



Ashland Food Co-op  
Board of Directors

**Ashland Food Cooperative  
Board of Directors Meeting  
October 8, 2014  
APPROVED**

**Board members present:** Gwyneth Bowman, Joanie Kintscher, Ian Crosby, Charlie Douglass, Jeff Golden, Gary Einhorn and Julie O'Dwyer. **Employees present:** Emile Amarotico, General Manager. **Others:** Ken Crocker, Professional Facilitator; Abby Lazerow, Board Administrator.

The Meeting was called to order at 6:05 p.m. by Ken Crocker.

AGENDA ITEM	DISCUSSION POINTS	REMINDERS/ FOLLOW UP
<b>Positive Affirmation</b>	<ul style="list-style-type: none"> <li>• Ian Crosby led the positive affirmation.</li> </ul>	
<b>Announcement and Training Opportunities</b>	<ul style="list-style-type: none"> <li>• The 2014-2015 Positive Affirmation and Newsletter Article Calendars are posted on the Board wiki.</li> <li>• The Strategic Planning meeting on October 21.</li> <li>• The All-Store meeting will be held on October 21 from 7:00 -9:00 p.m. at the Ashland Armory. Board directors are invited to attend.</li> <li>• Board help is needed for the Harvest Festival on October 18. Joanie will send out a sign-up list</li> <li>• A memorial music event in honor of Ken Becker will be held at the Ashland Armory on October 18.</li> </ul>	
<b>Owner Forum</b>	<ul style="list-style-type: none"> <li>• Owner Al Carter observed the meeting.</li> </ul>	
<b>Agenda Review</b>	<ul style="list-style-type: none"> <li>• One Director suggested a change to the Guidelines for Board Interaction with Owners, Customers and Employees document. The Board accepted this change.</li> </ul>	
<b>Consent Agenda</b>	<ul style="list-style-type: none"> <li>• Consent Agenda:</li> <li>• September 10, 2014 Board Meeting Minutes</li> <li>• September 10, 2014 Executive Session Minutes</li> <li>• Guidelines for Board Interaction with Owners, Customers and Employees, Revised October 2014</li> <li>• Board Meeting Procedures, Revised October 2014</li> <li>• Owner Forum Policy, Revised October 2014</li> <li>• Board Finance Report, August 2014</li> </ul>	The Board unanimously approved the consent agenda.

	<ul style="list-style-type: none"> <li>• GM Report, October 2014</li> <li>• Outreach Report, October 2014</li> </ul>	
<b>Forming the 2015 Board Budget</b>	<ul style="list-style-type: none"> <li>• The Chair of the Finance Committee is responsible for creating a budget for the Board. Board committees were asked to submit projected expenses for 2015 by early November. To help determine expenses for 2015, committee members were asked to review their manuals, charters and responsibilities.</li> <li>• Last year a significant percentage of the Board budget was spent on training. Cutbacks may be required to help reduce overall Co-op expenses.</li> </ul>	All committees should get 2015 budget projections to Charlie by early November.
<b>BDC Proposal for Board Development Focus Group</b>	<ul style="list-style-type: none"> <li>• Last spring the Board asked the BDC to create an owner committee to review Board stipends. As a result of committee discussion, this idea was expanded to include examination of ways to increase owner participation and interest in governance.</li> <li>• The BDC proposed to hold three two-hour meetings with a small group of interested owners during the first half of 2015, using the Dinner/Brunch with the Board venue. Specific questions about participation and engagement would be asked the owner participants. Conversations from these meetings would give the BDC ideas about motivating interest in service on the Board of Directors and other volunteer positions. The owner participants could also discuss the role of stipends and benefits in attracting Board service.</li> <li>• As a result of the discussions, an owner focus group could develop to look at compensation, stipends, discounts for the Employee Director, and specific stipends for Board officers.</li> <li>• A director was concerned the current BDC proposal was different from the proposal developed earlier in the year, which stated an owner focus group would be created. The director did not want earlier agreements made by the Board to be ignored. If a committee developed a proposal that differed from older decisions, reasons for the change should be presented to the Board.</li> <li>• The Outreach Committee chair felt it was important traditional outreach events not be cancelled for this purpose and asked the BDC to discuss the proposal with members of the Outreach Committee.</li> <li>• Directors were concerned about conflict of interest if they participated in a discussion about stipends. Directors agreed if the subject came up in the discussions, they should only listen and not comment.</li> <li>• The Board agreed to move in this direction assuming stipends and</li> </ul>	

	<p>compensation are included in the owner conversations.</p> <ul style="list-style-type: none"> <li>The Board requested the BDC create a detailed process statement to present at the November meeting, including a proposal overview, budget, a list of proposed questions for owners and a confirmed agreement to coordinate any events with the Outreach Committee.</li> </ul>	
<b>Break</b>	<ul style="list-style-type: none"> <li>A seven-minute break was taken.</li> </ul>	
<b>Leadership Conference Report; Provender Report</b>	<ul style="list-style-type: none"> <li>Julie O'Dwyer and Ian Crosby attended a one-day leadership conference in Sacramento. Topics included governance vs. operations, the role of a servant-leader, and the difference between strategic planning and visioning. There were also interactive role-playing and problem-solving workshops. Julie and Ian toured the Sacramento and Davis Co-ops.</li> <li>Jeff Golden attended the 28<sup>th</sup> Provender Alliance gathering in Hood River. There were many private vendors there as well as representatives from retailers and stores, but few co-ops. Most of the workshops were operational. There was great focus on the GMO labeling issue, and the Agriculture Justice Project, whose mission is to improve farm worker conditions and awareness of farm worker health problems caused by pesticides. Representative Peter Buckley attended the conference and encouraged natural foods business to become involved in the emerging hemp industry.</li> <li>The Board hoped a representative from the Agricultural Justice Project could present at a future Board meeting.</li> </ul>	
<b>GM Report</b>	<ul style="list-style-type: none"> <li>Emile reviewed the Deli remodel goals. The Deli designer recently visited and recommended adding signage to give customers directions.</li> <li>Customers are still concerned about beans and rice in the Deli. Some customers are frustrated that they have to pay before the time of ordering. Paying in advance is more efficient and was a response to people who were taking food but not paying. In the future, the POS system could possibly be modified to take an order but suspend the transaction while releasing the ticket to the kitchen for action. Working with the vendor to change the POS system is a slow process.</li> <li>Recent capital expenses include the Deli exhaust hood and the installation of a new phone system.</li> <li>The MT has been discussing store department margins. The goal is to continue with current margins, as we are under our peers already.</li> </ul>	<p>Emile will get a legal opinion about the open-carry issue and bring it to the Board in November or January. He will also speak with peers at other co-ops.</p>

	<ul style="list-style-type: none"> <li>• There may be savings in health insurance costs if the carrier is switched. The level of benefit would not change.</li> <li>• The All-Store Holiday party will be held on Friday, December 6, from 6:00 to 11:00 p.m. The theme is “Get Away to Italy.” A buffet dinner will be served.</li> <li>• The Deli manager is taking a personal leave of absence and the assistants in the Deli are doing an excellent job.</li> <li>• The Deli menu is turned off at 8 p.m. and the hot bar, salad bar, and grab-and-go stations remain open until 9 p.m.</li> <li>• The Vancouver Co-op recently requested financial support. Emile will contact the GM to obtain more information about their need.</li> <li>• Emile investigated open-carry law in Oregon and spoke with the attorney for the City of Ashland. He requested direction from Board about open-carry weapons in the store. The Board asked Emile to obtain a legal opinion about the issue and to investigate how other co-ops are handling the concern. The Executive Committee will include this topic on their next meeting agenda.</li> <li>• Directors asked about extending hours to improve parking. Emile said staying open later would require extending shifts and it would be important to evaluate the cost/benefits of extending hours. The Executive Committee will discuss this issue further.</li> </ul>	
<b>Employee Director Report</b>	<ul style="list-style-type: none"> <li>• Ian is looking forward to the Harvest Festival.</li> <li>• Shoppers are making fewer comments and suggestions about the Deli.</li> <li>• There is much speculation about the Deli leadership.</li> <li>• Concerns about the EA were posted in the employee log and resulted in two pages of conversation. Two to three EA candidates have emerged from this discussion.</li> <li>• Closing the Deli at 8 seems logical, but could be re-evaluated in the summer.</li> </ul>	
<b>Strategic Planning Update</b>	<ul style="list-style-type: none"> <li>• The Strategic Planning meeting will be held on October 21. Two of the SP committees have met frequently and are ready to present at the meeting. Another committee is making rapid progress.</li> <li>• The committee team members are drawn from the MT, the Board of Directors and the community.</li> <li>• The Space Committee meets every Tuesday from 12-1:30; the Education Committee meeting every Wednesday.</li> </ul>	
<b>Board Holiday Party</b>	<ul style="list-style-type: none"> <li>• Julie contacted three potential venues for the Board holiday dinner.</li> <li>• The Board asked Julie to develop a budget for two of the venues and report back to the board in November.</li> <li>• Abby will work with Julie to coordinate the holiday dinner.</li> </ul>	

The meeting was adjourned at 8:13 p.m. Minutes were taken by Abby Lazerow, Board Administrator.