

**Saturday, March 1<sup>st</sup>, 2008**

Meeting re-convened at 8:50 a.m.

**Volunteers for referee:** Dale Maas, John Koskan.

**Announcements:** policy proposals to AGMM must be handwritten, hard copy and handed in to secretary before bringing to floor.

**Keith Everts birthday** – the assembly stood and sang the birthday song to Keith

**Voting Process:** Wes Baker, Clark Phillips and Bryce Stephens from the Elections Committee explained the process for balloting. See attached. Only 4 possible candidates. Question from Brother Kurt (BrK) – how to vote proxy. Request two ballots – vote yours on one, proxies on other. Ballots must be turned in by 10 a.m.

OCIA Research and Education voting: Susan Tyler moved, seconded by Jake Geiger to accept nominations by acclamation. Carried.

Lyle Hamann (LH) asks if Guatemalan candidate is present today, he was absent yesterday. Sven: no, he was not able to attend AGMM at all this year.

Motion to close nominations, moved by Jake Geiger. 2<sup>nd</sup> by Joe Dietz.

Juan Diem from Guatemala spoke about Joerg Sterkel, the Guatemalan candidate. He has been 10 years in chapter. Supports all producers who are members of Guatemala chapter. Hoped to be available to participate in our meetings. Speaks English, German, Spanish. Is a coffee producer/processor as well as an engineer. 35 years old. Will be available to attend all 3 in person board meetings.

### **Bylaws – continuation**

**Bylaw B-3** moved by Steve Elliott (SE), seconded by Sven Schalit (SS). Jim Robbins (JR) – the board supports.

Carl Eidness (CE) – if we are striking out review, what is it the chapter is supposed to do with these files when they get them? If they are not supposed to do anything should we just have them sent directly to Lincoln?

Susan Tyler (ST) – purpose is to head off accreditors complaint- reviewing is not the same as making decisions. She does not support. Administrators are required to do pre-inspection review. Does this mean she can't fill out that form? We need to either change wording or defeat.

Steve Elliott (SE) – trying to take care of situation where chapters have to send new files directly to office. Has suggested language which “may” review such applications. ST thinks this would be acceptable.

Sven Schalit (SS) – what chapters do is stated clearly in other parts of our Quality System. Sees no problem in striking because it doesn't say we can't do it.

Marian McBride (MMc) – title is application for certification – it clarifies who can accept an application. It doesn't say we shall not or can not, just says we can accept applications.

Carl Eidness (CE) has instructions from his chapter to vote against as it was written, after listening to explanations he thinks he could vote for it. Is there another place in Bylaws that allows chapter co-ordinator to review files? If that is in place he could support. SE quoted section of Standard that contains that detail. However, standards only pertain to OCIA program.

ST understands strategy of leaving words off. We have been presented with a proposal to get rid of chapter reviewing so she is nervous. There is confusion about what review means. Maybe it should say may review for completeness but shall not make decisions on such applications. SE accepts that as friendly amendment.

Vote on B3 as amended carries

Bylaw B4 moved by SE, seconded by Dale Maas (DM). The board accepts concept of this proposal but think the wording needs clarification, especially last sentence about economic and social structures.

Marian McBride – will the last Bylaw we passed eliminate regional offices from making decisions? Yes, to reconsider we need to finish Bylaw B4

Brother Kurt (BrK) suggests wording “based on economic realities of the region” instead of “economic and social structures”. SE accepts as friendly amendment.

Tyler Remoue (TR) friendly amendment to delete “members served by”. It seems redundant to have regional members meet and decide and then also meet and decide at Int’l level to approve fees. Staff members should be able to set fees. SE Not accepted as friendly.

ST – reason for proposal was to empower people in region who are served by office to set fees. People in region must make decisions about fees, subject to approval at Int’l level.

CE if this was to pass would it be possible for multiple fee structures to exist around the world within OCIA? JR – yes, it would be possible that the fee structure in regions would be different but the International Board would ensure the Int’l office gets what it needs per file. That would be equal. However, it is possible for different regions to have different fee structures. For example, region may choose to assess fees on acreage basis rather than sales, as long as they submit the necessary amount to Int’l.

MMc – are we talking about accred costs at Int’l office? Administrative costs may differ from region to region. 3 part fees – Int’l, region, chapter.

John Koskan (JK) is this different structure or different fee? We establish fees here at AGMM. We should not be setting different fees, but different structures is okay.

JR – the intention is to allow regional pricing. That is a problem now with competitiveness. Int’l needs a certain amount per file – they would still receive equal amounts for that from every region. JK – so why do we need it then? JR – the way we currently price is not regionally sensitive. Example, it may not cost as much to operate regional office in Guatemala as it costs in Canada.

Tim Rogers (TR) a lot of info is at stake in this amendment. He moves we table until we have report from ad hoc committee.

TR moved, seconded by CE to table Bylaw B-4. Motion defeated.

BrK asks if this means we could create competitive pricing against competitors? Yes. That is a big deal.

Jeff See (JS) this does not affect chapter fees – they already do that regionally. It only affects direct associate fees.

Wes Baker – point of privilege – ballot box is closing.

SS asks how does this affect the competitiveness of chapters? Would that be taken into account? What would their role be? Is it possible they could be ignored?

ST wants the minutes to show it is not the intention that the chapters be ignored. That is why she would not remove the section about the meeting of the members served by regional office. That means chapters.

MMc supports proposal. It allows us to function in region with lower costs as well as being competitive. It is important to move forward.

SS proposed friendly amendment “all members served by regional office including chapter members”  
Friendly accepted.

Vote on B-4 carries

Marian McBride moves to **reconsider Bylaw B-3**. Seconded by Keith Kadrmas. Motion carries.

ST suggests we keep words “which may review such files for completeness.” And add: “Notwithstanding the above, the only body with the authority to make certification decisions is OCIA International Inc.”

SS moves to send this Bylaw back to the committee to study all the potential implications. Seconded by Dariush Edneveria. No action taken.

Motion by SS to table, seconded by ST.

**Bylaw B-5**. Moved by SE, seconded by DM. Int’l board supports.

ST asks for explanation. SE – to straighten out misunderstanding. It only takes 5 people seeking certification to form chapter, not already certified. This was ruling from several years ago but it was not incorporated.

Vote on B-5 carries.

**Bylaw B-6 (Supporting Members)**. Moved by SE, seconded by DM. Int’l Board did not reach consensus.

DM – Dale – correction Article 7.4.2 should be 7.4.6.

Br Kurt – problem of organization being taken over by career bureaucrats. Should require hard connection to organics, eg researcher, processor, etc.

SE – we have another bylaw that requires a 2/3 producer control. BrK – many organic professionals emerging now are not land owners, they are urban people.

JR – point of information – if we pass this amendment that refers to 7.4.6., is it also necessary to pass B-10?

SS opposes. OCIA should be member owned and controlled. For him being a member is being a farmer, certified.

CP point of information and historical reference. The reasons BrK brought forward are exactly the reasons this is in the Bylaws. There was a time when control was taken from farmers and put in hands of consultants.

CE shares fears voiced, in theory, but thinks it is positive to broaden our scope and have input from more professional people (other spheres, still related to organics), also younger people. Asks to have section re: control read again. If we can ensure farmer control and still have input from other sources he would support.

SE read the Bylaw passage.

MMc wonders if this has to do with need for establishing other board to separate certification from other activities. What are long term implications?

JR this was part of the restructure proposal to consider smaller board for certification agency that was not farmer. This was driven by accreditor comments. This set of amendments would mean supporting members could join, vote and serve on Board. If we were forced to do this by accreditors our bylaws would allow us to form board of supporting members.

JSee – by allowing this possibility you still have farmer control. If someone runs for the board you don't have to elect them. This puts mechanism in place to meet requirements such as NOP. Would eliminate need to pay another certification agency to dual certify our board members. This Bylaw doesn't force anyone to do anything.

Bryce Stephens – it's goofy we are governed by a board certified by our competition. If Executive Director became supporting member would he still be able to do certification activities?

JSee if you are worried about staff taking over organization put in exclusion saying staff can't be members. Staff are there to perform functions you direct, not to set policy. He may argue for policy but it is not his place to set policy.

SS since this was put in place to support restructuring why don't we table it and give it to the ad hoc committee.

JR moves to refer Bylaw B-6 back to Bylaws Committee. Seconded by SS.

SE asks for clarification. For what purpose to refer? To bring up next year? JR – to work on after the ad hoc committee has considered restructuring.

Jake Geiger (JG) when it is time to make a decision in business sometimes time is important. We aren't always neat and tidy but we need to at least keep trying. Time is money. He is not speaking for or against but it behooves us to try to be mature enough to move forward and not delay stuff un-necessarily. If we can't agree we should discuss.

MMc requests clarification on members not being able to be staff. Question not appropriate at this time.

SS – Jake is not right, this avoids putting the cart before the horse.

Lyle Hamann (LH) is disappointed. Bylaw committee – he hopes some time and effort was put into these before bringing to meeting. He also hopes Board put time and effort into looking at them. If almost every Bylaw is to be tabled or referred we aren't doing our jobs.

ST- this is OCIA process. Sometimes we agree, sometimes we don't.

JR – bylaws committee is very active and does work hard. It is not their duty to edit or remove proposals. They simply ensure they meet the criteria to be a Bylaw proposal, i.e. understandable.

JG appreciates what Susan said about the history of our group. Maybe we need to change a little bit to survive.

Rob Malcomson opposes the referral.

ST was moved by what Lyle said. She is in favour of referring.

Vote on motion to refer Bylaw B-6 to Bylaws Committee. Chair calls for division of the house. For = 279  
Against = 96

Motion by SS, seconded by LH to refer Bylaws B-10, B-12, B-13, B-14 back to the committee.

LH – didn't mean to be harsh on Board. He understands that these motions pertained to restructuring. He agrees that it is proper to refer these bylaws to after the adhoc restructuring committee reports.

Motion to Refer carries.

Bylaw B-7. moved by SE, seconded by CE. JR- board supports, but feels need for clarification in wording.

ST would accept same friendly amendments from B-4 to this proposal. "Notwithstanding the above, all those members served by a regional office, including chapter members," At bottom, replace "and social structures" with "realities".

JK asks for explanation. Are we allowing regions to set their user fees and compete? Why are we doing this? SE – reasoning is same as B-4. regions could adjust method or value of fees as long as Int'l gets same support from region. JR – it is a regional competitive issue. The only thing that would be in play would be related to the cost of the regional office. At the moment regional office costs are embedded in Int'l budget. Region would not be allowed to play with costs to Int'l, only costs for operating regional offices. SE – this doesn't mean lower fees – could also mean people in region may choose to pay more to support regional office. Int'l board still has to approve it.

JSee – will the board be setting hard boundaries? Maybe someone in a region would want to go to another region with different pricing structure? JR – difficult and interesting questions – Jeff is correct. Would have to be a geographic boundary.

CP – agrees – but points out that is just JR opinion, the Board needs to work on.

ST – the regional office has phrase "may serve other regions". She thinks we may need to bring a bylaw at some other point. We can try not to compete with each other, but the intent of this motion is not to force people to go to a regional office. Some may not want to participate.

Vote on Bylaw B-7 carries.

Break called at 10:58 a.m.

Meeting re-convened at 11:17 a.m.

SE learned that the Bylaws weren't presented in Spanish to the latin American members. He apologizes for not reading them orally. From now on the Bylaw will be read out loud so it can be translated. ST asks if that was true for standards as well? Yes. She also apologizes, she did not realize they were not translated.

Motion by ST to bring B-3 back to the table. Seconded by CE.

Motion to untable Bylaw B-3 carries

Revised additional wording: "which may review such files for completeness. Notwithstanding the above the only body which currently holds the authority to make certification decisions is the OCIA International Office."

Clarification – the word "currently" allows that if a regional office was accredited they may be able to do this in the future.

MMc noticed that 4.1 is crossed out, it is now 4.2. will this be re-located as well? SE – yes, housekeeping detail.

Vote on Bylaw B-3 carries.

LH moves to bring Bylaw B-2 back to the floor. Minutes need to be checked to see if Bylaw was tabled or referred before motion can be accepted.

**Bylaw B-8:** SE moves, seconded by DM to bring Bylaw B-8 to floor. Jim Robbins reads out loud. Not supported by Board.

CE – confused regarding farmer control.

JR – there is a bylaw which states that if certified member votes fall below 2/3 proportion of total then the election committee can adjust votes so farmers hold control. If Bylaws are passed certified members could choose to elect non-certified people, eligible to vote and be elected for office.

BrK asks about CGG – does this mean each member gets one vote? JR – CGGs make one application and count as one certified member.

SS speaks against because in Lincoln last year B-13 was supposed to be sent back to find fairer way of dealing with CGGs in chapter structure – this has nothing to do with that.

MMc also speaks against because it is geographically favourable to wherever the AGMM is held, more than we currently have. It also doesn't address the direction.

Gordon P - someone dropped out of chapter and became MLA because he didn't want to pay chapter fees. Now he gets whole vote, when was in the chapter he only got percentage of a vote.

SE – committee was directed to come up with a new voting structure that was neutral in that it recognized CGGs and members at large.

CP – it looks like this puts the votes for sale for the cost of registering a delegate. If you register 100 delegates you could have 100 votes. If you only have enough money to register 2 delegates you would only have 2 votes.

SE- the amount of delegates you are allowed is in proportion to the size of your chapter.

CP asks SE to consider withdrawing this motion. SE said he is willing.

CE agrees with Clark. If the people who submitted are not sure about it we should stop wasting our time on it.

SE withdraws Bylaw B-8.

SE checked minutes, Bylaw B-2 was tabled so it is eligible to be removed from table.

LH moves to remove Bylaw B-2 from the table. MMc seconds.

John Koskan (JK) why is this not a debatable motion? He would like to hear the reasons for removing from table.

Vote on motion to remove Bylaw B-2 from table. Chair called for division of the house. For = 157  
Against = 161. Motion fails.

LH moves that Bylaw B-2 be referred to Bylaws committee.

Question – can we refer when it is tabled? Dale will look it up.

**Bylaw B-9.** Moved by SE, seconded by DM. Jim read the proposal. The board did not reach consensus on this proposal.

Richard Gross (RG) would like to leave voting as is. Some smaller chapters may not have many members but they have a lot of acres and user fees. Need to spread out representation equally. Other chapters may have lots of small vegetable growers. Suggests defeating motion.

Susan Tyler (ST) represents mostly small veggie producers but agrees with Richard, likes previous voting structure. It gives respect to small growers.

MMc is in favour as this is closer to the intent of last years bylaw. The chapters with large number of members are disadvantaged. In our current system chapters would be encouraged to break into smaller chapters to give them more say. Members are members – we come to meetings looking for betterment of all members.

SS refers back to last years discussion. Proposes amendment to unstrike what is struck (10 votes/25 members, 2 votes/additional 25 members). Strike “one vote per 4 members”. Add a CGG within a chapter would count as one vote towards the total chapter vote. This would bring his chapter vote from 14 to approx 72. ST seconds.

JR- point of order - this changes the intent

CE fundamental concern that speaks to original proposal plus amended proposal. It is a tough juggling act to be equitable towards people, regions, acres, etc. Will never be perfect solution. We are getting models without information on possible effect. Before voting he would like to have technical person come up with some examples, if we adopt then we have this – if we adopt that we would have something else. Is against proposal until he has more information.

SE – committee did not have adequate information for either of these proposals. That’s why two proposals. He ran ramifications on vote on this proposal. Majority of votes would be in 9 chapters.

JR – presses point of order raised earlier. This amendment is out of order, it changes original intent.

CP does not think it is out of order. It is in harmony with the scope of the proposed amendment.

SS – as far as he knows there are only 2 chapters with this condition (CGGs) – Peru and Mexico. It would not affect the percentage.

Jeff DeWald agrees that this motion changes the intent of the Bylaw proposal.

SS moves to challenge the ruling of the chair regarding accepting the amendment. JK seconds.

John Koskan disagrees with Sven on outcome, but subject is the same: voting rights. If we restrict ourselves too much it will hurt the AGMM in making decisions. He seconds the motion to challenge the chair.

Vote on motion to challenge the ruling of the chair re: accepting the proposed amendment. Motion carries. Amendment is in order.

Clarification – we are now discussing Sven’s amendment to the Bylaw proposal.

JR- the reason why the proposers came forward with the amendment is because there is a problem in democratic terms with not distributing votes according to population. That is standard democratic practice. This motion as amended returns us to status quo but doesn’t address the fact the smaller chapters have greater voting power than larger chapters. Ex – Sask 5, average 95 members had 14 votes at 2007 AGMM. Sask 3 had 10 members, 10 votes. There is a problem with this. This proposal attempts to address that disproportion.

CE- are we back to original proposal? What happened to amendment? Is there anyway to give similar breakdown to chart in our booklet as to what would happen if this amendment is accepted? Jeff See can find that information.

CE moves to refer Bylaw B-9 back to Bylaws committee. Jake Geiger seconds. Vote carries.

**Bylaw B-18** – SE moves, DM seconds. Jim read the proposal. The Board supports.

CP suggests also reading the arguments and history to give people background. JR does.

Vote on Bylaw B-18 carries.

**Bylaw B-15**, SE moves, DM seconds. Jim read the proposal. Board did not have consensus on this.

CE thought it was a no-brainer, however if that is so there should have been unanimous support by Board. Where are points of contention?

JR – division of opinion. Some opposed had difficulty with quantity of material. The QMS is complete set of documents used in OCIA, all the forms and procedures. Concerns re practicality.

SS – the QMS is a binder 8-10” thick with lots of documents. If he had been asked to read all those documents and swear an oath to it – he would have to resign from board.

CP – as this is written, it doesn't make sense. How does someone demonstrate they are following all the standards? How can you follow standards you are not certified to? He understands intent but words don't work. This is attempting to bring into play the QMS and policy manuals. It also attempts to address the reality where we certify to many standards. But we can't follow standards we are not certified to.

SE – this is a proposal we probably should have worked on more with presenter.

BrKurt – can these documents be rebuilt as searchable database? Yes, it already is. Then all you have to do is demonstrate competence to search the database.

JR – if you are swearing oath you are promising to follow the documents, not the index. The intent is not that we are competent and understand, the intent is that we will follow what they say. To swear the oath they would have to read all the documents.

Tyler Remoue (TR) doesn't know what is in all those manuals, his concern is that he sits on chapter board as treasurer. Does this make him more legally liable for what goes on in that chapter? For example if fraudulent activity goes on, is there something in those manuals that would make him more liable? Is he signing up for more responsibility? SE – this only pertains to international board. TR – if he wanted to run for board, then what? SE – board member must understand the way the organization works. Must do due diligence. When he was on the board we read the policy manual – it is something the board should be familiar with. He thinks this is a bit radical. Legally a board member has to practice due diligence – he isn't sure how that would be defined. JR thinks it is always unwise to assume when you are signing an oath or contract. If you swear to something you do not understand, you would have made a legally binding oath.

MMc we have run for a very long time with the words bylaw and standards. This is overkill. Can see the validity of adding OCIA bylaws and standards, but doesn't like having the quality and policy manuals included for the same reasons Jim stated. She proposes a friendly amendment to leave in OCIA Bylaws, strike Quality Manual System, Policy Manuals, etc. JDeWald – proposer is not here to accept as friendly.

ST thinks it should be referred. There was a problem this year with the board understanding the system of governance, mistakes were made because of that. You don't need to refer to all these documents – you need to understand the bylaws and ensure you are not in contravention. This does not solve that.

ST moves to refer this back to committee to address the problem with different wording. CE seconds.

DeEtta Bilek (DeB) supports – out of order until referral is dealt with.

Vote on motion to refer Bylaw B-15 to committee carries.

**Bylaw B-16** –moved by SE, seconded by SS. Jim read the proposal. BoD supports.

MMc – Is this an accreditation problem? She surrendered her NOP certificate when she was on the board – that created a problem for her.

JR – this would be emergency procedure to follow in a crisis.

Bryce Stephens (BS) asks – sometimes accreditation audits require deficiencies to be corrected in as little as 10 days. He questions 60 day timeline in this proposal. Will that create a problem?

JR- 10 day limit is to file response. In that case the response would be that the Board would surrender certifications within 60 days.

Vote on Bylaw B-16 carries

**Bylaw B-17.** Moved by SE, seconded by DM. Jim read the proposal. Amended in workshop to read “c. committee members must be a current member of OCIA, or an OCIA chapter member, to serve on committees, unless there are certain qualifications that require a non-member to serve on a committee.” Board supports.

Vote on Bylaw B-17 carries.

Recess for lunch at 1 p.m. Please return headsets.  
Meeting resumed at 2:10 p.m.

**Bylaw B-9.** Motion by SS, seconded by ST to return to floor. Motion carries.

Jeff presented figures illustrating potential implications of this bylaw.

Denis Brodner (DB) says this new proposal seems to address inequalities for CGGs, but not the direct associates and chapter members. In his chapter they have more votes than they have members.

ST thinks it is fair to small, large producers and CGGs. She thinks her chapter is small, she is fine with her chapter having the same number of votes as even smaller chapters. This would give her chapter 1 more vote. Other chapters may get 17 or 18 more votes.

ST proposes a friendly amendment, “10 votes for the first 10 members, plus one vote for each additional 10 certified members. For every 3 CGGs within a chapter would count as one vote.”

JR – unattended consequence to making adjustments in vote. You also make adjustments to total number of votes. Example, his chapter currently has 14 votes (3.3%), under the new proposal they would receive 17 votes (3.4%). He thinks the proposal needs a little more work.

Rob Koskan (RK), according to minutes – in last years discussion CGGs should have 5 votes each since they account for large amount of sales. However, each CGG only pays one certificate fee. The shift in large amount of votes also shifts representation according to revenue coming in. does not support resolution at this time.

Amy Krasne (AK) is from a larger chapter. This encourages them to break into smaller chapters to have more voting ability.

Denis Brodner (DB) proposal would eliminate his chapters voting rights.

John Koskan (JK) also thinks we should take it back and look at it closer. The best way is one man one vote, but that isn't practical, especially with our grower groups.

CE agrees conditionally with one man one vote idea – it should be strived for. Limitations are recognized in U.S.A. one chamber based on one man one vote, other based on geographical entity (i.e. state). The original proposal from Sven went too far in changing things, the compromise he could support but he agrees that this is pretty important and the rest of his chapter members should also have a right to have a say. They had a say on the first proposal, but not this one.

SS – this was talked about at last years AGMM so it shouldn't be a surprise. The bylaws committee dropped the ball. He thinks this would be a doable proposition.

Tim Rogers (TR) moves to refer back to committee. Seconded by Rob Koskan.

LH understands the debate has been on the floor 2 years, he doesn't think it should be tabled any longer. We need to come to a consensus. It was referred last year.

Rob Koskan – motion was defeated last year, it should be defeated this year.

Clark Phillips – actually it was referred to committee but the minutes were deficient and did not report that so the bylaw committee had insufficient instruction. This year the minutes will be clear (we hope) so there will not be a problem.

MMc – hopes someone would work with the figures, this has been rattling around for a while – which is why she would oppose referring it to committee.

SE understands that the problem is not necessarily that the proposal is bad, the concern is that members back home haven't seen it. Would sending it out with the data indicated help?

BrKurt – no, that would not be sufficient to just have raw data – need tools to understand the data.

Vote on motion to refer **B-9** back to Bylaw Committee carries.

Meeting recessed at 2:49 p.m. for OCIA Research and Education AGMM.

### **OCIA Research and Education Meeting**

Brenda Frick reconvened the meeting at 2:52 p.m.

Agenda: Marion McBride (MMc) moves to accept agenda, seconded by Susan Tyler (ST). carried.

Minutes of 2007 AGMM: motion by Elliott Driscoll (ED), seconded by Carl Eidness, to approve. Carried.

Reports. See attached.

- President, Brenda Frick
- Executive Director, Stephanie Neuman
- Treasurer, Martin Meinert

Discussion re finance reports

Martin Meinert (MM) Concerned that most of the income goes to administration. Under rules for maintaining charitable status we have a problem – the percentage going to administration is too high. Both in Canada and the U.S.

Marian McBride (MMc) asks about money going out in grants – is that construed as charitable? Yes. Is OCIA Int'l donating Theresa's accounting work back and forth, or is she given something for administration out of the budget? Theresa is no charge. All the administration cost is for Stephanie.

Jim Robbins (JR) asked for update on Kirby McCuaig fund – approx \$5000 in Canadian bank account. MM – need approx \$20,000 to offer \$1000 annual scholarship. JR – in short term could offer \$500 if we could attain \$10,000. JR was pleased we were able to honour Kirby, who cared very much about research. He urges individuals to again contribute to fund to at least bring us to \$10,000 so the work can begin. This would be a 3<sup>rd</sup> scholarship for R&E. These funds came all from private contributions, not from OCIA. This is a scholarship that does not have to go to student, could also go to farmer. JR suggests that some attempt to continue to make people aware that the fund is there would be helpful. He also suggests the Farmer of the Year award could be named the Kirby McCuaig Farmer Of The Year award. MM doesn't think the board can do that. Possibly a motion later in this meeting.

John Koskan (JK) looks like a lot of administration for product. Any consideration of using administration of other organic organizations to make dollars go farther? BF – Stephanie is working with other organizations.

Liz Sarno (LS)– Stephanie gets income from some of those other grants.

JK – is there additional information – MM yes, on website.

MM as a volunteer board they really depend on Stephanie. BF – there is also a page in each Communicator.

Sven Schalit (SS) – suggests asking Brother Kurt to help with web site.

Clark Phillips (CP) over the last 3 years approx 48 pages of info in the Communicator on what R&E is doing.

John Koskan – looking for info on research results, not necessarily administration. He hasn't seen that yet.

BF – researchers are slow – this is still the first year so there is not a lot of information that is ready to be put out yet.

MM – as quickly as they get it they will put it on the web site.

Jim Robbins (JR) asked for clarification on why it would be difficult to be independent from OCIA Int'l

MM – most of what they do hinges on Stephanie. Sometimes she doesn't have enough time. The board also lacks some expertise, especially on things like grants/money. Without the support from Int'l they would have to hire outside people to help. Will be putting a proposal to OCIA Int'l that if they are to be self sufficient they will need more resources, especially professional grant writers to get those results. They currently don't have the expertise. Will be putting a formal proposal in.

Research reports (Liz Sarno) – see attached

Farmer of The Year, Crop Improvement reports – see attached

Budget – see attached

Motion to approve the budget – Keith Kadrmas (KK), seconded by Carl Eidsness (CE). Carried.

MM asked members to bring their ideas, their proposals to the R&E board. They want to help chapters, and have some funding available for projects. Money available on first come first served basis. Will need some information, basic description of project, budget, time frame. Preference will go to projects that have at least a preliminary report by Dec this year. Describe benefits to organics and other participants (besides yourself). If you need the help of a researcher or advisor, include that contact info. Prefer projects that can be replicated across OCIA.

CE – asks for details to be on website for chapter members to refer to. MM – preliminary draft will be emailed to Stephanie today. She will edit and can then email it to anyone upon request. There is a link to her on OCIA website.

Jim Robbins (JR) asks for example. Is it on-farm research, then it won't be scientific or statistically valid. If farmer grazes domestic and native grasses – could he obtain small micro grant, add to it, then divide one of large patches into smaller chunks for rotational grazing to compare with large pasture grazing. Would result be anecdotal testimony? Would that be a valid project? MM thinks it should be. JR another hypothetical – packing problems with air seeders. What if farmer wants to compare his old air seeder with new air drill, try on small pieces of land – one versus the other. Would that be a kind of possible project? MM – wouldn't buy new seeder but it could still have potential as a project.

Liz Sarno – another example is experimenting with using garlic oil in sunflower fields. Or homeopathic remedies for animals. Vermicompost. Scientists on board help to evaluate projects. She and the crop improvement committee really need to understand problems farmers are having.

ST – has blueberry producers experimenting with weed suppression methods. MM – anytime you have two or more plots and are comparing results – that is a project. ST – what about parallel production comparisons?

BF – it is not enough just to do the project – you also need to track data so it can be shared with the larger community.

MM – depending on where your chapter is the projects will vary.

Meeting adjourned at 4:05 p.m.

### **OCIA International AGMM**

Reconvened at 4:08 p.m.

2007 AGMM minutes – motion to remove from table – Lyle Hamann, seconded by Carl Eidsness. Carried.

John Koskan moves to approve the minutes of the 2007 AGMM, seconded by Carl Eidsness.

Clark Phillips (CP) there was a one or two page addendum taken from the tapes last year – he suggests that should be included as part of minutes. Motion by ST to attach addendum to minutes. Seconded by SS. Carried.

Motion to approve the 2007 AGMM minutes including the addendum – carried.

#### **AGMM Policy Amendments:**

Nathan Cook proposes:

**“AGMM Policy: All committee members shall be provided with a copy of the OCIA Quality Management System at the beginning of their term and notified of any changes as they become effective.”** Seconded by Dale Maas.

MMc suggests it be only on CD format, not hard copy. Nathan will accept any format as long as it is available.

Motion carries.

Susan Tyler proposes that this body:

**“Direct the International Board to ensure that Spanish translations of our Standards, Bylaws and AGMM packets are completed and distributed within the time line that is designated by our Standards and Bylaws for the original English Documents.”** Seconded by Sven Schalit.

CE wondered why Spanish speaking members were not participating – it was because they were hearing it for the first time during the simultaneous translation of parts of the discussion. This is unconscionable, we should ensure it never happens again.

Jeff See – problem is that it is really tough to get the English version done on time with the deadlines we have. We also have the same number of Chinese members, Portuguese members. We do business in English – if you want it at the same time as the English version they will have to be developed simultaneously or accept delays.

Tyler Remoue (TR) agrees – it is disgusting that we did not have the Spanish translation available. Comments on lack of availability of time. That is not unique to any other organization – it is up to the board to figure out how to do it. It is the responsibility if we are to serve in those areas, we need to provide the people with the information they need.

ST – re deadlines – if we need to move them back so that we can provide services then we must do that. As we grow and have other places to hold AGMMs, we may have to increase the translations to other languages. Now it is painfully obvious that we are going to have a regional office in Mexico, that is why I say Spanish now. Maybe our deadlines should be October.

JR – Chinese clients aren't members, that is a strategic alliance so we are forgiven translating into Chinese.

MMc – a few years ago the board had to review all the bylaws and standards before they could be sent out. She suggests we could shorten the time if that did not need to happen – the committees already review them.

SE – asks Jeff if this passes, would he be able to give us a time it would take to do both translations. We can easily move our deadlines up. It would mean the board would have to think ahead farther, a little more planning for all of us.

JSee – it will cost more money, we can get translations in a day if we pay for it. You are passing policy that is forcing me to fail. Now we were in the middle of a huge problem with our accreditors, with some of our documents. Re-writing documents for submission to accreditors which have to be translated. That takes a lot of staff time. To ensure documents get to Latin America would have to send by DHL – that is expensive. He is struggling with how to meet what is being asked. It could be a fluke, just this year- but sending out at same time as English will be difficult.

ST – if she had known when we discussed budget that we needed money for translators she wouldn't have voted until it was provided. She doesn't think we are asking Jeff for impossible, we are asking Board to do what they should be doing. We always thought there were Spanish translations, thought the board would have directed that. We still have budget in excess. ED should not be restricted on budgetary basis for not doing translations. Also move up deadlines so proposals need to be in sooner. Instead of being a policy of the AGMM, in order to be in compliance with bylaws – she must propose directive to Board.

MMc we also need to address time delay – possibly by using printers in other countries.

Vote on proposal – Carries.

Clark Phillips proposes

**“Be it resolved that the Board is directed to provide simultaneous translation for all members for the entirety of the 2009 AGMM.”** Seconded by ST

This is based on the fact that at 1 p.m. this afternoon we lost our translators. It was an unintentional mistake, but he wants to make sure it doesn't happen again. We went many years using the whisper in the ear technique but it is very inefficient and doesn't provide opportunity for people to talk back to us.

Motion carries unanimously.

Susan Tyler proposes

**“Specifically regarding Policy 7.5, Chapter License Revoked. Bring this policy, which is now ultra vires the Bylaws (sec 5.2.2.) back into conformance with the Bylaws.”** Seconded by Lyle Hamann.

ST – the policy says that if a chapter license is revoked the chapter is expelled from OCIA. Our bylaws say any associate may be suspended upon 4 of 5 votes of the IRC for cause. She is saying that there is a policy which has led a committee to misunderstand its mandate. If a chapter license is revoked, it does not mean they are expelled. The only committee which can expel is the Internal Review Committee. If the MCLC comes to the point of revoking a license, they need to give all the information to the IRC, who will investigate and then make a decision.

RK – is there someone from board who could address this? ST is not asking for policy to be put into effect, she is asking that the board be directed to correct the policy because it is ultra vires the bylaws.

Motion is carried.

Jeff See – information - 2 boxes of AGMM packets shipped in December to Mexican regional office, it was also available on web site. Most documents were in Spanish, however Bylaw and Standard proposals were not translated.

Proposal by Susan Tyler, seconded by Tyler Remoue:

**“Direct the Board to examine all policies and procedures to ascertain if there are others which are ultra vires the Bylaws and bring them into conformance with the Bylaws.”**

JK hopes we can oppose this type of things – it seems whenever there is a problem we bring it into policy and many are personal. This is where communication should happen, people make mistakes. We will never solve all the problems. He thinks the board has done as good a job as they can on a volunteer basis. We learn these things by experience. He thinks they have learned their lesson.

SS – maybe we can direct this to the Bylaws committee.

ST – is sorry if people are offended, she is only asking that we follow our Bylaws. She is suggesting a way to correct mistakes that have been made. It is not personal, she thinks the Board needs to be aware. It is the boards responsibility.

JR – the previous policy referred to a specific procedure and was a problem recently discovered, and he is pleased to have it pointed out now. This new policy would be a large, frustrating task. He suggests with regret that this policy is too large.

Motion fails.

Susan Tyler proposes, seconded by Sven

**“Direct the Board to construct the committee mandates in a way that will allow the committee members to understand that OCIA is governed by its Bylaws and that committee actions may not exceed the limitations of the Bylaws.”**

Motion carries.

John Koskan proposes, second by Marian McBride

**“Direct Election Committee to require delegates to vote in board elections for the total number of positions that are to be filled.”**

JK – strategy in politics can be to only vote for one so vote is amplified. This will prevent those games from being played.

CP – the number of ballots that didn't vote whole number was insignificant – he doesn't think it was a problem. He is offended that we would tell people they have to vote. People have right to withhold their vote if they choose. This is undemocratic.

JK – if you are voting for yourself that is one story, but here you are not just voting for yourself. You are voting for your chapter, representing OCIA. Voting for an organization, not an individual.

BS – there were 4 positions to be filled, that is what they directed people to vote for. He doesn't understand problem.

JK – there may be a time where there is a close election and personalities are involved.

BS – this puts limitations on persons right to vote.

Nathan Cook (NC) asks if this means that every delegate here has to vote? No, he means every ballot has to be filled in to correct amount.

CP – has voted many times. Sometimes he voted for those he thought were qualified, sometimes there have been times there were, example, 5 openings but he only saw 4 people he thought were capable.

Motion fails.

Policy proposed by Clark Phillips, seconded by Susan Tyler

**“Whereas: throughout the years, OCIA International has developed processes which attempt to ensure stability, democracy and efficiency and**

**Whereas: these are contained in the Bylaws, Standards and Policies, And**

**Whereas: in the past some of these procedures have not been followed, resulting in confusion at both the Board level and with the membership,**

**Be it resolved: that this body directs the Board to strive to be aware of and understand these procedures and to follow them and further that the Board track its use of these documents and report to the 2009 AGMM regarding how these functioned as a structure for efficient and democratic activity.”**

CP is concerned we have this body of procedures that come from problems and solutions over the years, but many are not currently being used. He thinks they should be, but maybe the structure has changed so that some no longer function. If we look at these things, try to use them, and see which work well and which don't, we can change.

CE appreciates and understands but he doesn't believe the Board is intentionally ignoring prior decisions, procedures, policies. If they are not following it is out of ignorance, not bad faith. Telling them not to won't make them do it more. The solution seems to him to be overburdening the board members and making an already difficult job more difficult. We may not get anyone to run for Board.

BrKurt – any motion you should be able to take practical action from it. You can't take practical action from this. He does not support it.

CP – it is our practice to give direction and policy.

Motion fails.

Proposed by Clark Phillips, seconded by Susan Tyler

**“Be it resolved that the Board adopt a strict interpretation of Section 10.2.7 of the Bylaws and appoint ex officio members to only those committees which the Board is directed to by the Bylaws, until such time as there are changes to the Bylaws.”**

CP – last year there were ex officio members appointed to committees that were not on list of people that the board is authorized to appoint ex officio members to. In past, we have had boards and members intent on controlling committees, instead of being communication conduit. This was restricted with intent to allow committees maximum freedom to do their work.

Motion carries.

Proposed by Jim Robbins, seconded by Tyler Remoue

**“Regionally specific approved product lists, if approved by the Certification Specialists and filed annually at the International office, will be allowed. If an input is re-evaluated and approval is removed, chapter administrators, regional offices and approved inspectors will be notified.”**

JR explains that this is a directive of him from the Canada All Chapters meeting. Many chapters have been doing this every year. Lists of approved inoculants, for example, are distributed to members. The MCLC disallowed this practice this year due to accreditation concerns. The net result is that every chapter member who wishes to use an approved product must phone individually to Lincoln, speak to a CDT person. This is a logistically non-functional procedure. The intent is to allow CDT to function in a way that is logistically possible. We should not be in breach of accreditation requirements if we follow this policy.

SE knows this makes sense. It is his understanding this would be a violation of NOP. The materials must be approved on a case by case basis by the certifier.

DeEtta – Jeff is conferring with Kenny. She understands that even if it is on the OMRI list you still have to verify it with your certifier. We can come up with a list, the company can change their ingredients the next day and the list is outdated.

JSee – list would need a strong disclaimer saying that everything still needs to be checked for above reason. Use list at your own list. They won't stand behind it unless you call them and ask for each input.

Denis Brodner (DB) wonders what the difference would be between having the list with the disclaimer, or if the product was approved in Feb and didn't pick up until June, but product changed – he would then be using a product that was no longer approved. He understands that in our policy manual we can say X is approved, Y is not. But we can't say Use Product X.

Kenny Bogus thinks it is doable with our technology to maintain database and could run a report posted to internet and updated by the minute. However, use of a product, because it is allowed it doesn't mean you can use it. It has to be part of the organic system plan.

Motion carries.

Proposed by Jim Robbins, seconded by Marian McBride.

**“the finance committee should create a graduated fee structure for chapter members, based on the current direct associate fee structure, and bring it to the 2009 AGMM for discussion.”**

JR- this also came out of Canadian All Chapters meeting. This does not necessarily require changing the fee structure, just bringing the option to the AGMM for debate.

DBrodner says finance committee did look at this proposal this year. It would be easier to budget because you know in advance what sales were for previous year. The other advantage would be administration costs at chapter level. Chapter administrators tell him they spend a lot of time collecting fees. He sees many advantages.

SE doesn't think there is an advantage over what we have because if a person cheats on user fees we still won't know their last year sales. Sales are hard to track.

JR we won't know all the advantages and disadvantages – we just want them to be discussed next year. We have this fee structure for direct associates, Theresa says it is easy to administer and the direct associates like it.

SS doesn't agree.

Vote on Motion. Jeff calls for division of the house. In Favour = 141 Against = 208 Motion fails

Proposal by Jim Robbins, seconded by Keith Kadrmas

**“The AdHoc restructuring Committee should demonstrate in detail where and how proposed cost savings will be achieved in a revised Restructuring Proposal.”**

JR: third and last from Canada All Chapters meeting. A deep concern in Canada is competitive pressure. They acknowledge Boards attempt to address that via restructure proposal, but feel sufficient in depth analysis was not done to show how that would be achieved. An economic analysis would be necessary to allow Canadian chapters to support another restructure proposal.

CE – supports strongly. It is easy to say, harder to show

Motion carries

### **Presentation of 2009 AGMM**

To be held in Lincoln, Feb 7, 8 and 9 at the Holiday Inn downtown (same as last year)

### **Presentation from Juan Diem, Guatemala re 2010 AGMM**

Proposes Tikal, Guatemala. In North, near Mexico border. Maya ruins. Camino Real has all facilities we need.

### **Election Committee Results**

Wes Baker thanked all the candidates. The Board of Directors will be Juan Del Mar, Jeff DeWald, Keith Everts, Joerg Sterkel

Motion to adjourn Jake Geiger, Dale Maas 2nd. Carried.

Meeting adjourned at 5:49 p.m.