

Board of Directors Meeting

September 13, 2006

APPROVED

Ashland Food Cooperative
237 North First Street
Ashland, OR 97520

Board members present: Erik Wallbank, Joe Golton, Herb Heiman, Richard "Ric" Sayre, Gwyneth Bowman, Serena St. Clair, and Danielle Amarotico. Staff present: Annie Hoy, Outreach/Owner Services Manager; John Miller, Staff Council Liaison; Leslie van Gelder, Board Assistant. Absent: Richard Katz.

The meeting was called to order at 5:30 p.m. by facilitator, Erik Wallbank without Serena St. Clair who arrived a few minutes later. Herb Heiman had to leave the meeting at 7:00.

1. Announcements: There will be a short meeting in December followed by the Board dinner. The lunch meeting with the Management Team will be on September 21st. Leslie was asked to streamline the minutes in the future. Serena may miss the October Board meeting due to a work-related conflict and will miss the November Board meeting because she will be on vacation.
2. Agenda Review: The agenda was reviewed, amended and accepted.
3. Owner Forum: No owners were present at the meeting.
4. Owners on Committees -- Proposal from Outreach: Herb passed out minutes of the September 12th Outreach Committee meeting. The Committee recommended not changing benefits to non-Board committee members. Erik and Joe will discuss the impact on the Board budget of contract employees with the Finance Committee. The Board agreed to continue with the current policy for non-board committee members. The Social Responsibility Committee decided not to give a discount to vendor members of the committee.
5. Staff Council Report: John Miller passed out a draft of the Staff Council Job Description and Mission Statement to the Board which will be shared with and voted on by Staff. The All-Staff Meeting will be held on October 22nd.
6. Calendar of Expectations and Director's Agreement: The Board reviewed and amended the Calendar of Expectations for Board Directors. The Board reviewed, amended and accepted the Board of Directors' Agreement presented by Gwyneth Bowman. The Board agreed to excuse Serena's work-related absence in October, should it be necessary, with one Board member standing aside.
7. Consensus Document: The Board reviewed, amended and approved the consensus policy.

8. Social Responsibility Report: The committee met for a discussion of their charter, the definition of "social responsibility," and what it means to be socially responsible. The committee would like to create a forum of various stakeholders to broaden the discussion and may ask one or more of the recommended consultants to help.

9. Board of Directors Evaluation Recommendations: This issue was tabled until the October meeting.

10. Approve 2007 Calendars: This issue was tabled until the October meeting.

11. Financial Committee Report: There were no questions regarding the report submitted by the Treasurer.

12. Review August Minutes: The August minutes were reviewed, revised and accepted.

13. Meeting Evaluation: Done

The meeting was adjourned at 8:40 pm.

The next regularly scheduled Board meeting will be on Wednesday October 11, 2006 at 5:30 p.m. with Erik Wallbank facilitating.

The GM report and Committee reports are available on request.

BOARD ACTIONS:

- The Board agreed to continue with the current benefit policy for non-board committee members.
- The Board reviewed, amended and accepted the Board of Directors' Agreement presented by Gwyneth Bowman.
- With the exception of one Board member who stood aside, the Board agreed to excuse Serena St Clair's work-related absence in October, should it be necessary.
- The Board reviewed, amended and approved the consensus policy.

The minutes were amended and approved by the Board on October 11, 2006.