



**Ashland Food Cooperative
Board of Directors Meeting
March 12, 2014
APPROVED**

Board members present: Gwyneth Bowman, Joanie Kintscher, Charlie Douglass, Phil Johnson, and Sheila Carder.
Employees present: Emile Amarotico, General Manager. **Others:** Ken Crocker, Professional Facilitator; Abby Lazerow, Board Administrator. **Attending via Skype:** Ed Claassen. **Absent:** Gary Einhorn.

The Meeting was called to order at 6:00pm by Ken Crocker.

AGENDA ITEM	DISCUSSION POINTS	ACTIONS
Positive Affirmation	<ul style="list-style-type: none"> • Phil led the positive affirmation. 	
Announcement and Training Opportunities	<ul style="list-style-type: none"> • Emile coordinated a meeting with members of the Rogue Co-ops to conduct interviews for the Smithsonian Innovations project. It was fascinating to hear what makes co-operatives different from other businesses. • Joanie and Charlie enjoyed attending the Co-op Café and learning about other co-ops in the region. • Michelle asked the Board to man tables at the Co-op in May to inform owners about the Deli remodel. Abby will send Directors a sign-up sheet. • Grants applications are due this month. 	
Owner Forum	<ul style="list-style-type: none"> • Owner Joy Elohim attended the meeting. 	
Agenda Review	<ul style="list-style-type: none"> • Gwyneth asked Board to be aware there are many computer requirements listed in the Board Director and Employee Director job descriptions. New Directors may need assistance to develop these skills. 	
Consent Agenda	<ul style="list-style-type: none"> • February 12, 2014 Board Meeting Minutes • February 12, 2014 Board Executive Session Minutes • Employee Director Job Description, Revised February 25, 2014 	The consent agenda was unanimously

	<ul style="list-style-type: none"> • GM Report, March 2014 • Outreach Report, March 2014 • Finance Report, January 2014 	approved.
Excused Director Absences	<ul style="list-style-type: none"> • The Executive Committee agreed not to make any changes to the current policy about Board absences. It is important the Bylaws are followed. • Directors were reminded to schedule personal vacation time away from Board meetings. • Co-op Bylaws stipulate a Director will be considered to have resigned if he/she has two consecutive unexcused absences. Vacations are not considered excused absences. Absences will be excused for illness, family emergencies or work. • The Board will excuse Gary Einhorn's second absence but will not excuse directors for similar reasons in the future. 	The Board unanimously agreed not to change the Board excused absence policy.
Protocol for Interaction with Employees	<ul style="list-style-type: none"> • The Executive Committee met in February and discussed policy guidelines for Board interaction with employees. • Board Directors were reminded that all requests to ask an employee to carry out a job or task go through the General Manager. • If a Board Director has a problem with an employee, the Director should first discuss the issue with the GM, and then the Director, employee and the GM will meet together to discuss the issue and find a solution. • If employees wish to discuss an issue with the Board, employees should speak with the Employee Director and the Employee Director will bring the issue to the Board. • The Board Administrator will create a written policy based on these discussion points. The policy will be placed on the April consent agenda. • The Board also discussed the policy for the Board calendar and room reservations. All changes to calendar dates will be made by the Board Administrator. The Board Administrator is also responsible for all room scheduling. • Board Directors were reminded to send out agendas for committee meetings in advance to all Directors. • Directors were asked to read the article "Taking Care of Board Fundamentals". 	The Board voted to approve the protocol for interaction with employees.
Committee and Officer	<ul style="list-style-type: none"> • Officer evaluations were last conducted in 2010. Evaluations give helpful feedback. To conduct their evaluations, it was suggested that 	

Evaluations	<p>Board officers respond to the statements: 1) it would be helpful if you continue doing the following, 2) it would be helpful if you start doing the following, and 3) it would be helpful if you would stop doing the following.</p> <ul style="list-style-type: none"> • Committee evaluations will be done annually. All committees will conduct their own self-evaluation. • As the Grants Committee only meets three times in the year, the Grants committee will do an evaluation at the end of the 2014 cycle. • Board officer evaluations will take place in April in an executive session. 	
Break	<ul style="list-style-type: none"> • A 10–minute break was taken. 	
Financial Report	<ul style="list-style-type: none"> • Sales have increased 2.6% over last year; margins are also better than last year. • Large budget expenses in January resulted in negative operating numbers; however, these numbers will be absorbed over the next few months. Recent expenses included new cash drawers and touch-screen computers. Cashiers are pleased with the new drawers and computers and report they work faster and more effectively. • The CPAs conducting our audit have been very impressed with the financial operations of the Co-op. A conference call with the CPAs will be held on March 31 to go through the budget and to make sure all is in place from 2013. 	
Succession Planning For the Board	<ul style="list-style-type: none"> • The Board succession plan was updated in September 2013. The Board was encouraged to review this document and determine if updating is needed. • Committee charters should be updated annually. • The Grants Committee manual needs to be updated. • Board Director and Employee Director job descriptions have been updated. • All officer positions have manuals and job descriptions; these should be reviewed and updated yearly with the criteria and skills needed for each officer position. • The BDC needs to update the Recruiting Board Directors policies document. • Board officers need to be cross-trained to allow a director to step into an officer position if needed. • The bylaws do not allow Employee Directors to be principal officers, 	

	<p>but they can chair Board committees.</p> <ul style="list-style-type: none"> • The GM short-term succession plan document is posted on the wiki. 	
Employee Director Report	<ul style="list-style-type: none"> • The Employee Director job description was recently revised. Phil met with Emile, Sharon, and EA representative Alisha Kormondy to review the job description. To comply with the new contract, the Employee Director will be responsible for Board and strategic work, and oversight of day-to-day issues will be carried out by the EA. • The Employee Solutions steering committee will meet in the next few weeks. • One of the managers is leaving soon. The Employee Director is being trained so he can fill in until a new manager is hired. • One Director asked if the Board could consider increasing the Employee Director's monthly reimbursement to reflect the work that the position requires. However, it would take a vote of the owners to change the stipend. The Director was asked to take this idea to the Board Development Committee for further evaluation. • The Board Development Committee is looking into increasing the number of directors on the Board. The Committee is also researching Board stipends at other co-ops of similar size. 	
GM Report	<ul style="list-style-type: none"> • The Deli remodel will happen during the Co-op's busy season. Anticipated June Deli sales could be a bit more than 10% higher than current volumes. • Emile met with the auditors and they were pleased with our systems and their findings. • The EA bargaining process is progressing well. The contract is almost to the point where it is ready to be reviewed by attorneys and then brought to the Board and employees. It is estimated the contract will be ready in early May. • The recent forums with employees went well. Employees gave direct and helpful feedback to the EA. Turnout was good; about half the staff attended forums for the bargaining unit contract. • Cheryl is moving out of the area and will be vacating her position. Having a vacant management position offers the opportunity to explore alternatives to the existing organizational structure. • Other co-ops have a store manager with oversight of product departments. Emile is considering doing an analysis to learn more about the effectiveness and value of this type of position. • The Co-op is a finalist for the produce intensive conducted by NCGA. 	

	<p>If the Co-op were selected, the NCGA would conduct workshops to design and reset a department.</p> <ul style="list-style-type: none"> • The leadership of the Rogue Co-ops will meet again in April. Some members of the Rogue Co-ops are members of our strategic planning scan teams. 	
Strategic Planning Update	<ul style="list-style-type: none"> • The scan team facilitators have received a good response from community members who have been asked to participate. The Board is excited to have owner-stakeholders engaged in this process. • Ed held a briefing session with the scan team facilitators. Each team will meet for several hours. If their discussion is more complex, a follow-up meeting will be scheduled. • Board Directors are welcome to attend all scan team meetings. 	
Meeting Evaluation	<ul style="list-style-type: none"> • Attending a meeting by Skype is a different quality of experience. It created a feeling of psychological distance. • The meeting went smoothly and good decisions made. • The Board appreciated holding the Executive Session before the Board meeting. 	

The meeting was adjourned at 7:35 p.m.