



**Board Meeting Minutes**  
Wednesday, January 13, 2016  
**APPROVED**

**Board Directors Present:** Gwyneth Bowman, Joanie Kintscher, Ian Crosby, Gary Einhorn, Julie O’Dwyer, Jeff Golden, Stephen Sendar. **Others present:** Emile Amarotico, General Manager; Ken Crocker, Facilitator; Abby Lazerow, Board Administrator.

The meeting commenced at 6 p.m.

	ITEM DESCRIPTION	DISCUSSION	ACTION	FOLLOW-UP
1.	<b>Positive Affirmation</b>	<ul style="list-style-type: none"> <li>Gwyneth Bowman led the Positive Affirmation.</li> </ul>		
2.	<b>Announcements, Calendar of Opportunities &amp; Expectations</b>	<ul style="list-style-type: none"> <li>The New Owners Dinner with the Directors is February 3, 2016.</li> <li>The Volunteer Appreciation party will be held on January 29, from 11 a.m. to 1 p.m. in the Culinary Kitchen. The event allows volunteers to learn about new opportunities and to meet other volunteers. Directors are invited to attend.</li> <li>The Board annual retreat will be held on Saturday, April 2.</li> <li>The Co-op Annual Meeting will be held on June 25.</li> <li>The Board will examine owner benefits at the Closed Work Session on February 10.</li> <li>The Board will discuss ideas for a healthy WIC- style program at the March Closed Work Session. Gwyneth recommended Directors read a related article in the May-June 2015 issue of <u>Cooperative Grocer</u>.</li> <li>The class “Medicine for the Future” will be offered April 6-May 11, 2016.</li> </ul>		<p>Jeff Golden, Stephen Sendar, Gwyneth Bowman and Emile will attend the February Dinner with the Directors.</p> <p>Abby will put the article about the healthy WIC-style program on the Wiki.</p>
3.	<b>Owner Forum</b>	<ul style="list-style-type: none"> <li>Owner Al Karger, said he appreciated receiving an email inviting him to attend the Volunteer Appreciation gathering.</li> </ul>		
4.	<b>Agenda Review</b>	<ul style="list-style-type: none"> <li>Done.</li> </ul>		
5.	<b>Consent Agenda Review</b>	<p>Consent Agenda:</p> <ul style="list-style-type: none"> <li>November 11, 2015 Board Meeting Minutes</li> <li>November 11, 2015 Executive Session Minutes</li> </ul>	The Consent Agenda was	



		<ul style="list-style-type: none"><li>• Community Grants Committee Charter, Revised</li><li>• Community Grants Committee Manual, Revised</li><li>• Board Finance Report, November 2015</li></ul>	unanimously approved.	
6.	<b>Results of Vote by Mail</b>	<ul style="list-style-type: none"><li>• Results of Vote by Mail: On Dec. 14, 2015, the Board of Directors unanimously approved the extension of one year to the terms of the Co-op's \$100,000 investment in the NCGA-Development Cooperative Loan Fund, originally approved in 2013.</li></ul>		
7.	<b>Board Budget Discussion</b>	<ul style="list-style-type: none"><li>• There was new discussion about increasing the budget for Board retreats, increasing the discount to include champions for the strategic initiatives, and compensation for the Board Administrator. Treasurer Stephen Sendar said the budget was stretched as much as was possible.</li><li>• Julie asked about the budget for Board computers and technology. The Board computer policy may be changed to have the IT Department support and maintain the computers and to have less expensive technology.</li><li>• Questions about Board computers will be directed to the Executive Committee, instead of the Board Treasurer.</li></ul>		
8.	<b>Co-op Movement Report</b>	<ul style="list-style-type: none"><li>• Annie, Jeff and Emile met in January to discuss holding a gathering of Rogue Co-op Directors. Emile meets monthly with the managers of the other local co-ops. He will ask each manager to approach a director on their board and ask if their colleagues would be interested in gathering and how the meeting might look.</li><li>• Employees Annie Hoy and Phil Johnson, members of the Education Initiative, are developing presentations about cooperative alliances and the co-op movement to share with local economic developers. Phil has also proposed building a Rogue Co-ops webpage. Jeff will work with the education champions.</li><li>• Emile said it would be good to collaborate with Rogue Co-ops and get economic developers in the room. The idea of "stronger together" is new to many businesses. Emile will</li></ul>		



		continue to follow-up.		
9.	<b>Break</b>	<ul style="list-style-type: none"> <li>• A ten-minute break was taken.</li> </ul>		
10	<b>GM Report</b>	<ul style="list-style-type: none"> <li>• The MT has been working on an initiative to improve the customer experience.</li> <li>• The Co-op has had 10% more business Thanksgiving week than last year, showing the Co-op has the capacity to continue growing. Although the Finance Committee had budgeted for 2% growth, there was 4-1/2% growth in 2015.</li> <li>• Effective January 1, 2016, Oregon law legislated 40 hours of sick time employees. This is now an additional expense, which may affect the Productivity Bonus.</li> <li>• The MT continues to look for opportunities to enhance leadership and growth. There have been rich discussions at recent meetings.</li> <li>• There are new opportunities for people who bike to the Co-op. Ideas include: 1) implementing a discount program for people bike to the Co-op; 2) serving as a destination for the Ashland School's children's bicycle safety; and 3) collaborating with Umpqua Bank on a bike share station.</li> <li>• The Co-op is considering marking certain parking spaces for bikes, compact cars and motorcycles.</li> <li>• The IT Department is still working on electronic coupons. Julie suggested offering a pilot e-coupon program for some staff and owners. Emile reported there might also be a survey to gauge shoppers receptivity to using e-coupons.</li> <li>• Owner Donna Benjamin will serve as the Education Strategic Initiative champion.</li> <li>• Emile will be away for the last two weeks of January.</li> </ul>		
11	<b>Bylaw Proposals: Number of Board Directors and Board Stipend</b>	<ul style="list-style-type: none"> <li>• Julie proposed increasing the number of Board Directors from 5 to 7, to 7 to 9. There are currently 7 Directors and 5 Board Officer positions. Directors serve on several committees and are stretched thin. There is great</li> </ul>	The Board unanimously agreed to increase the	The Bylaw Revision Committee will develop language to increase the



		<p>responsibility being a Board Officer, and new Directors are not ready to assume these roles their first year. To be as effective as possible, new Directors need a full year to learn about Board procedures and processes.</p> <ul style="list-style-type: none"><li>• Julie, Gary, Stephen and Jeff were in favor of having the option to raise the number of Directors from 5 to 7 to 5 to 9, in order to have the future ability to expand the Board without going through another Bylaw change.</li><li>• Gwyneth thought it could be expensive to add additional Directors, and said her priority was to use funds to create a Store Manager position to help Emile. Jeff agreed the expense was relevant to any decision to bring in additional Directors and asked if the Finance Committee could estimate the cost.</li><li>• Joanie was concerned about increasing the number of Directors because some other Board elections have been uncontested. Gwyneth was concerned dynamics could change, with the Board losing collegiality and the ability to reach consensus. Ian said it could be harder to reach consensus, but presenting different points of view could also help to reach a deeper decision.</li><li>• Emile pointed out the number of Directors would never be increased to 8 or 9 without full consensus.</li><li>• The Board voted to ask the Bylaw Revision Committee to develop a Bylaw change proposal to increase the number of Directors from 5 to 7, to 7 to 9.</li><li>• Gwyneth said the Bylaw Revision Committee looked at the Board stipend issue in depth, but could not agree. The Board was asked to consider this issue and give the Committee direction.</li><li>• Julie thought a larger stipend could attract younger people who could not ordinarily afford the time needed to serve on the Board. Both she and Emile noted the Co-op is very different than when it was first formed, yet the stipend has</li></ul>	<p>number of possible Directors from 5 to 7 to 5 to 9.</p>	<p>number of Directors.</p> <p>Stephen will inform the Board of the estimated cost for an additional Director position.</p>
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		<p>not been increased since 2003.</p> <ul style="list-style-type: none"><li>• Joanie said she viewed serving on the Board as a volunteer position.</li><li>• Gary said while the number of hours Directors spend on Board work is very significant, he was reluctant to increase the stipend at this time.</li><li>• Stephen noted this topic created discomfort, and asked the Board to make a commitment to talk about stipends sometime later in the year. He also thought it important to consider what incentives would interest younger owners to run for the Board.</li><li>• Gwyneth suggested eliminating the focus on the stipend and consider examining Director benefits instead.</li><li>• Julie hoped to investigate if the benefits offered could build an interest to serve. She suggested BDC members speak to members of other boards about their benefits.</li><li>• Stephen noted the Finance Committee is currently looking at the compensation and benefits for employees and owners. It was important to consider how our stakeholders enjoy the responsibilities of ownership and how Board Directors work in service to our owners.</li><li>• The Board agreed not to write a Bylaw revision to increase Board stipends.</li></ul>		
12	<b>Electronic Voting Update</b>	<ul style="list-style-type: none"><li>• Jeff received a current draft of the legislative bill that would allow cooperatives in Oregon to conduct electronic voting. He asked Directors to give feedback and comments.</li><li>• Once the draft is finalized, Emile will contact other cooperatives and ask them to speak to their legislators about the bill.</li><li>• Representative Peter Buckley's assistance was greatly appreciated; he will be missed.</li></ul>		
13	<b>Employee Director Report</b>	<ul style="list-style-type: none"><li>• The Co-op was recently audited and observed by representatives from other conventional stores.</li><li>• The Oregon Sick Time legislation, offering protected leave, may affect the store's attendance policy.</li></ul>		



Ashland Food Co-op  
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		<ul style="list-style-type: none"><li>• The new corrals for shopping carts save time for both customers and staff.</li><li>• Ian asked the Board to remember the Co-op is a grocery business. We need to keep our finger on the pulse of opportunity, and new ideas need to flow down to the staff.</li></ul>		

***The meeting was adjourned at 8 p.m.***