

Board of Directors Meeting

November 14, 2007

APPROVED

Ashland Food Cooperative
237 North First Street
Ashland, OR 97520

Board members present: Erik Wallbank, Danielle Amarotico, Ric Sayre, Gwyneth Bowman, Guy Nutter, and Peter Hoyt

Absent: Serena St. Clair (excused)

Staff present: Richard Katz, General Manager; Leslie van Gelder, Board Assistant.

The meeting was called to order at 5:30 p.m. by facilitator, Erik Wallbank.

1. **Announcements:** Erik will be out of town in December and will miss the Board dinner but expects to be back for the January meeting. Art Bullock asked to have it noted that the intention of his comments at the August meeting was to ask the Co-op to use local resources whenever possible. Richard announced that the Management Team will have their 2008 strategic plan ready for the January Board meeting. Richard announced the Holiday party will be held at the Standing Stone on December 9th.

2. **Agenda Review:** The agenda was reviewed and amended.

3. **Owner Forum:** No owners were present.

4. **Board Attendee Policy:** The Board adopted a policy that no one other than the Board of Directors, General Manager, and the Board Assistant will sit at the Board table during official Board Meetings. Guests at the Board table must be approved by the Board President.

5. **General Manager's Report:** Richard answered questions regarding the report he previously sent by email. The deli remodel was successful and seems to be working out well.

6. **Board Training:** Should we sign up for package? Richard described the NCGA board training opportunities to the Board. The Board decided to have a full day retreat in 2008 with a facilitator. Richard will talk to one of the facilitators of the Sacramento retreat to find out retreat possibilities and report to the Board in January. Richard will resend the NCGA program description so the Board can read it and let him know if they are interested.

7. **December 12th Board Dinner:** Danielle will call Dragonfly and make a reservation for 6 pm.

8. **Directors and Officers Insurance Policy:** Guy reviewed the current policy and indicated that he felt comfortable with who was covered and the scope of the coverage, but will explore the cost of increasing the coverage limit.

9. Proposal for Dinner for Board Candidates: Gwyneth presented the Board Development's proposal for an annual recruitment dinner for potential candidates for the Board, Board members, the General Manager, and other invited guests. In 2008, the dinner will be held Thursday, March 20th. The Board approved adding the dinner to the calendar.

10. Change of Name for Outreach Committee: Peter presented the Committee's recommendation to change the name of the committee to "Community Connections Committee", which would differentiate them from the Outreach Team. After a discussion of how the suggested name doesn't stress the Co-op functions and the owners, the Board decided to retain the name "Outreach Committee."

11. Social Responsibility Budget Item: Since Serena St. Clair, the chair of the SR Committee, was absent, the item was table until the January meeting.

12. Community Grant Increase: The Committee requested that the award limit be raised from \$1,000 to \$1,500, and the Board approved the increase. This coming year, the Community Grants will be able to award up to \$60,000 in grants. The Board discussed whether there should be a cap on the total amount of money awarded. The Committee was asked to develop a set of criteria for the Community Grants awards to be included in a draft charter which will be presented to the Board in January.

13. Community Grants Request: Guy presented a proposal for an endowment fund through the Cooperative Community Fund, which could receive tax deductible donations from owners. The fund would grow, earning interest, and the earnings would be distributed by the Twin Pines Cooperative Foundation to socially responsible projects in our community. The Committee requests an initial deposit of \$5,000 as a tax deductible charitable contribution to open a fund with the Cooperative Community Fund. The Board approved the request.

14. 401(k) Audit Cost Proposal: The Finance Committee discussed the cost of this annual audit and where the expense should lie at their October meeting and recommends that the cost of the audit be treated in the same way as the plan administration fees which are covered by the formula in the AFC Financial policies of 0.65% of sales. The Board was in favor of this proposal.

15. Board Budget: Gwyneth pointed out the projection for the cost of the Board Assistant is low and that the cost of the candidate recruitment dinner is not reflected in the board budget. Guy will bring revisions to the budget to the January meeting.

16. Finance Committee Report: There were no questions regarding the report.

17. Outreach Committee Report: Peter reported that the Committee picked the Cottonwood Community Grove in Lithia Park for the Annual meeting on Sunday, June 22nd. Owners will be encouraged to walk or ride their bikes to the site. Proposed dates for dinners with the directors for 2008 are Thursday, February 21st and Thursday, May 15th. Peter and Ric will attend the February dinner.

18. **Review October Minutes:** The minutes were reviewed, corrected, and accepted.

19. **Input from Staff on GM Evaluations:** Erik and Danielle will work on questions to be added to the staff survey regarding Richard's evaluation. The Board agreed that the staff survey be conducted annually.

20. **Meeting Evaluations:** Done

The meeting was adjourned at 9:50.

The GM report and Committee reports are available on request.

BOARD ACTIONS:

- The Board adopted a policy that no one other than the Board of Directors, General Manager, and the Board Assistant will sit at the Board table during official Board Meetings. Guests at the Board table must be approved by the Board President.
- The Board approved adding a dinner for Board candidates to the election calendar.
- The Board decided to retain the name "Outreach Committee."
- The Board approved an increase for Community Grant awards from \$1,000 to \$1,500.
- The Board approved an initial deposit of \$5,000 as a tax deductible charitable contribution to open an endowment fund with the Cooperative Community Fund.
- The Board agreed to treat the cost of the 401(k) audit as a plan administration fees to be covered by the formula in the AFC Financial policies of 0.65% of sales
- The Board agreed that the staff survey be conducted annually.

The minutes were approved by the Board on January 10, 2007