



Board of Directors Meeting Minutes

June 10, 2015

APPROVED

Present: Gwyneth Bowman, Joanie Kintscher, Charlie Douglass, Ian Crosby, Gary Einhorn, Julie O'Dwyer, Jeff Golden.

Others present: Emile Amarotico, General Manager; Ed Claassen, Facilitator; Abby Lazerow, Board Administrator.

The meeting was called to order at 6:00 p.m. by Ed Claassen.

	ITEM DESCRIPTION	DISCUSSION	ACTION	FOLLOW-UP
1.	Positive Affirmation	<ul style="list-style-type: none"> Ian led the positive affirmation. 		
2.	Announcements, Calendar of Opportunities & Expectations	<ul style="list-style-type: none"> The Co-op Annual Meeting is July 25. The Provender Conference is October 14-16 in Hood River. Ian, Jeff and Gary have attended in the past. Several directors will attend Co-op 101 this year. The new Board Wiki is now functioning well. 		
3.	Owners Forum	<ul style="list-style-type: none"> There were no owners present. 		
4.	Agenda Review	<ul style="list-style-type: none"> Done. 		
5.	Consent Agenda	<p>Consent Agenda:</p> <ul style="list-style-type: none"> May 13, 2015 Board Meeting Minutes May 13, 2015 Executive Session Minutes GM Report, June 2015 Board Finance Report, April 2015 	<p>The consent agenda was unanimously approved.</p> <p>The Board agreed to remove the GM Report from the future consent agendas.</p>	
6.	Owner Focus Group II, Meeting	<ul style="list-style-type: none"> The second owner engagement focus group was very successful. 		Emile will create an overview of



	Report	<ul style="list-style-type: none">• The next meeting will focus on the responsibilities and benefits of serving as a Board Director.• The meetings have revealed new ways the Board can more effectively communicate with owners. Even owners who are considered fairly engaged did not have much information about Co-op governance or ways to be involved.• People want to volunteer for projects they feel passionately about and match their skills.• The BDC will write a formal report to the Board after the third focus group meeting.		<p>Strategic Planning initiatives for Directors to share with members of the third Owner Engagement Focus group.</p> <p>The Executive Committee will explore the topic of sharing high-profile information with owners and effectively sharing what is happening on a governance level.</p>
7.	Board Trainings	<ul style="list-style-type: none">• The BDC discussed the idea of Board trainings and retreats.• There is \$2800 remaining in the 2015 Board training budget. Some of these funds will be used to send the new Director to Co-op 101 in the fall.• Jeff suggested a "cleaning the plough" retreat, which examines what changes might make work more enjoyable. He estimated the cost of this retreat would be \$750.00.• Julie thought there might be other opportunities more effective for Board Development.• Ian proposed all the Board could attend a conference together as the annual Board retreat. Charlie agreed much could be learned		<p>The BDC should discuss Board retreats in greater detail.</p>



		<p>from going to a conference and meeting directors from other Co-ops.</p> <ul style="list-style-type: none">• Ian said whether the Board met to hear a professional speaker or in each other's homes, it was important to spend some social time together to bring the group closer together.• Gwyneth thought a retreat would allow the Board to delve into subjects such as consensus decision-making, as well as building relationships. She also pointed out notes from past workshops are available on the Wiki.• The BDC asked to be notified if Directors hear of a presentation of interest. Bringing trainings to the Co-op is more cost efficient and is aligned with the Board Education policy.• The BDC will make a proposal for a Board retreat and the Board will respond.		
8.	Community Grants Awards Dinner Report	<ul style="list-style-type: none">• The Community Grants Awards Dinner was held at the Ashland Springs Hotel. Gary and Gwyneth attended, along with Emile.• There were 37 applicants. \$23, 055.57 was distributed to 33 organizations.• Gary was impressed by the presentations made by the non-profits and their appreciation for the funds their organizations received. He noted the hotel venue was easier for Outreach volunteers.• The Board was proud that the Co-op gives back to the community in meaningful ways.		



9.	Proposal to Charter a Strategic Planning Steering Committee	<ul style="list-style-type: none">• Emile discussed his proposal to create a new ad-hoc Strategic Planning Steering committee composed of several members of the Board and the MT. The committee will develop a charter and manual.• The Board suggested the proposal be modified to empower the committee to make recommendations about compensation for volunteers if there were eventually owner-volunteers who helped to champion initiatives.• Julie, Gary and Ian asked to represent the Board on this committee.• A proposal was made that Julie, Gary and Ian represent the Board on the ad-hoc strategic planning steering committee. The proposal was unanimously approved.• Christina and Kelly are the managers on the committee. Emile is a co-chair of the committee; Julie said she would be willing to co-chair.	<p>The Board unanimously agreed to accept the proposal to create a new ad-hoc strategic planning steering committee.</p> <p>The Board unanimously agreed Julie, Gary and Ian would represent the Board on this committee.</p>	
10.	2015 Annual Meeting	<ul style="list-style-type: none">• The 2015 Annual Meeting will be held at 5 p.m. on Saturday, July 25 in Lithia Park/Cottonwood Memorial Park.• This is the first year Gretchen will be in charge of the event. Joanie asked Board Directors to volunteer for the event to set up tables and signage and to help with parking. Joanie will email a request to the Board.• The menu will be chicken/vegetarian brats with regular/gluten-free buns and special root beer from Standing Stone. Dessert will be ice cream sandwiches. The Lions Club will cook the brats.• Tickets go on sale on July 1. This year children's tickets will also be sold.• Gwyneth requested all Directors attend the		Directors are reminded to volunteer for the annual meeting set-up.



		annual meeting.		
11.	Electronic Voting	<ul style="list-style-type: none">• The Board would like to save the Co-op money by not having ballots for uncontested elections. However, the current bylaws provide for mail ballots, and the process cannot be changed without a bylaw revision.• The Board is investigating the legality of electronic voting with a paper ballot provision in Oregon.• The Board is creating a list of possible bylaw revisions to be considered by owners in 2016. Emile and the Board President are authorized to hire an attorney to develop any proposed bylaw changes.		Directors are asked to read the bylaws to see if any future changes are warranted. This topic will be discussed at the August meeting.
12.	GM Report	<ul style="list-style-type: none">• Emile recently visited Haggen and found it had a very modern Safeway format.• Emile signed documents with Wells Fargo Bank for a significant line of credit.• Bargaining with the EA is going well.• Loss prevention has begun. There have already been several apprehensions. If someone is apprehended, the Ashland Police Department is called. In addition to restitution being established, the thief will be trespassed from the store for a year.• IT will move its data storage from the Co-op basement to the City of Ashland's storage. The cost is \$500/month.• Interviews have been held for the media content coordinator position. All of the candidates were excellent.• Emile and several staff members attended the Innovators Conference at SOU.• Emile recently visited the First Alternative Food Co-op in Corvallis.		The BDC will meet with the new media coordinator to share ideas from the Owner Engagement Focus Group meetings.



		<ul style="list-style-type: none">• Emile has made an agreement for the Armory to use the Co-op parking lot after 9 p.m.		
13.	Employee Director Report	<ul style="list-style-type: none">• There is a new program for opting out of paper receipts. Owners can opt out at the information desk or online.• Directors still need paper receipts for Board event bookkeeping.• Cashiers and Deli workers would like to talk more with customers; however, this can impede the flow of the lines.		
14.	Orientation of New Board Director	<ul style="list-style-type: none">• Gwyneth asked Directors to look at the New Director orientation packet.• The orientation should include reviewing the charters and manuals of all committees.• Gwyneth reminded Directors that all committees should ask their volunteers to read their charters and manuals. She also said if committee volunteers do not attend committee meetings, they should lose their discount.• The Vice-President will orient the new Director. As Gary will be away until July 16, Julie will help with some of the orientation. Gwyneth is also available to answer questions.• Julie will be the new Director's mentor.• Abby requested Directors let her know what they wished they had learned as new director. These ideas will be incorporated into the orientation.		<p>Abby will add studying charters and manuals to the orientation document.</p> <p>All committees should ask their volunteers to read their committee charters and manuals.</p>
15.	Meeting Evaluation	<ul style="list-style-type: none">• Emile is thrilled to see all the work done so far on strategic planning. The new steering committee is a tremendous vehicle and he is excited to see the process move forward.• Julie thought it was a very good meeting and much work was done. She wishes owners		<p>Abby will send the Board the summary from the recent meeting with MFC Board representatives.</p>



		<p>would attend Board meetings to see the governance process in action.</p> <ul style="list-style-type: none">• Joanie and Gary thought this was a very good meeting.• Jeff, Charlie and Gwyneth were enthusiastic about the collaboration of the Board and MT on the new committee and noted how well both teams worked together in the strategic planning process.• Gwyneth appreciated Ed's facilitation.• Ed was delighted to facilitate such a competent group.• Ian liked Jeff's concept of holding a retreat that builds relationships.		

The meeting was adjourned at 8:15 p.m.