



bio verlag

How to give a company to its employees and still keep its mission first

Summary

In 2011, bio verlag, publisher of the organic-food magazine Schrot&Korn and decade-long supporter of the organic food movement, faced the question every company eventually has to deal with: What happens to the company when its founders leave? bio verlag answered neither by selling nor by handing the company to family, but by transferring it to its own employees, in a way that keeps it independent and mission-oriented.

Essentials at a glance

- **Not a sale, not an inheritance:** A large media group would have bought the publishing company, but a new owner could have set aside everything the company stood for. So the founders let the employees take it over instead.
- **Aligning ownership with culture:** Based on a decade-long culture of focus on solving problems for society and enabling informed decision making for customers and employees, the founders went

looking for a coherent ownership structure protecting the company, its special culture and their vision.

- **Practised co-determination:** For about thirty years, the employees had already decided together, shared in the success, and contributed their own capital, so they were ready to take over the company when they got the chance.
- **Employee-financed transition:** Within a year, and through loans, savings plans, and colleagues acting as interim capital providers, the employees brought their own capital into the company and allowed for a clean transition.
- **Rethinking the relation between money and power:** The company is now steward-owned. A charitable foundation holds the majority of economic rights and can block a sale; an employee foundation holds the voting majority; a separate partnership channels the employees' capital. No one can sell the company or extract its value and profits for personal gain.
- **Steward ownership meets employee ownership:** One reason why bio verlag is so interesting to study is that it connects the principles of steward ownership with indirect employee ownership, offering a real, collective employee stake, employees controlling the voting majority and share in profit and capital.



FOUNDED: 1979



ASCHAFFENBURG, GERMANY



SALES: €5.5 MILLION
(2025)



TEAM: 50 PEOPLE
(2026)

STEWARD-OWNED SINCE: 2011

MODEL:

Double foundation + a participation KG

Disclaimer: This summary shows where the story lands, not how it got there. The real substance, the decades of lived participation, the votes where employees risked their own money, the years of legal work behind the structure, and the human practice that keeps stewardship alive, only shows in the detail. To see how the structure was actually built, read on.

A publishing house owned by the people who run it

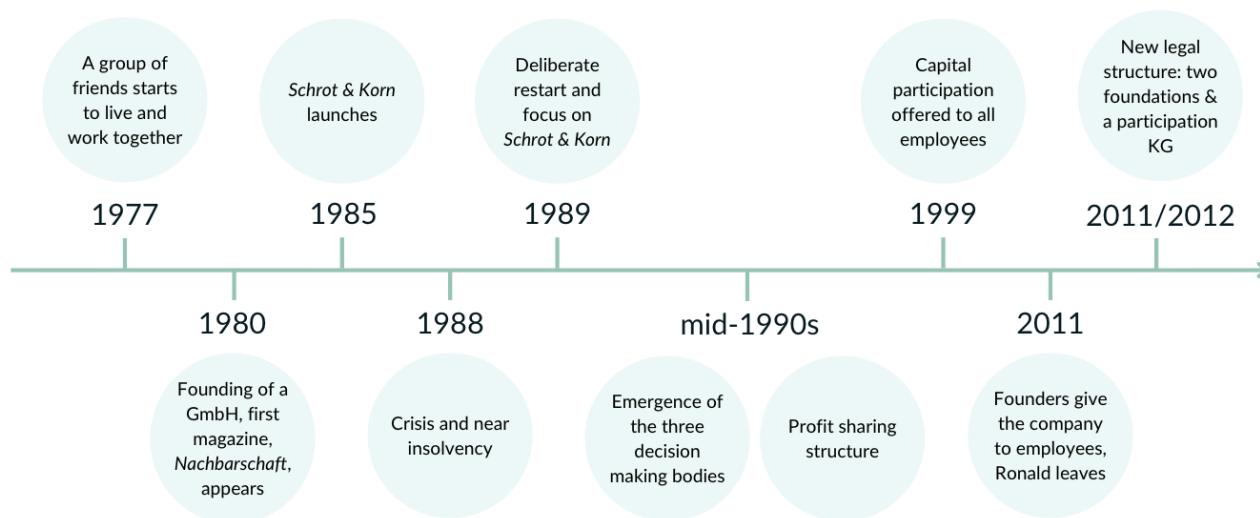
If you've ever shopped in a German organic food store, chances are you've held one of bio verlag's products in your hands. From its base in Aschaffenburg, Germany, the company publishes Schrot&Korn, the magazine that organic shops across the country hand to their customers. It reaches 2.26 million readers every month, which puts it among the twenty most widely read print titles in Germany. Schrot&Korn also runs a website, a podcast, several newsletters and a social media presence. In addition, bio verlag puts out BioHandel, the trade title for organic retailers, along with supporting the organic sector by providing market research and other services for the German organic sector.

Based on the conviction that for people to make good decisions, they need to be fully informed, bio verlag not only designed its products and services to fully inform customers and society but also designed its working environment so that employees have all the information for good, autonomous decision making.

In 2011, this belief was translated from a company culture into its legal and ownership structure. Today, the people who work in the company have the final say in how it's run and share in what it earns, not outside investors or a founding family. In response to one of the founders and majority owner leaving the company, the founders together with the employees designed a structure where employees take part on several levels at once: in the decisions, in the capital, and in the profits.

Underneath the structure sits one question: how do you give employees real influence over a company, and a real financial share, without losing the independence and mission of the company? Finding an answer for their individual situation and entrepreneurial needs, bio verlag answered this question with a steward ownership structure running alongside employee ownership.

This structure is based on roughly thirty years of practised culture, built on a shared (visionary) idea: that creating value and achieving economic success is a collective act, and should be recognised, governed, and shared as such.



A selection of key events in bio verlag's history

Chapter 1: A group of friends looking for a different way to work, a crisis and a mission

bio verlag did not begin as a business plan. Driven by environmental and social concerns, a small group of friends wanted to live and work and make a change together in the late 1970s. They started with a pizzeria, then bought a house together. Eventually the group – Sabine Kauffmann, Ronald Steinmeyer, Hildegard Stauß, Eckard Krüger and Axel Eiling – came across Mother Earth News, an American magazine, and saw something they could adapt for Germany.

Their editorial idea: To not lecture the public or make sweeping demands, but to serve the people who already wanted to live differently. As co-founder Ronald Steinmeyer puts it, “we don’t want to convince people that they should”. They wanted the people who were already convinced “to have sensible ways of putting it



Co-founders Hildegard Stauß (left), Ronald Steinmeyer (middle) and Sabine Kauffmann (right)



These values have always been part of our identity, but it took years of learning and experimenting to find fitting governance structures.



– Sabine Kauffmann, co-founder

into practice” and provide others with high-quality information. A magazine called Nachbarschaft began in 1980, Biogarten followed, and in 1985 came Schrot&Korn, the title that would carry the company.

Two convictions were there from the start.

- **The first:** the people who do the work should have a say in how it’s done.
- **The second:** the value they create together should be shared fairly.

Both would later drive the ownership question, but required years of practice and cultivating the appropriate preconditions. As co-founder Sabine Kauffmann puts it: “These values have always been part of our identity, but it took years of learning and experimenting to find fitting governance structures.”

When the German organic sector took off, the company grew with it – at the same time furthering the continued growth of the market. They hired. And many of the new colleagues hadn’t come for a shared way of working, they wanted a job. Step by step, bio verlag moved from “everyone being equal, increasingly in the direction of a family business” with the founders at the centre, Ronald Steinmeyer recalls.

Then came 1988. A series of misjudged market decisions brought the company to the brink. Their tax adviser later admitted what he’d been thinking at the time: “I wouldn’t have bet five marks on you.” The company shrank drastically. Most of the then 16 employees had to go, and most of what they had built

was sold off. What they held onto was Schrot&Korn, and around it, the present company slowly grew back.

The near collapse changed how they worked. Rebuilding, they decided they could no longer assume that new colleagues shared their values simply because they were in the room. So in 1989 they wrote those values down: a mission and vision, developed together with the employees. Parts of it still anchor the company. The vision:

“The Earth is (once again) a blue-green-white planet. People are playful, purposeful, and mindful. Their communities are diverse, independent, and interconnected.”

That was the turning point. A crisis that might have ended the company instead converted a loose collective into something deliberate: a company that named what it stood for and built its working environment around it. Everything that came next, from how decisions got shared to how the company eventually changed hands, was based on that.

Chapter 2: Participatory culture

2.1 Decision making

One of the two convictions from the beginning was that the people doing the work should have a say in how it is done. The founders had seen what dependency looks like – a single owner, a handful of large customers, a few irreplaceable people – and drew the conclusion that “freedom comes about because you have different centres of strength”. The question was how to give employees a genuine say while keeping the company true to its mission.

Deciding together began as a habit long before it became a structure. At bio verlag, it rests on transparency, on trust, and above all on practice. “You have to exercise how to think and how to decide,” Sabine says.

Transparency comes first because without it the rest is theatre: employees who cannot judge the company’s results experience profit sharing as a handout, whatever the sum. Decisions made without an understanding of how the parts of the business connect are decisions in name only. When people can see the whole picture, the range of perspectives in the room makes the outcome better.

Trust works the same way: built by doing. Employees have to trust that management will carry out what the group decides, that decisions “are put to work”. Management has to trust that employees, given a real choice, will choose what keeps the company healthy over the long run. Both sides learned this year by year.

Out of these habits, a structure took shape. By the mid-1990s three bodies had formed, and they still run the company today, bringing in different perspectives.

Within each body, decisions are normally reached by consensus. Between the bodies, the principle is that none ranks above the others. “There is no body that can say: we didn’t agree, so I decide now – neither management nor the employees.” Ronald says. “This way of deciding has worked for us for almost thirty years.”

Two limits are deliberate: Management holds a veto and can block a decision it considers untenable, but it cannot then impose an alternative of its own. And some matters rest with management by design, most obviously letting someone go. Colleagues can still bring their arguments into the process; the decision itself does not sit with them.

All of this took shape while the founders still held the majority of the shares. They built the arrangement anyway, at a point when nothing obliged them to.

2.2 Success & capital sharing

A say in decisions was only half of what the founders meant by participation. The other half was value. Sabine says they never quite thought of the profits and value

as their own: “It’s not our money... it’s the company’s money and we have our share in it.” They decided that three parties should have a fair claim on what the company creates:

- The employees who help create it
- The providers of capital
- The company itself, which has to keep back enough to build reserves, invest, and survive

The difficulty was letting employees share in success in a way that strengthened the company rather than bleeding it. The answer was to let value reach them on more than one level, and it still works this way today.

- **Obvious:** fair wages
- **On top:** a success-based and limited share of the annual profit
- **A later addition:** a share in the capital provision and return on capital

Step one: profit sharing (from the 1990s)

In the 1990s, bio verlag designed a profit-sharing structure. It’s paid per hour worked – the same amount for everyone, whatever their salary – so it doesn’t simply track who already earns the most. “If we are successful,” as Ronald says, “really everyone contributed to it.”



Freedom comes about, because you have different centres of strength.



– Ronald Steinmeyer, co-founder

Chapter 2.1 showed how carefully bio verlag decides together. This also goes for big investments and profit shares paid to employees, putting conflicting interests in the room. Once, the company faced an investment decision worth about 200,000 €, close to the entire profit the employees would otherwise have shared out that year. The investment would improve the product, but the market might not repay it. Voting yes meant putting their own money behind the company’s longer interest. They voted yes.

But profit sharing left a deeper question open: If success was created collectively, why should only the formal shareholders (at that point Ronald and Sabine) benefit when the company’s underlying value grew?

Step two: employee capital (from 1999)

So, in 1999 came the second step. Employees were now able to put their own capital into the company through a silent partnership, earning a fixed rate of interest plus a capped variable return.

BODY	WHO	WHAT IT DECIDES	THE PERSPECTIVE IT BRINGS
General Assembly (Gesamttreffen)	The whole staff	Fundamental decisions everyone lives with: pay levels and salary steps, profit sharing, launching or discontinuing products	Daily reality of the work
Planning Meeting (Planungstreffen)	The team leaders	Everything that reaches beyond a single team: annual planning, cross-team projects, product development, staffing, restructuring	Things stay economically sound
Managing Directors (Geschäftsführung)	Management	The formal duties of a managing director and long-term direction	Long-term vision and health of company

The three decision making bodies

Keeping money in the company was ordinary business sense: “If a company tries to pay out all its surpluses,” Ronald says, “at some point it goes bankrupt,” because growth has to be paid for somehow. But the design goes even further: stakes are redeemed at the amount invested, and the return comes through ongoing payouts rather than any rise in the value of the shares. However well the company does, no one builds private wealth simply by holding a piece of it.

By the end of the 2000s, only about a third of the employees had put capital in. Other invitations to participate met a similar response. “The offers were there,” Ronald says, “but people simply didn’t take them up.”

He understood the hesitation – the offers asked for money, time and responsibility – but he wondered whether he was part of the reason, too. As long as he and Sabine were around, employees could trust the founders to keep things on track: “We know we can rely on Ronald or Sabine, they won’t do anything bad, so why get more involved than we already are?” That question was part of what made him consider leaving. Once he announced his departure, the ownership question became urgent.

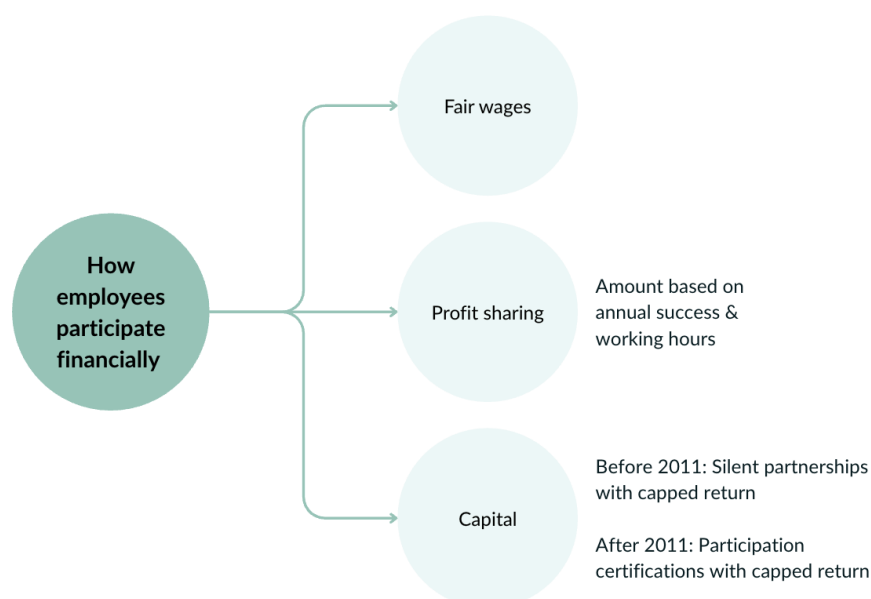
Chapter 3: How a founder exited without sale or inheritance

Every founder eventually faces the question of succession and who should own the company in the future. And most answer it in one of two ways: sell the company, or pass it to the family.

Handing his shares (the majority of the bio verlag shares) down to family wasn’t an option for Ronald. He didn’t believe that this was the right step for his children, who were then just starting careers of their own outside of bio verlag, or for the company. He and Sabine were convinced that family relationship is not a good indicator for who is best suited to steer the company into the future.

That left the financially obvious route: a sale. A buyer was there. A large media group would gladly have taken the publisher on. But a sale would have left Sabine, who planned to stay, sharing the table with an owner who had no stake in how the company had come to work.

Everything built over two decades – the participatory culture – would have held only for as long as the new



owner cared to keep it. That was not what Ronald, Sabine and the whole team had worked for.

So instead of selling his shares to the highest bidder, Ronald made a different offer. The employees could take over the company. The founders would take a fair compensation, far below what the company was worth, paid out of profits the company had retained over the years. The employees, in turn, would commit their own capital to the company. Sabine mirrored the move, bringing in her own share on the same terms so that a workable model for the whole company could be found, and stayed in the company as chief executive.

A fitting founder compensation

For compensation, Ronald and Sabine did not ask for what an outside buyer might have paid, or for the full value of the shares they held. Ronald asked for enough to retire on and enough to start something new. They benchmarked their compensation against what they might plausibly have earned and saved over a career in his original profession, keeping a close look at what was feasible and wouldn't put employees or company under too much pressure. It was paid out of the profits the

company had retained over the years. A share agreed in advance went on as a donation to the charitable foundation, Stiftung natur mensch kultur.

The employees raised their capital contribution within a year: Some took out loans, some set up savings plans with the company, and colleagues stepped in as interim capital providers to bridge what others could not yet cover.

That inclusiveness was a principle. The founders were set against a company of first- and second-class employees, some taking part and some merely employed, so the aim was for everyone to share in the takeover. But no one can be forced to put in private money, so the arrangement was graded:

- Everyone on a permanent contract of more than 17.5 hours a week committed to bringing in capital.
- New employees can either bring in capital directly or build a stake over time with part of their annual profit-share channelled into it.
- Everyone outside that group (e.g. less hours) was invited to join on the same terms, but left free to decide.



The team in 2024

This structure still shapes hiring today. Explaining the structure, and what it offers a new colleague, is part of bringing anyone on board. As Sabine puts it, they always told candidates it wasn't only the company choosing an employee but also the other way around: "You also choose a company, and you have to decide if they fit together."

Why decades of practice made it possible

Both founders are clear that none of it would have worked without the groundwork. A staff cannot be handed this kind of responsibility overnight. What made the transition in 2011 possible was that participation had been practised for decades: the collaborative decision making and profit- and capital-sharing meant the employees already knew how to weigh a hard decision, read the numbers, and put their own money at risk for the company's sake. The offer reached people who had, in effect, been preparing for it for years without knowing it.

So, while there was a cultural fit and the willingness and potential was there, what was missing was the legal structure underneath.

Chapter 4: The structure today

Handing the company to its employees whilst ensuring that the mission-orientation stays protected and the company remains independent still left a technical question: What is the best legal and ownership structure for this?

A normal company share bundles two things into one hand: the economic rights to the value of the company and its profits, and the voting rights giving entrepreneurial control. When you invest capital (buy shares), you hold both of these rights automatically. bio verlag pulled the three – investment, economic rights and voting rights – apart.

To put this into action, Sabine and Ronald together with their lawyers and employees designed a structure in which they would gift the majority of the value and economic rights of the company into a charitable foundation and the majority of the voting rights into an employee foundation; the founders' compensation came from the company's retained profits, while the employees contributed their own capital through a participation KG.

Charitable foundation (Stiftung natur mensch kultur)

97% of the economic rights, 25.1% of the voting rights:

The charitable foundation holds almost all the economic rights, thus receives 97% of the distributed profits that remain from what is left for building up reserves for the company and profit sharing for employees. Yet it cannot run the company and cannot decide on profit distribution. What it can do is block anything fundamental: no sale, no change to the ownership structure can happen without it. This is the anchor of the mission-orientation of bio verlag.

Employee foundation (bio verlag-Stiftung)

3% of the economic rights, 74.9% of the voting rights:

The employee foundation is the mirror image of the charitable foundation. It holds the majority of voting rights, thus the entrepreneurial control over the company. It is responsible for appointing and dismissing management and the overall direction of the company. The remaining 3% of the profits are dedicated to supporting employees in personal emergencies, a small hardship fund rather than a second income stream. It is governed by a trustee body evenly representing the three groups explained in Chapter 2: employees without managing responsibility, team leaders, management.

Investment entity (Beteiligungs-KG)

This is where the employees' own money comes in. They join as limited partners. Their capital buys participation certificates in the bio verlag GmbH, functioning as capital base for the company. The KG's assembly elects the six trustees – two for each group – who steer the employee foundation.

Why so complicated

Why does a mid-sized publisher need two foundations and a limited partnership?

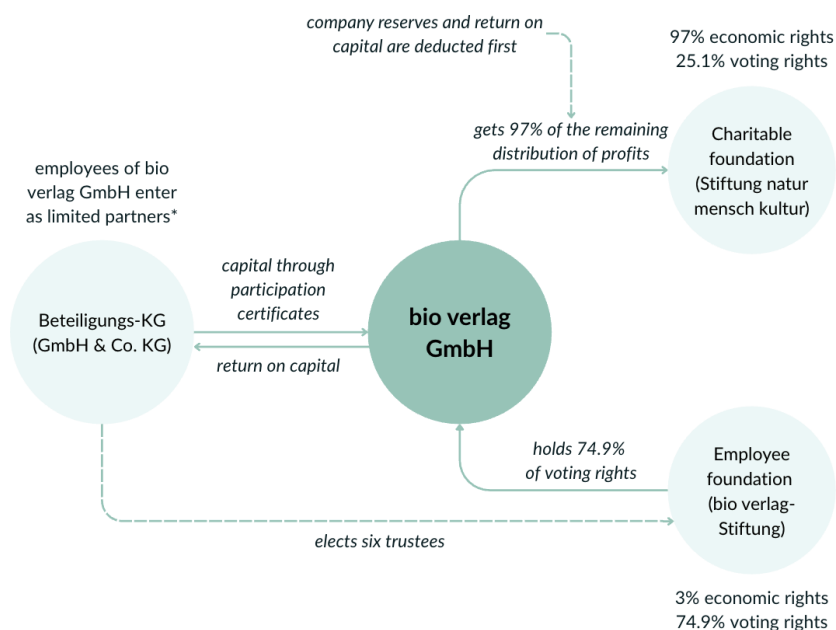
German law, for one. Giving employees shares below value would have counted as income from work, and the social-insurance charges on that, with gift tax on top, would have sunk the company. It would also have meant that the shares would have been in the hands of the employees as individuals, meaning they could have potentially kept them even when they left the company, sold them or passed them on, giving less protection to the company's independence and mission-orientation in the long run. The solution was to route the economic rights, the 97 percent, into the charitable foundation, while the voting majority, which carries little taxable value on its own, went to the employee foundation. Finding precisely this construction took long work with the lawyers. As Sabine says, it was "a complex and challenging task, right down to the implementation."

But the law only explains the shape of the solution, not why one had to be built in the first place. As we saw in Chapter 3, Sabine and Ronald wanted to protect the soul

of the company in the long term. Selling it, in any of the usual ways, would not have done that, neither did alternative options, like direct employee ownership. Nothing off the shelf fitted, so they built their own.

Chapter 5: Where steward ownership meets employee ownership

What bio verlag built draws on two models – steward ownership and employee ownership – that are often confused with each other. The company is a great place to see where they meet and where they part. Steward ownership and employee ownership emerged as an answer to entrepreneurial needs, mainly for business succession. They share goals, looking for alternatives to shareholder primacy models and moving away from money buying power over companies. But they set different priorities: Employee ownership centres on the interests of the employees – this can be defined narrowly and broadly and can be implemented directly or indirectly. Steward ownership centres on the company's mission-orientation and independence.



Graphic shows who owns and who controls the company.

*The graphic does not show the whole story of how employees receive money: Through fair wages, profit-share and the capped return on the capital they put in. Since 2011 that capital simply flows through the KG rather than the older silent partnerships (learn more in Chapter 2).

Where bio verlag sits

For the succession challenge of bio verlag, they ended up drawing on both models.

bio verlag is steward-owned. Control belongs to people connected to the company and cannot be sold: the voting majority sits in a foundation whose votes are exercised by trustees elected by employees, and the mission's anchor foundation holds a blocking minority. Value cannot be extracted: capital is redeemable only at the amount put in, returns are capped, and 97 percent of the profit rights sit with the charitable foundation.

But bio verlag is also employee-led (the employees control the stewardship vehicle) and has indirect employee ownership. The workforce as a whole holds a financial and participatory stake: they provide the company's equity themselves as limited partners, they share in the annual profit, and they hold the voting majority through their own foundation.

The combination means that they have found an ownership structure that is a long-term foundation for a mission-oriented, independent and stable company that allows for employee participation on the level of control, capital provision and success sharing – with the company's mission as the frame all of it sits in.

Chapter 6: Keeping it alive

bio verlag did not set out to become steward-owned. They set out to find a structure that matched decades of lived participation and kept revising the answer.

A structure like this one is only ever as strong as the practice around it. The foundations can hold ownership in place, but they cannot, by themselves, make each new generation step into the role. Stewardship is something people do, not just something a deed records, and keeping it alive turns out to be an additional question.

This is especially visible in succession. Ronald Steinmeyer's exit in 2011 went smoothly, in large part



The “source” role

Peter Koenig's “source” idea names precisely this. In his reading, the founding role of an initiative always sits with a person, not with a job description or a shareholding and it does not simply vanish when that person leaves. It has to be handed over deliberately and personally: the outgoing source genuinely letting go, and a specific successor taking the initiative on as their own.

because the person taking over was Sabine Kauffmann, his co-founder who had led the company alongside him for years. Her own departure in 2024 brought in someone from outside as CEO and demanded that the employees step up even more into the role of company stewards. Now that the last founder and carrier of the ‘source’ role was gone, with a new CEO still in the process of getting to know the culture, the transition was difficult, particularly in a phase where both the media sector and organic food sector was and is under pressure and in change.

They realised that for the model to keep working, stewardship would have to come to life even further – and started to work on new governance structures reflecting that, particularly to ensure that everyone participating wouldn't mean that no one feels responsible and accountable.

So the structure and the daily life of the company need each other. The legal structure is the scaffolding but scaffolding holds up nothing on its own. It has to be filled with life: the meetings, the openness, the habit of deciding together, the transfer of vision and culture, renewed each time a new person joins not just as an employee but as someone who shares in the stewardship.

Sabine's own advice: any company can widen participation. But carefully, and in small steps, not by importing a finished structure overnight.

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