minutes
- o Proposal for name change of Management Relations Committee to Executive Committee
- o Succession Planning document
- o Posting & Distribution Guidelines document
- Committee Reports:
- o Board Development Minutes 9/7/10
- o Management Relations Minutes 9/7/10
- o Outreach Minutes 9/7/10

The next regularly scheduled Board meeting will be on Wednesday, November 10, 2010 at 6:00 p.m. with Ellen Craine 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, Jenica Faye.