

**Ashland Food Cooperative
Board of Directors Meeting
September 14, 2011
APPROVED**

Board members present: Gwyneth Bowman, Peter Hoyt, Guy Nutter, Glenn Hill, Joanie Kintscher, Sheila Carder and Phil Johnson. **Employees present:** Annie Hoy, Outreach/Owner Services Manager. **Others:** Ellen Craine, Facilitator; Ken Crocker, Guest Facilitator; Abby Lazerow, Board Administrator. **Attending By Conference Phone:** Richard Katz, General Manager

The Meeting was called to order at 6:00 p.m. by Ellen Craine.

AGENDA ITEM	DISCUSSION POINTS	ACTION TAKEN	REMINDERS/ FOLLOW UP
Announcements	<ul style="list-style-type: none"> • Focus of Oct. Board meeting: strategic priorities for 2012. • Board/Management team luncheon to be held Nov. 17. • Annie Hoy distributed the book <u>Discussion Course on Cooperatives</u>. 		
Owner Forum	<ul style="list-style-type: none"> • Ellen Craine presented an overview of the Owner Forum Policy. • Chris Moreno expressed concern that hiring Bob Braun does not reflect co-op values. • Will Shapiro has received feedback that some employees are unhappy the Board was consulting with Bob Braun. • Stephanie Hatch said by hiring Braun, management is taking an anti-union stance and violating the right to organize. • Brian MacHale expressed concerns about the Executive Committee's fact-finding investigation. • Susan Franks felt management has a right to express their opinions about unionization, and stated managers are sharing their thoughts with employees. 		
Agenda Review	<ul style="list-style-type: none"> • A Board Director made a request to the Board to add an agenda item. The request was not approved by the facilitator because procedure was not followed. 	Not approved by Facilitator	
Calendar of Opportunities & Expectations	<ul style="list-style-type: none"> • Dinner with the Directors, Oct. 26 • Strategic Planning Luncheon, November 17 		
Training Opportunities	<ul style="list-style-type: none"> • NCBA Conference, Minneapolis, Oct. 4-7 • 2011 Provender Alliance Conference, "Planting Seeds, Harvesting Wisdom", Oct. 5-7, Hood River, OR 		

Consent Agenda	<p>The board unanimously approved all Consent Agenda items:</p> <ul style="list-style-type: none"> ○ Board Meeting Procedures ○ GM Report ○ Executive Committee Charter (name-change only) ○ Newsletter Calendar <p><u>Committee Reports:</u></p> <ul style="list-style-type: none"> ○ Executive Committee Minutes, 8/17/11 ○ BDC Minutes, 9/6/11 BDC Minutes, 3/24/2011 	The BoD unanimously approved all Consent Agenda documents.	
August 2011 Minutes	<ul style="list-style-type: none"> • One Director pulled the August 2011 minutes from the Consent Agenda. 	The BoD approved the August 2011 minutes, with one Director standing aside.	
Communication Guidelines	<ul style="list-style-type: none"> • Requested facilitator to take a larger role in managing high emotions and raised voices. • Facilitator will stand up if required to get the attention of group. • BoD should give the facilitator a signal if they need a break or feel uncomfortable. • It is important to assume the goodwill of everyone sitting at the table. • Check to see if assumptions are being made. • Speak as a group, not for our own private interests. • Follow the Fierce Conversations model. • Email etiquette was discussed. Reminders included: <ul style="list-style-type: none"> ○ Put a subject line in the email ○ Stay on one subject per email ○ Send the email to the person/s the email was intended for and c.c. to the rest of the group ○ If you have an emotional response, wait a day to send the email to give time to examine thoughts and emotions ○ Phone calls are best if information is confidential ○ Confidentiality cannot be guaranteed unless agreed upon before the conversation begins or email is sent 	Discussion only.	
Training with Cheryl Good	<ul style="list-style-type: none"> • Does the Board want Cheryl Good to conduct training on Team interaction? • Matthew Hartman is interested in conducting a training session for the Board. Guy will report back to the BoD. 	Discussion only.	
Board Education Brainstorming Session	<ul style="list-style-type: none"> • Ideas for trainings and Board development include: <ul style="list-style-type: none"> ○ Conflict resolution ○ CCMA 	Conflict resolutions and leadership received highest	

	<ul style="list-style-type: none"> ○ Communication skills ○ Leadership and the ecology of leadership ○ NCGA meeting ○ Provender conference ○ Study group for <u>Discussion Course on Cooperatives</u> ○ Slow Money Conference ○ Shifts in economy and how it impacts local economy ○ Organicology • Local resources to make best use of our money 	votes. The BDC will make trainings proposals.	
Break	A break was held from 6:55 to 7:05 p.m.		
Scheduling Holiday Party Date	<ul style="list-style-type: none"> • Directors were interested in meeting in a quiet space or a private home. 	Holiday party Dec.14, following the meeting. BDC to determine location.	
Evaluation of Elections Process	<p>Minor changes to the elections process were suggested:</p> <ul style="list-style-type: none"> ○ Make name tags for candidates at reception ○ Make sure owners know their owner numbers and are able to write them clearly on the ballots ○ Each January the BDC will update the dates on elections packets so they are specific for that year ○ Elections will be reviewed in September, rather than July 	Discussion only.	Directors reminded to recruit candidates for 2012.
Proposal to Support our Management Team and Staff Council Structure to Resolve Current Issues	<ul style="list-style-type: none"> • Richard participated in the discussion via conference phone. • The Board noted the Ex. Committee deleted the terms “without unionization” in the agenda topic. • The BoD supports employees 100%. The goal: move into trust, clear communication, and the Co-op run smoothly and efficiently. • Everyone wants the same thing; there are different opinions as to how to carry that out. • The Board expressed confidence in the GM and Staff Council. • The Staff Director has utmost confidence in the Staff Council, and believes the Council should be empowered to collaborate with the MT. • The GM felt that the existing structure has worked fairly well, but the potential of the Staff Council has not been fully reached. Working out issues among ourselves is the best way to proceed. • A Director said one reason some employees are considering 	The BoD unanimously voted to support the management team and staff council to resolve current issues.	The BoD will make an action plan to develop tangible ways to support employees, Staff Council and management.

	<p>unionization is that they feel they individually have no power. It is not an issue of wages or benefits. The “at-will” status, where employees could be terminated at any time is a major issue.</p> <ul style="list-style-type: none"> • “At-will” is a charged term, but it is in fact a state law, a legal term that protects both employee and employer. • The GM recognized employee concerns about the “at-will” section in the Handbook. The Handbook could be improved to include a “just cause” provision instead of “at will.” • Changes to the Employee Handbook have never been made without the consent of the Staff Council. • The Exec. Committee reviewed employee records of termination and probation and found just cause in all cases. • Improvements were recommended for documentation, including witnesses present to ensure employee rights are respected when employees are disciplined or terminated. • The role of Staff Council could be bolstered. • Legal advice in the past led management to believe that Staff Council could be interpreted to be a de-facto union, and any kind of direction from management to Staff Council could be potentially a violation of NLRA. This is why management has not been able to offer assistance to the Staff Council. Staff Council could avail themselves of other resources to receive training and guidance, know best practices and their legal role. • Richard would like to have better dialogue and collaboration with Staff Council. 		
<p>Services of Bob Braun</p>	<ul style="list-style-type: none"> • A Director objected to the use of Bob Braun as a consultant because it was perceived Braun's website had an anti-union slant. The Director proposed the Board vote whether Richard and the Board should continue to consult with Braun. At the end of the discussion, the Director withdrew his proposal, saying he didn't want to micromanage Richard. • Another Director suggested finding a new consultant in the interest of good will to staff. Richard said he was open to talking to other consultants in addition to Braun and getting their advice. The remainder of the Directors concurred with his decision. • The GM and the Board do not have a contract with Braun. • Richard gave an overview of his history of working with Braun. Ten years ago, when a prior union effort was taking place, Braun represented the Co-op in negotiations with the 	<p>The proposal to vote on whether the GM and Board should use Bob Braun's services was withdrawn.</p>	

	<p>collective bargaining unit. Through these negotiations, a potential contract was drafted. The employees ultimately rejected the union contracts and instead approved the negotiated policies and integrated them into the Employee Handbook, which remains the same since it was first adopted.</p> <ul style="list-style-type: none"> • Braun has a history of working with the Co-op, is knowledgeable in his field, and is supportive of Co-ops and the co-op movement. • The Staff Director has not heard negativity about the union from Braun. Braun has given ideas about how the Staff Council could be improved, ideas about “just cause” and adding termination as part of the grievance process. He had advice about ways to legally empower Staff Council and give them resources to independently come up with their own legal counsel and advice, facilitation and consensus. Braun did not pressure him either way. The Director also echoed employee concerns about Braun’s website. • Richard encouraged staff members to call Braun themselves and ask him questions and express their concerns. • The hiring of Bob Braun was not a Board decision, but rather a decision of management looking for information how to comply with-the NLRA and how to respect employee rights. The Board supports the GM in making those decisions and does not want to micromanage operations. Directors wanted to register having heard the staff concerns, but do not want to make decisions for the GM. • It was noted that the Board previously voted yes to support management and Staff Council to resolve this conflict. 		
<p>Letter to AFC Employees</p>	<p>The discussion was postponed to a future time.</p>	<p>The Board agreed to postpone the discussion.</p>	
<p>Meeting Evaluation</p>	<ul style="list-style-type: none"> • The Board appreciated the interaction with the owner-employees and hearing their concerns. • The meeting was successful and well run, and many difficult and divisive issues were worked through without high emotions. This work will add to the growth of the Board. • It was hoped the staff members present realize the Board has the best interests of the staff in mind and will convey this to other employees. • It was appreciated that one Director was willing to withdraw his proposal and the GM was able to consider other 		

	consultants.		
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The meeting was adjourned at 8:35 pm.

The meeting was followed by an Executive Session.

Board Actions:

The following Consent Agenda Items were approved:

- August 2011 Board Meeting Minutes
- Board Meeting Procedures
- GM Report
- Executive Committee Charter (name-change only)
- Newsletter Calendar

Committee Reports:

- Executive Committee Minutes, 8/17/11
- BDC Minutes, 9/6/11

The next regularly scheduled Board meeting will be on Wednesday, October 12, 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.