



Ashland Food Co-op
Board of Directors

**Ashland Food Cooperative
Board of Directors Meeting
April 9, 2014
APPROVED**

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

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

AGENDA ITEM	DISCUSSION POINTS	ACTIONS
Positive Affirmation	<ul style="list-style-type: none"> Gwyneth led the positive affirmation. 	
Announcement and Training Opportunities	<ul style="list-style-type: none"> Dinner with Directors will be held on June 4 at 6 p.m. New Co-op members will be invited to attend the dinner to learn more about the Co-op and the Board. The New Employee orientation will be held in May. 	
Owner Forum	<ul style="list-style-type: none"> Julie O'Dwyer and Stephanie Bacarella observed the meeting. 	
Agenda Review	<ul style="list-style-type: none"> Done. One Director had questions about using the "Board Interaction with Employees document and the document was included in the consent agenda after his questions were answered. 	
Consent Agenda	<ul style="list-style-type: none"> March 12, 2014 Board Meeting Minutes March 12, 2014 Board Executive Session Minutes Board Actions, 2013 Board Interaction with Employees, April 2014 GM Report, April 2014 Outreach Report, April 2014 	<ul style="list-style-type: none"> The consent agenda was unanimously approved.
Financial Report	<ul style="list-style-type: none"> The Finance Committee recommended distributing 50% and retaining 50% of the patronage dividend amount for 2013. This is the same percentage as we have had for the past 5 years. The 2013 Patronage dividend is more than \$800,000.00. 	<ul style="list-style-type: none"> The Board voted to approve the 2013 patronage dividend, with the Co-op retaining 50% of the funds for capital investment and

	<ul style="list-style-type: none"> • The Finance Committee recommended the approval of the payout of the 2013 profit-sharing bonus in the total amount of \$143,197. This bonus would be paid out to employees in late April. The bonus will be distributed according to the number of hours worked and represents approximately \$.59 an hour for the past year. • The Finance Committee met by conference call from CPA Bruce Mayer who reviewed the 2013 audit report, the audited financial statements, and the letter to the Board. There were no items to report, and no audit adjustments made other than the usual adjustments to taxes and patronage dividends. The auditor compared our numbers to those of other co-ops, noting that we have much cash on the balance sheet, stable margins that are on the low end of the spectrum, and no debt. Christina and Emile have done an excellent job. • The Board voted to approve the 2013 patronage dividend, with the Co-op retaining 50% of the funds for capital investment and development and distributing 50% to owners. These checks will be sent out in early June 2014. • The Board voted to approve the distribution of the 2013 annual employee profit-sharing bonus. • The Employee Director stood aside for voting about the employee bonus because of potential conflict of interest. 	<p>development and distributing 50% to owners.</p> <ul style="list-style-type: none"> • The Board voted to approve the distribution of the 2013 annual employee profit-sharing bonus.
Employee Director Report	<ul style="list-style-type: none"> • Phil was recently approached by an employee who was interested in running for the Employee Director position. The employee has a good relationship with the Employee Alliance and has good consensus experience. • Because of other responsibilities and projects, Phil has decided to not run again for the Employee Director position. • The Employee Director candidate will be running unopposed. Phil will mentor him for as long as is needed. • Steve Davidson is the new manager of the IT Department and Phil's role will be shifting into that department. Phil has also been filling in for the POS Department until a POS Assistant can be hired to replace those duties of the former department manager. • Phil will continue to serve on the H@W project committees. 	
GM Report	<ul style="list-style-type: none"> • Co-op University is an important program for Co-op employees. The NCGA is piloting a similar program for their own use, and they will share it with other co-ops at the cost of \$20.00 per employee per year. The program will include 	

an online curriculum and a shared database. We are one of two co-ops piloting the program.

- Three new committees have been chartered as a result of the H@W project. The intent is to make the Co-op a better work environment.
- Emile is working with H@W committee members to redesign the break areas, developing both indoor and outdoor spaces. The goal is to maximize utilization of spaces for our 160 employees.
- The Deli remodel is coming along well and Michelle is an excellent project manager. The remodel will happen in late June. During this time, the Deli could be closed for 10 days. There is a possibility Co-op food carts could be on premises to offer some take-out food options. Owners are very interested in being informed, and the remodel will be discussed in the May-June newsletter.
- The electrolyzed water machine was recently introduced for cleaning at the Co-op. The machine uses water, salt and electricity to divide water into two components. One component electronically makes the water a base pH; this water is used as a non-toxic sanitizer to kill pathogens. The other byproduct of the process can be used as a non-toxic cleanser. We are considering having employees try the cleanser at their homes.
- New ceiling fans have been added to the dining area in the atrium and throughout the warehouse. The fans blend the rising warm air with the cooler air from the floor level to create a comfortable temperature and increase heating and cooling efficiency.
- A new air curtain has also been installed by the back receiving door. It is useful for both warm and cool conditions and also helps to keep flying insects from entering the building. An air curtain is being considered for the front door of the store but there are still some challenges.
- The results of the audit were outstanding, and Christine did an incredible job.
- The first full draft of the employee contract was recently reviewed by the Contract Committee and the Board should be able to view it by the end of the month.
- This summer the Co-op is running a pilot program where Organic Products Warehouse will consolidate loads from all producers. This program will help with delivery congestion

	<p>and processing.</p> <ul style="list-style-type: none"> • Steve Davidson has moved from tech lead to a management position as head of the IT Department. 	
Strategic Planning Update	<ul style="list-style-type: none"> • The scan teams have been positive, lively and engaged and have offered rich input. Most of the members of the Management Team have also participated on the scan teams. • Representatives from the teams will make presentations at the April Strategic Planning meeting. Meeting participants will then prioritize these ideas. • Four teams formed during the April Strategic Planning meeting will meet to examine their focus area in more detail. Their recommendations will be presented to the MT and Board at the June SP meeting. 	

The meeting was adjourned at 7:01 p.m.