



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

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

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

AGENDA ITEM	DISCUSSION POINTS
Positive Affirmation	<ul style="list-style-type: none"> • Sheila led the positive affirmation.
Announcements and Training Opportunities	<ul style="list-style-type: none"> • Gwyneth asked the Board to look at the improvements to the Board Wiki. • Directors were reminded to be aware of the local flu outbreaks. • The Co-op Café will be held on Saturday, March 1 in Portland. Joanie and Charlie would like to attend. The Board approved their attendance. • A leadership training will be held in Portland on July 19.
Annual Meeting Date	<ul style="list-style-type: none"> • Four directors felt it was important to hold the meeting after the election to allow owners to meet new Directors. At the November meeting, Directors agreed to support the Outreach Committee moving the date to July. The benefits of holding a later picnic date were also discussed at the January BDC meeting. • Outreach volunteers are excited about using venue of ScienceWorks as a venue and to have the annual picnic be family-friendly. • The Board asked the Outreach Committee to explore if ScienceWorks is available July 12 or 19, after the election. If those dates were not available, the Board agreed to hold the annual meeting in June.
Owner Forum	<ul style="list-style-type: none"> • There were no owners present.
Consent Agenda	<ul style="list-style-type: none"> • The Consent Agenda documents were unanimously approved.

Results, Vote by Mail Proposal	<ul style="list-style-type: none"> • The Board voted by mail to: <ol style="list-style-type: none"> 1) Approve adding the policy for capitalization of assets to the AFC Financial Policies document 2) Approve changing the formula of the Community Grants Calculation to .0.08% of the previous year's sales 3) Approve adding the line "Other securities approved by the Board" to the Approved Securities section of the Investment Policy
Preliminary Budget Proposals	<ul style="list-style-type: none"> • Sales in 2013 were \$29.726 million. Sales growth was 4.3%. • Because of the change in the calculation formula, the amount allocated yearly by the Community Grants Committee will be more stable. • In 2013 the Capital plan budget was \$100,000. Because many renovations are contemplated, including a deli remodel, the 2014 Capital plan budget is \$1.357 million. Meat and produce cases also need upgrading. Money for improvements comes from our investments. • The Deli design is almost complete. Renovation is expected to occur during the first quarter of 2014 and the Deli may be closed a week or more during renovation. • The MT has not yet approved the loss prevention program. Other ideas are being considered. • Back parking lot grading has been fully designed. • The cost of utilities has increased. • The phone system will be upgraded. IT is managing this project. • The HVAC system in the Human Resources building is being upgraded. • The warehouse will have new air curtains. These curtains may also be used for the front doors of the retail store. • The patronage dividend will be reduced, due to the increased labor cap and cost of repairs and maintenance. • The fourth quarter is considered an estimate until final numbers can be determined. Real numbers will be sent to the Board as soon as they are available. • Expenditures will be carefully monitored and compared to sales. • The Board proposed to approve the 2014 budget. The 2014 budget was unanimously approved.
Updates to Calendar of Expectations for Board Directors	<ul style="list-style-type: none"> • Three required hours were added to the Calendar of Expectations for Board Directors. These hours were for attendance of one All-Staff Meeting and one New Employee Orientation. • Hours in the Calendar of Expectations for Staff Directors were increased for attendance of EA meetings (up to 24 hours per year) and two All-Staff Meetings. • The next All-Staff Meeting may be in late March or April. • One Director noted that last year's work as a Board Director included 1000 emails, 350 miles of driving, and 180 hours of work for the Board. • The Board agreed to accept changes to Calendar of Expectations documents.
Break	<ul style="list-style-type: none"> • There was no break taken.

GM Report	<ul style="list-style-type: none"> • The Hambleton Market survey has been completed. 200 people were surveyed and polled. • Emile will share the results with the MT and the Board. • The rodent problem is improving. One Director requested that vendors who back stock products that could be exposed be informed about the rodent issue. • Grading the driveway may impact business deliveries. • The Ashland Christian Fellowship is receptive to having staff parking in their lot. An incentive for staff to park there may be offered. • The policy governance workshop at MFC was excellent. • A half-day Project Management Fundamentals training will be offered to managers and employees who will be involved in implementing upcoming initiatives. • A learning management system curriculum may be implemented for employees. • NCGA has invited each GM to bring someone from the senior management team to the NCGA annual meeting in April. Five managers are interested in attending. Emile will brainstorm with them to determine an equitable way to choose the one manager who will attend. • Emile continues to meet with peers from the Rogue Co-ops. • Emile has recently met with THRIVE, Organic Produce Warehouse and some local growers to develop a pilot delivery system. • Medford Co-op had a good year with a 14% increase in sales.
Staff Director Report	<ul style="list-style-type: none"> • Direct deposit of paychecks were predicted to be a day late due to the timing of the New Year's Day holiday, which would cause difficulty for some employees. The Co-op was able to work with the bank, and payroll was submitted in time for direct deposits to be funded on January 3. • The daily sales record was broken before Christmas. • Co-op employees are very happy with Emile.
Prospective Candidate Reception	<ul style="list-style-type: none"> • The prospective candidate reception date was changed to Tuesday, March 18.
Pie with the Directors	<ul style="list-style-type: none"> • Pie with the Directors will be postponed. Instead, Board members will come to New Employee Orientations and offer refreshments.

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