

ONEOTA CO-OP BOARD SPECIAL MEETING
Spectrum Network
February 19, 2009

Board members present: Steve P., Georgie K., Lyle L., Joan L., Toni S., Onita M. and Keith L.
GM present: Troy Bond

Members present: Sue Otte, Andy Johnson, Kristin Albertson, Jana Kosterboer, John Klosterboer, Hanna McCarger., Steve McCarger, Birgitta Meade, Perry-O Sliwa

Steve P. called the meeting to order at 5:05 p.m.

Member Comments: Birgitta M. said the petition spreadsheet had been sent to the board's e-mail box. She calculated there were 470 signatures. The written petition signature sheets will need to be submitted also so that the names case be be cross checked with the spreadsheet.

Hanna M. asked if the names on the ballots could be checked periodically before March 27 to let people know if they behind on their membership payments. She asked again that the coop do something to acknowledge Liz Rog, such as an article in the Scoop or some time at the annual meeting.

Andy J. provided the board with a written proposal for an ad hoc personnel committee, which he suggested could be charged with investigations on a broad basis, such as communications, or on a specific basis, such as the grievance recently filed by Liz Rog. Alternatively, it could focus on process, what went wrong and how to right that. He thought there needed to be more openness in dealing with Liz's layoff. The perception is that the board is not willing to revisit the issue.

Birgitta M. provided a written list of questions about policy governance. She asked how the cooperative principles fit into the Carver model of governance. She suggested that members were ready to learn more about the governance process, and now would be a good time for the board to do that.

Steve M. expressed concern about the accountability of interim GM Michelle Schry. He asked what the board planned to do about misstatements in her January 29, 2009 financial report. The board asked what errors he was referring to. Steve M. said the figures for sales, expenses, labor as a percent of sales and margin, for the 4th quarter and the year, were incorrect. He said Michelle did not reconcile Quickbooks with the POS data. The board will have Troy review the reports and advise of any discrepancies.

The board advised the members present that it would need to go into executive session and would go into a separate room to conduct that portion of the meeting. Members were welcome to stay.

Executive Session – Legal and Personnel Issues: Georgie moved to go into executive session to discuss legal and personnel issues. Toni seconded. Approved unanimously. The board and Troy went to a separate meeting room. The board had a consultation with legal counsel and discussed the advise that had been given. Joan moved to leave executive session. Georgie seconded. Approved unanimously.

The board returned to the general meeting area.

Discussion – Board Elections: Hanna M. had asked if the coop could call voters who were not current

on their membership payment agreement so that they could bring themselves into “good standing” before the election deadline. The board discussed the matter and agreed that the proposal was not viable. The ballot verification will be done as a separate procedure from ballot counting, by two volunteer non-members after the close of voting on March 27. After verification, the names will be removed before the ballots are counted. To comply with the request, the verifiers would have to appear on multiple dates to do batches to check the voter's “good standing” status and then recheck ballots that might be brought into good standing by the election deadline. The procedure would also raise the issue of who would be doing the calling to tell members they were not in good standing?

The board will have a sign posted telling voters to check their membership status, and the same reminder will be sent to the co-op's e-mail list of members. The board thought it was the members' responsibility to verify their good standing. Members are prompted at the cash register when their share payment is due.

The board reflected on how the balloting process had come to be the way it was up until this election. Ballots were mailed with the Scoop to save money. However, the Scoop did not go to all members, and households with multiple members only received one ballot. Those not getting ballots through the Scoop had to request them. It was not a good process. This year's election has brought the shortcomings into focus. The board will review the process for improvements before the next election cycle.

Responses to Questions from January 29, 2009: The board will respond verbally to the member questions noted at the last regular meeting. The staff-board communication and feedback loop has been clarified, and the guidelines have been read to staff and posted at the time clock. Membership and marketing duties are being done. The board would like to continue telling the story of how it does its business. All of the work of the board and the co-op must go forward.

Discussion on Petition for a Member Meeting: Birgitta advised that the petition was submitted on February 16, 2009. The board will review the spreadsheet and written signature sheets to verify the “good standing” of the signers. Georgie volunteered to do this. She will need a list of the members in good standing as of February 16, 2009 from the co-op's POS data. No signatures can be added or subtracted now that the petition is submitted. Georgie moved to acknowledge that petition for a special member meeting was submitted to the board on February 16, 2009. Lyle seconded. Approved unanimously.

Birgitta said she had cleaned up a lot of the multiple entries. Her count on the signatures was 470. Birgitta and Andy have other issues they would like to address as a special member meeting, and they have provided the board with outlines of those issues, as noted in the “member comments” section of the minutes from this meeting.

2nd Executive Session – Legal and Personnel Issues: Joan moved to go into executive session to discuss legal and personnel issues. Lyle seconded. Approved unanimously. The board and Troy went to a separate meeting room. No further public meeting was going to take place, so the members who were attending left the meeting. The board had further discussion about the advice it received from legal counsel and how it wanted to proceed. Georgie moved to leave executive session. Toni seconded. Approved unanimously.

Assignments: Steve will do the board policy monitoring for February's regular board meeting. Troy will review the 4th quarter and year-end financial statements and advise the board of any adjustments.

Troy will start getting into the policy monitoring routine with an update on Policy L5, financial status.

Toni moved to adjourn. Georgie seconded. Meeting adjourned 8:20 p.m.

Respectfully submitted,

Onita Mohr, board secretary