



Ashland Food Co-op

Board of Directors

Board Meeting Minutes

Wednesday, February 10, 2016

Approved

Present: Joanie Kintscher, Ian Crosby, Gary Einhorn, Julie O'Dwyer, Jef Golden, Stephen Sendar. **Attending by Conference Phone:** Gwyneth Bowman. **Others Present:** Emile Amarotico, General Manager; Ken Crocker, Facilitator; Abby Lazerow, Board Administrator.

	ITEM DESCRIPTION	DISCUSSION	ACTION	FOLLOW-UP
1.	Positive Affirmation	<ul style="list-style-type: none"> Emile Amarotico gave the Positive Affirmation. 		
2.	Announcements, Calendar of Opportunities & Expectations	<ul style="list-style-type: none"> March 1, Board Candidate applications available at the Information Desk. March 16, Board Candidate Reception, 7-8 p.m., Community Classroom. March 25, Candidate Applications Due by 9 p.m. 		
3.	Owner Forum	<ul style="list-style-type: none"> Owner Al Karger observed the meeting. 		
4.	Agenda Review	<ul style="list-style-type: none"> Done. 		
5.	Consent Agenda	<ul style="list-style-type: none"> The following Consent Agenda items were unanimously approved by the Board: January 13, 2016 Board Meeting Minutes January 13, 2016 Executive Session Minutes 2016 Board Candidate Application Code of Ethics for Board Directors, revised 2-2016 Calendar of Expectations for Board Directors, revised 2-2016 BDC Goals, 2015-2016 Board Candidate Application, 2016 Board Finance Report 	The Consent Agenda was unanimously approved.	
6.	Board Recruitment for 2016 Election	<ul style="list-style-type: none"> It is hoped the 2016 election will be lively, with several potential candidates running for the Board. If owners pass the proposed Bylaw Revisions in June, there may be a third Director position open. The BDC asked Directors to reach out to community members who may wish to consider running for the Board. 		
7.	Co-op Operating	<ul style="list-style-type: none"> The operating budget for 2016 was circulated in the 		



	Budget	<p>January Board packet.</p> <ul style="list-style-type: none">• Extra funds have been added to the 2016 budget in case electronic coupons come into use and more owner discounts are redeemed.• Stephen Sendar proposed the Board adopt the budget as presented. The Board unanimously agreed to pass the 2016 budget.		
8.	Strategic Planning Update	<ul style="list-style-type: none">• Emile met earlier this month with four Strategic Planning Initiative Teams. The Education Team is the newest team. The teams each gave 15-minute check-ins.• The Board would like a report from each Initiative Team on a quarterly basis.• Emile was asked to send a list of the Strategic Planning Initiative Teams and its members to the Board.		Emile will send a list of the SP Initiative Teams and its members to the Board.
9.	GM Evaluation Update	<ul style="list-style-type: none">• Abby presented a timeline about the GM Evaluation process.• Board evaluations of the GM are due by February 21.		
10.	Bylaw Update and Timeline	<ul style="list-style-type: none">• The Bylaw revisions are almost ready to go to attorney Jack Davis for review.• Jeff is crafting explanatory statements for owners.• Emile will communicate with staff about the Bylaw changes.• Progress is being made about electronic voting legislation for cooperatives in Oregon. The goal is to have electronic voting be the primary method of voting, while still offering paper ballots to owners who prefer that method.• Julie suggested having incentives such as special coupons to collect email addresses of our owners. Email is important for sharing ideas and communicating with owners, as the newsletter only comes out every two months.		
11.	GM Report	<ul style="list-style-type: none">• A service company has been hired to deal with the pest problem in the barn.		



		<ul style="list-style-type: none">• There was a recent product loss due to a malfunction of one of the new meat cases. An insurance claim is pending.• Meat Manager Derek Shilts has found an alternative solution to the expensive prospect of repaving the back driveway. The Co-op has purchased an electric battery-operated cart to transfer product from the storage area to the store. The cart can carry 1000 pounds and has enough traction to easily travel across the lot. Some employees are being trained to use the cart.• Management is working with the Employee Alliance to create an amendment to the Bargaining Agreement to provide for recent changes to the Oregon Sick Pay law.• Deli employees are using a new electronic scheduling application. This new system appears to be working well.• The Co-op is moving forward with a rebranding initiative this year, based on recommendations from the NCG Brand Assessment.		
12.	Employee Director Report	<ul style="list-style-type: none">• Ian reported some workdays are short-staffed because of the new Oregon Sick Time law. Sometimes 2-3 people have been taking sick days in each department.		
13.	Board Retreat Proposal	<ul style="list-style-type: none">• The BDC put together an RFP for facilitation of the April 2 Board retreat. The RFP was sent to four local consultants and one outside the area. Five good proposals were received. The BDC discussed those proposals and decided to utilize Rose Marie Klee of CDS Consulting.• The BDC discussed its reasons for forwarding their choice to the Board. One Director, who was out of town for the BDC meeting, said he was not prepared to vote to approve the consultant. The Director did not wish to stand aside and asked to be given time to read all of the proposals and give ideas and input.• Although the BDC Chair was hesitant to slow the process down because of timing, it was agreed to give the Director until Saturday to review the proposals and express an		



		<p>opinion.</p> <ul style="list-style-type: none">• Directors were reminded that committee members who attend the committee meeting are responsible for making the committee decisions.• The Board unanimously agreed to allow the BDC to make the final decision to select a facilitator.		
14.	Proposed Name Change for Outreach Committee	<ul style="list-style-type: none">• At the recent Executive Committee meeting, it was proposed to change the names of both the Outreach Committee and the Outreach Department so there is not an imbedded expectation of their duties and responsibilities. The Committee brought this proposal to the Board.• Although new names have not been determined, the Board was in agreement that the names should be changed soon.• Joanie, Gwyneth, Emile, Julie and Annie will meet to define the Outreach Committee charter and responsibilities and will propose new names for the committee. Abby will send out a poll to schedule this meeting.		Abby will send out a poll to schedule an April meeting with Joanie, Annie, Julie, Gwyneth, and Emile

The meeting was adjourned at 7:53 p.m.