

**Ashland Food Cooperative  
Board of Directors Meeting  
January 12, 2011  
APPROVED**

**Board members present:** Guy Nutter, Peter Hoyt, Gwyneth Bowman, Glenn Hill, Joanie Kintscher, Ric Sayre and Elizabeth Robinson  
**Employees present:** Richard Katz, General Manager. **Others:** Ellen Craine, Facilitator; Abby Lazerow, Board Administrator; Jenica Faye, Outgoing Board Administrator.

The Meeting was called to order at 6:00pm by Ellen Craine.

AGENDA ITEM	DISCUSSION POINTS	ACTION TAKEN	REMINDERS/ FOLLOW UP
<b>Announcements</b>	<ul style="list-style-type: none"> <li>• Consultant Cheryl Good is offering a Fierce Conversations training program; she is willing to come to Ashland to hold a workshop for Board members.</li> <li>• First Annual Co-op Volunteer Appreciation Lunch, Sat. Jan 22, from 12-2 p.m. The Board is encouraged to attend.</li> <li>• Richard will be away next week to attend the NCGA meeting.</li> <li>• Guy submitted his resignation as Secretary of the Board; Gwyneth offered to fill-in until the next elections.</li> </ul>		
<b>Owner Forum</b>	<ul style="list-style-type: none"> <li>• Owner Emile Amarotico thanked the Coop for their support of the Medford Food Coop. They expect to begin construction within 4 weeks and hold their Grand Opening June 1.</li> </ul>		
<b>Agenda Review</b>	Done.	Approved.	
<b>Calendar of Opportunities &amp; Expectations</b>	<ul style="list-style-type: none"> <li>• <b>GM Evaluation.</b> Managers are in the process of completing their evaluations and Cheryl Good will contact Gwyneth Friday morning about any outstanding evaluations. Board evaluation forms, copies of Richard's self-evaluation, and managers' GM evaluations will be distributed via email to the Board on February 4. Board evaluations are to be handed in by Feb. 14. The form and instructions are posted on Section 15 of the Wiki, and Gwyneth recommended Directors read the instruction sheets and fill out the evaluation form on paper before completing the evaluation online. Comments are to be supported by past reports/examples and ratings below and above a 3 are to be documented. After all evaluations are submitted, a compilation of all feedback will be made.</li> <li>• <b>Outreach Report</b> The Outreach Manager is providing a new report each month. Reports will be posted in Section 14 of the Wiki. Outreach has scheduled many exciting educational events.</li> <li>• Abby is developing a comprehensive master calendar.</li> </ul>		<p>Deadline for Board Evaluations of the GM due February 14.</p> <p>Abby will create a new master calendar incorporating all other calendars.</p>
<b>Training Opportunities</b>	<ul style="list-style-type: none"> <li>• Fierce Conversations Workshops, Eugene, 1-21-11 to 2-11-11;</li> <li>• Navigating Conflict in the Workplace, Mediation Works (Oregon Education Association), Medford, 1-27-11</li> <li>• Organicology, Portland, 2/10/11-2/12/11</li> </ul>	Info only	Visit <a href="http://www.springboardnw.com/fierce-conversations;">www.springboardnw.com/fierce-conversations</a> ; <a href="http://ccma.coop">ccma.coop</a>

	<ul style="list-style-type: none"> <li>• NCGA-Leadership Training, Portland, 3/26/11</li> <li>• CCMA, San Diego, 6/16/11-6/18/11</li> </ul>		
<b>By-Laws, Section 5.6, Action Without a Meeting</b>	<ul style="list-style-type: none"> <li>• Abby Lazerow was hired as Board Administrator through a vote-by-email process, effective December 1, 2010. The “Action Without a Meeting” to hire Abby was included in the Board Packet.</li> </ul>	The Board unanimously approved hiring Abby Lazerow.	
<b>Resignation of Secretary of Board of Directors</b>	<ul style="list-style-type: none"> <li>• Guy Nutter resigned as Secretary of Board of Directors.</li> <li>• Gwyneth offered to be acting Secretary until the 2011 Elections are completed.</li> </ul>	The Board unanimously consented.	
<b>Consent Agenda</b>	<ul style="list-style-type: none"> <li>• The board unanimously approved all Consent Agenda items. See below under Board Actions.</li> </ul>	The Board approved all Consent Agenda documents.	
<b>2011 Goals and Action Statements Responsibility and Timelines</b>	<ul style="list-style-type: none"> <li>• Discussion was held to determine the accountable party for each of the goals and action statements. The assignments will be completed from February to June. Committees will keep the administrator apprised of their progress in completing the goal action steps.</li> </ul> <p><b>Goal 1 - Determine What is Expected of Board Members</b></p> <p>1a) The calendar has been completed.  1b) Administrator will schedule discussion for March.  1c) Administrator will schedule discussion for March.  1d) Outreach Committee is already providing this.  Opportunities &amp; Expectations discussion will be scheduled for an upcoming meeting.</p> <p><b>Goal 2 – Improve Communication so BoD are Aware of AFC and Other Co-op Marketing and Promotional Events</b></p> <p>2a) Goal &amp; action Steps were discussed, but a decision was postponed until a future meeting. Most thought that a report from a Director on this topic should be a regularly scheduled agenda item. Rotation of Directors reporting was discussed, as was simply reporting by spontaneity. The LEADR, Provender and Cooperative Grocer could be assigned reading material for reports, and spontaneous reports would also be invited.  2b) Outreach Manager.</p> <p><b>Goal 3 – Develop a Mentorship Program for New BoD</b></p> <p>3a,3b) Executive Team will develop mentorship program, manual and coordinate the orientation for new Board members.  3c) Vice-President.</p> <p><b>Goal 4 – Increase BoD Interaction with Each Other, GM, and Board Contract Facilitator and Administrator</b></p> <p>4a) Executive Team/Facilitator; Administrator will schedule retreats.  4b) Committee sharing time would occur quarterly and 5 minutes will be</p>	The Board approved the assignments for the 2011 Goals and Action Statements.	<p>Abby will schedule discussion about Board Member Expectations on March Agenda.</p> <p>Abby will schedule discussion about co-op reports on the February agenda.</p> <p>Executive Team will develop a mentorship program &amp; manual.</p> <p>The Executive Team presentation will be scheduled on the March agenda.</p> <p>Abby will schedule</p>

	<p>scheduled on every Agenda for spontaneous sharing. The Executive Team will present in March. 4c) Board Development Committee will schedule trainings.</p> <p><b>Goal 5 – Develop Annual Training Plan</b> The Board Development Committee will be accountable for accomplishing all the action steps of Goal 5.</p> <p><b>Goal 6 - Increase Opportunities for BoD to Engage with Owners</b> 6a) Annie’s report already serves this purpose. 6b) Outreach Calendars are available on the Wiki. 6c, 6d) These items will be discussed at a future meeting.</p> <p><b>Goal 7 – Increase Employee Understanding of BoD Role and Work Responsibilities for the Co-op</b> 7a) Administrator will schedule with Richard and/or Annie 7b-7fg) The Staff Director will be responsible for accomplishing these action steps. Gwyneth offered to help Ric generate the documents.</p> <p><b>Goal 8 – Increase Employee Understanding of BoD Role and Work Responsibilities for the Co-op</b> 8a, 8b) Administrator will schedule discussion about collaborative work sessions on the next agenda.</p>		<p>discussion about engaging with owners on upcoming agenda.</p> <p>Abby will schedule discussion about collaborative work sessions on the February agenda.</p> <p>See attachment for complete Goals and Action Statements and Assignments.</p>
<p><b>GM Report</b></p>	<ul style="list-style-type: none"> <li>• The Hambleton report was completed and will be received next week.</li> <li>• December sales were 8.7% higher than last December.</li> <li>• A new scrip program was implemented at Helman School. 5% will go to the PTA. Scrip will be purchased at the school. Other local school requests will be honored.</li> <li>• The Co-op will be using a professional loss prevention service. Plainclothes people will be on the premises to prevent shoplifting. Other coops are pleased with this agency. Offenders will have to provide civil restitution.</li> <li>• A growth committee may be restarted to assist the Co-op in its expansion.</li> </ul>		<p>Richard will share the Hambleton Report with the Board.</p>
<p><b>Organicology Conference</b></p>	<ul style="list-style-type: none"> <li>• The Board Development Committee created new training guidelines and a conference request form. No completed forms were received; therefore they did not meet to review requests.</li> <li>• A Director shared concern about the form being generated by the BDC and not approved by the Board.</li> <li>• The BDC will evaluate Director requests to attend conferences and present their findings to the Board. The form will help to determine costs ahead of time. The goal is to get the most value and benefit out of dollars spent and to share expenses when possible.</li> <li>• It was proposed that Directors could still fill out the form at this meeting if they wished to attend.</li> <li>• Several Directors thought it was better to spend funds for total Board</li> </ul>	<p>Board unanimously accepted the Conference Request form</p>	<p>BDC will develop a survey to poll Directors on topics of interest for future trainings.</p> <p>Glenn will confer with Richard</p>

	<ul style="list-style-type: none"> <li>education rather than for individual training.</li> <li>The Board will create and implement a survey to develop a training program this year. This process will be fully in place by 2012.</li> <li>Richard reported 7 staff members are attending the Organicology Conference.</li> <li>Glenn's proposal to attend 1 day of the conference was approved.. The conference will be especially beneficial to Glenn's work on the Sustainability Committee.</li> <li>A discussion took place during the break about submitting request forms for the NCGA conference at the end of March. Request forms should be submitted 6 weeks prior to an event.</li> </ul>	Glenn's conference Request Form was accepted and consensus vote was made for Glenn to attend one day of the conference.	<p>about registration and travel to the conference. Glenn will share highlights of the Organicology workshops with the Board.</p> <p>Requests to attend NCGA to be received by Feb. 12.</p>
<b>BREAK</b>	<ul style="list-style-type: none"> <li>A break was called from 7:15 to 7:35 p.m.</li> </ul>		
<b>Changing Monthly Board Meeting Date</b>	<ul style="list-style-type: none"> <li>Several Board Members asked not to change the meeting schedule.</li> <li>It was proposed that in Richard's absence one of the department mangers could attend.</li> <li>Richard will be missing the February and September meetings and items that directly require his discussion or interaction will not be placed on the those Agendas.</li> <li>Glenn and Elizabeth will be away for the Feb. meeting, and will participate remotely by conference phone.</li> <li>Directors who cannot attend meetings will vote on the Consent Agenda by email.</li> </ul>	Board unanimously decided not to change Board meeting dates. It was agreed Richard will send an alternate when he cannot attend.	<p>Richard will select an alternate for the Feb. 9 Board meeting.</p> <p>Abby will set up the phone for Elizabeth.</p>
<b>2011 Board Budget Presentation</b>	<ul style="list-style-type: none"> <li>A 5% growth rate for sales for next year is projected.</li> <li>The budget includes capital expenses and non-capital expenses. New expenses include the recent employee raise, security service, facility maintenance and repairs. Computer software will be updated and computers will use a virtual server system. The health benefit cost unknown, but earnings are still expected be good.</li> <li>The Co-op is in the position to move forward if opportunities arise and the budget can be changed mid-stream if needed.</li> <li>There is inflationary pressure in groceries and fuel prices. The goal is to keep margins and prices low. Prices increases should not be needed; the Co-op will make less money, but still generate income.</li> <li>Guy, Richard, and Christina were praised for their excellent work.</li> <li>Gwyneth received cards from 150 employees thanking the Board for the pay raise.</li> <li>The Finance Committee recommended the Board adopt the budget.</li> </ul>	Board unanimously adopted the 2011 Budget.	
<b>Extension of Meeting Duration</b>	<ul style="list-style-type: none"> <li>The Board agreed to extend meeting for 20 minutes.</li> </ul>		
<b>2011 Strategic Priorities</b>	<ul style="list-style-type: none"> <li>Richard changed the heading Social Responsibility to Sustainable Business Practices to better reflect AFC goals.</li> <li>Richard will present the Strategic Priorities document to the management team Jan. 13 and requested the Board's approval.</li> </ul>	Board agreed to adopt the proposed 2011 Strategic Priorities document	Richard to inform Board of any changes to Strategic

	<ul style="list-style-type: none"> <li>Richard suggested the Board have a “process before the process” of the 2011 Strategic Planning. The Board was encouraged to work with the management team. A process for joint brainstorming will be created and Ellen will help carry out the process, possibly in September.</li> </ul>	in its current form.	Planning document.
<b>Meeting Evaluation</b>	<ul style="list-style-type: none"> <li>Board Members shared their appreciation that they were able to problem-solve, stay flexible and still get a lot accomplished.</li> <li>Directors wished Jenica well and welcomed Abby as the new Board Administrator.</li> <li>Ellen noted the growth of the Board as a whole and appreciated the increase of trust between Board members.</li> </ul>		

The meeting was adjourned at 8:15 pm.

**Board Actions:**

**The following Consent Agenda Items were approved:**

- December Board Meeting Minutes
- November Board Meeting Minutes
- November Executive Session Minutes
- Conference Request Form
- BoD Election Manual
- Board Development Trainings Proposal
- Committee Reports:
  - Outreach Committee Minutes 11/2/10
  - Outreach Committee Minutes 12/7/10
  - Finance Committee Minutes 12/6/10
  - Finance Committee Minutes 11/8/10
  - Sustainability Committee Minutes, 11-10

The board unanimously approved hiring Abby Lazerow.

Glenn’s Conference Request From was accepted and the Board unanimously approved his attendance of 1 day of the conference.

The board unanimously consented that Richard select an alternate from the Management Team to attend the Board meeting in his absence.

The board unanimously accepted the 2011 Budget.

The board unanimously adopted the Management Team’s 2011 Strategic Priorities.

The next regularly scheduled Board meeting will be on Wednesday, February 9, 2010 at 6:00 p.m. with Ellen Craine facilitating.

*The GM report and Committee reports are available on request.*

***Minutes are not posted until approved by the Board at the next month’s meeting.***

Minutes were kept and prepared by the Board Administrator, Abby Lazerow and approved at the February 9, 2011 Board meeting.