

ONEOTA CO-OP BOARD SPECIAL MEETING  
Spectrum Meeting Room  
February 7, 2009

Board members present: Steve P., Georgie K., Lyle L., Joan L., Toni S., Onita M.

Absent: Keith L.

GM present: Troy Bond

Members present: Hanna McCarger., Steve McCarger, Birgitta Meade, Perry-O Sliwa, John Snyder

Steve P. called the meeting to order at 10:40 a.m.

Agenda: The board added an agenda item for a member comments section. Lyle moved to approve the agenda. Georgie seconded. Approved unanimously.

Member Comments:

The following questions were asked:

- 1) What happens when the board makes a mistake?
- 2) Whose decision will it be as to whether Liz Rog is reinstated? Troy's alone, or in consultation with the board or with Michelle Schry?
- 3) The petition signature clipboard that had been in the coop foyer is missing, and the member wanted to know if the board or GM knew what had happened to it.
- 4) Are the ages of child members being verified?

Members shared the following concerns and suggestions:

- 1) If Liz Rog were not to be reinstated, the board should do something to recognize and celebrate her contributions to the coop.
- 2) A confidence-building action the board could take would be to allow coop members to set part of the agenda and choose a facilitator for the special member meeting.
- 3) More education about the policy governance system would be helpful, and the board may want to have a committee composed of board, staff and coop members review the policies.
- 4) Members would like to be able to communicate with each other. The member e-mail list is for coop communications only. There is a blog called ouroneotacoop.blogspot.com. The member encouraged board members to look at it and contribute.
- 5) The board should make extra efforts to be open to member comments.

Georgie said she had taken the petition signature sheet down because she thought the petition was submitted, so additional names would not be allowed. She and Steve P. had met with Birgitta Meade on Monday, February 2. Birgitta said she did not consider the petition to have been submitted yet. She thought there were enough signatures, but the petitioners did not want to submit the petition until all issues about the meeting were resolved.

Balloting and Counting: Georgie is chair of the nomination committee. She reported that she had checked with other Midwest co-ops about their balloting process, and they require member signatures and numbers on ballots. Those concerned about privacy can put the ballot in a sealed envelope, with the signature and member number on the envelope. The board identified the following issues that needed decisions.

- 1) How will ballots be verified and counted?
- 2) Who is eligible to vote? How is “member in good standing” to be defined?
- 3) For child members, will there be any verification of age?
- 4) Will members who join after the ballots went out be able to vote?

The board noted that on many issues there is enough unclarity in the bylaws that interpretations may go either way. Decisions have to be made, but they should not be treated as precedent for the future.

There is nothing on the membership application at this time asking for a date of birth. The board thought it would have to trust that there was some check on child member ages when they were signed up. It will assume that all children who are now members are 10 years or older, and therefore eligible to vote. The application form will be changed to include a date of birth.

Georgie moved to consider all “members in good standing” as being eligible to vote, up to and including members who join on March 27, 2009, when ballots are due. Toni seconded. Approved by a vote of 5 aye. Lyle abstained, since he is a candidate.

The board discussed what working definition to use for “member in good standing.” Any member who has paid the full \$140 member share is in good standing. For those paying in installments, will they be required to be current on the payment plan or just to have made the most recent year's installment payment? The practice for the past seven or eight years has been that members could have a lapse in payments and again be considered in good standing by making one year's payment rather than all missed payments. The board thought that if following current practice was not harmful, it would be prudent to maintain it for this election, and then review the bylaws to make voting eligibility more clear. Joan moved that “member in good standing” will be those who have made the complete \$140 member share payment or have made a \$20 membership anniversary installment payment within the last year, and the board will review the requirements for “member in good standing” withing the next 12 months. Toni seconded. Approved by a vote of 5 aye. Lyle abstained.

Special Member Meeting: The petitioners think there will be enough signatures to require a special member meeting. The meeting's purpose as stated in the petition is to “consider the reinstatement of Liz Rog.” There are larger philosophical issues and smaller pragmatic issues that will have to be sorted out to prepare for a special member meeting.

Will there be a question to be voted on by the membership? If so, how does that happen and who will be able to vote on it? Bylaw 4.3, titled “Notice,” states that if issues requiring a member vote are on the agenda of the member meeting, a ballot shall accompany the notice of the meeting. Bylaw 4.4, titled “Quorum” states that, unless otherwise provided, there is no quorum needed to transact the business of a member meeting, and a majority of those voting shall constitute a valid vote of the members.

If at the special member meeting there is a motion from the floor on the issue of reinstatement, would it be voted on by the members present, or would it have to be voted on by written ballot to the whole membership? Would there have to be a member vote on the motion, and then again on the issue posed in the motion? After discussion, the board thought a reasonable interpretation of the bylaws was that any procedural motions necessary to conduct the meeting could be resolved by a vote of members

present at the meeting, but motions on substantive issues would have to be voted on by the whole membership. The board will seek legal advice on this issue.

What effect would a member resolution in favor of “considering reinstatement” or “reinstatement” have? If approved by the membership, would it be binding on the general manager and board, or would it be an advisory opinion? Can the members mandate some action in the operation of the store that the board could not require the GM to do under current bylaws and governance policies? The board thought a member resolution for reinstatement would have to be advisory.

Another procedural issue raised was what would happen if a motion at a special member meeting was tabled. How and when would the motion be brought forward again?

Once the petition is presented, it will either meet the 20% requirement or fail to do so. If it fails, the petitioners would have to start over.

Perry-O said she wanted the board to provide leadership to get through this. She would like a broader discussion. Steve M. asked that the petition signature sheet and clipboard be returned to the coop foyer.

The board very much wants to have further discussion with the membership about the process of governance. The board can call a separate special member meeting. It decided to wait and see what the result of the member petition was. It would be more efficient, and less expensive, to have one mailing to the membership that could give notice of a petition-called special member meeting and a board-called special member meeting.

Executive Session – Legal and Personnel Issues: Georgie moved to go into executive session to discuss legal and personnel issues. Toni seconded. Approved unanimously. The co-op members who were present left the meeting.

The board discussed legal issues regarding the special member meeting and legal issues regarding personnel issues.

Georgie moved to leave executive session. Joan seconded. Approved unanimously.

Next board meeting: The board had set February 19, 2009 as the date for its next regular board meeting. After discussion, it was agreed to schedule the regular board meeting for February on the 26<sup>th</sup> and used the 19<sup>th</sup> as a special board meeting to address the board's responses to the member questions from the January 29 meeting. The board will plan on having a venue that allows for ample member seating.

By having the regular meeting on the 26<sup>th</sup>, Troy will have additional time to put together a financial report. Troy said he would be doing additional inventories at the end of February and March. He is working with staff to make sure all invoices are turned in quickly. He is reviewing systems for inventory control. He will try to get weekly cash statements out to the board.

Lyle moved to adjourn. Georgie seconded. Meeting adjourned 2:15 p.m.

Respectfully submitted, Onita Mohr, board secretary