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5 **FA Board of Directors Meeting**  
6 **Tuesday August 18, 2009**

7 **Board Members present:** Bettina Schempf, Greg Alpert, Toni Hoyman, Tom Fenske, Robert Williams, Blanche  
8 Sommers, Dan Shapiro, Larry Plotkin  
9 **Board Members absent:** Camille Freitag, Chris Bentley, Greg Alpert  
10 **Staff present:** Michele Adams, Evelyn Hall, Donna Kaiser  
11 **Board Advisor:** Marcia Shaw  
12 **Owners present:**  
13 **Guests & Presenters :**  
14 **Scribe:** Claire Pate  
15 **Handouts:**

16 Board Advisor Marcia Shaw formally opened the Board meeting at 6:30pm. Introductions were made.

17 **I Owner and Guest Comment:**

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19 There were no owners present, but discussion ensued about training. Toni passed around a flyer for Provender which  
20 will be October 7-9, in Hood River. Any Board members who want to go will need to sign up by early September and  
21 should let Toni know. Marcia mentioned that she would be putting information together about CCMA and other training  
22 opportunities coming up for the next year.

23  
24 Marcia asked for feedback about what the Board thinks about our efforts at Member Linkage such as the Thymes'  
25 articles, owner dinners, chats with the Board, etc. The annual owner meeting and board chats are important, but some  
26 work could be done to make them better. Marcia talked about the push-pull aspect of communicating with owners, i.e.  
27 sometimes we are pulling information out and other times we are pushing information into them.

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29 **II Consent Agenda**

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31 There were no items removed from the Consent Agenda. Dan referred to page 4, line 91 of the July Board meeting  
32 minutes, and wanted to make sure we don't lose sight of the need to clarify what is meant by "notifying the Board" about  
33 changes to Product Selection Guidelines. It will be put on the Policy Governance committee agenda to discuss.

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35 **Motion 8-2009 (#1):** Motion by Toni, seconded by Dan, to adopt the consent agenda items as written. This includes  
36 approval of the agenda; July BOD meeting minutes; calendar and timeline; committee meeting reports; recommended  
37 appointments/reappointments of owner members to Finance and PG Committees; the GM report for August; and the GM  
38 Monitoring Report for L5. **Motion passes 7-0-0**

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41 **III Announcements & Updates/Board Correspondence:**

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43 The Board retreat will be from 9 to 5 on Saturday with a potentially shorter day on Sunday. The monthly Board meeting  
44 will happen Sunday morning at 9am, 7<sup>th</sup> & Washington, the Depot meeting room.

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46 Bettina will do the Board chat for this month, along with writing the article. Larry did the Board Chat for the previous  
47 month and advised that there is set up work that needs to be done before it happens.

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49 No more advertisements are needed for owner members to participate on committees. Next meeting we will approve  
50 ORC and BREC owner members.

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52 **IV Items Removed from Consent Agenda - none**

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54 **V Ends Statement Report/Discussion of Ends**

55 It was agreed that the GM's report was a lot better than last year's, and it helps to have the L-statements referenced.  
56 Bettina would like to have less data collection and more about outcomes, like more results rather than lists of activities.  
57 Also, it would be good to get indication whether there is something missing in the "ends".  
58

59 Larry likes that the Ends Statement is something that we strive towards and the GM's progress report is on how close we  
60 are getting. He did not like the interpretation given for Statement 1 – it was not a warm and fuzzy thing to talk about the  
61 efficient and effective use of cash, earnings and capital. It does not seem to go with the statement which is about  
62 providing food that is affordable, healthy, and grown locally to the fullest extent possible. Toni agreed and said that the  
63 statements about effective use of cash, etc. might be better as part of a response to Statement 7.  
64

65 Michele will send out a “survey monkey” for the “Ends” report, so all concerns can be captured.  
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## 67 **VII Retreat Preparation Report**

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69 Marcia passed out a questionnaire inventory relating to decision-making styles, which will be a training tool at the  
70 retreat. If possible, try to get it to her by August 23 at the North store folder in customer service; if not by then, certainly  
71 by September 11 (she'll be out of town in between those dates).  
72

73 At the retreat, board members will talk about decision making then move into some content discussion. The decision  
74 making framework will be used to make some decisions about GM process.  
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## 76 **VIII GM Monitoring Report “Survey Monkey” results – L7**

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78 There were no questions, nor comments.  
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## 80 **IX Ongoing Discussion Relating to Board Processes Survey – Committees**

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82 As part of the Board's self-evaluation, the Board continued its discussion of the results of their survey on “how we are  
83 doing” in terms of Board processes – this month would wrap up that discussion with comments about “Committee”  
84 work. Toni explained that the self-evaluation comments were from the last Board, and most of the work on Committees  
85 has already been done. Many of the issues were as much about the Board being hands off, as the Committees becoming  
86 more self-directed. As an example, next year the Board should be more involved with planning the Owner meeting.  
87

## 88 **X Update on PSG/special orders Survey**

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90 Postcards are being printed, and the survey monkey address has been set up. Postcards can be used to fill out the survey  
91 with them deposited at the north or south store, or it can be done on computer; it will be nice to have that option. The  
92 article for the Thymes will be about the pros and cons of both the standard practice and proposed changes to it. Toni  
93 will send it out Thursday for review.  
94

## 95 **XI Board Manual Evaluation**

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97 Form was handed out, to be returned to Judy Forgey at South store folder.  
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## 99 **XII Other Items**

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### 101 **A. Status Report on follow-up responses to owner questions/comments:**

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103 Duly noted.  
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### 105 **B. Assignment of responses:**

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107 No assignments necessary.  
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### 109 **C. Meeting Wrap-Up:**

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111 The following comments and suggestions were made:

112 Larry – meeting was less formal, with a lighter load. Fine but different.

113 Marcia – when discussions are percolating, she doesn't like to interject if the discussion is working. If it is out of hand,  
114 there will be reminders to be more structured.

115 Bettina will be doing the Board Thyme's article.  
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118 **Meeting Adjourned: 7:45**

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121 September Agenda

122 *Evolution of BDC to BREC: reassigning roles/responsibilities – Camille*

123 *Cooperative Grocer Benchmarks review*

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125 October Agenda

126 *Product Selection Guidelines and special orders discussion*

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128 “Parking Lot”:

129 *Board advisor evaluation process (BDC/Camille)*

130 *Document Retention Policy – do we need one*

131 *Revisions to L4 (review by Finance and PG)*

132 *By-Laws Revision to Article 4.8 (include in June 2010 election)*

133 *Revisions to G policies (Remember to link Board self-evaluation criteria to G8)*

134 *Long Term Cash Flow Analysis relating to North Store Expansion*

135 *Formulate a policy on procedures for responding to owner queries/comments*

136 *Whistleblower policy (Suggested by Bettina)*

137 *Posting of financial review/audit info and budgets – how public to make the info?*

138 ORC

139 *Look for ways/opportunities to educate owners on “Ends.”*

140 *Assignments for Board Chats – watch for monthly events that could be combined with Board Chats*

141

142 Exec

143 *Financial reviews and budget info – How to post and disseminate w/o making it easily available to competition.*

144 *Policy on procedures for responding to owner queries/comments*

145 *Whistleblower policy?*

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147 Policy Governance

148 *Define what “reviewed by the Board” means as it relates to changes made to Product Selection Guidelines.*