



**Ashland Food Cooperative
Board of Directors Meeting
May 13, 2015
APPROVED**

Board members present: Gwyneth Bowman, Joanie Kintscher, Ian Crosby, Charlie Douglass, Jeff Golden, Gary Einhorn, and Julie O'Dwyer. **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	ACTION	REMINDERS/ FOLLOW UP
Positive Affirmation	<ul style="list-style-type: none"> • Charlie Douglass gave the positive affirmation. 		
Announcement and Training Opportunities	<ul style="list-style-type: none"> • The Community Grants Dinner will be held on Wednesday, May 27 at the Ashland Springs Hotel ballroom. • The second and third Owner Focus Groups will meet on June 3 and June 17. • The next Board of Directors meeting will be held on June 10. • The Ashland Innovators Conference will be held at SOU on Monday, May 18. 		Emile will give a report about the Ashland Innovators Conference at the June Closed Work Session.
Owner Forum	<ul style="list-style-type: none"> • Owner Al Karger attended the meeting. He suggested creating trail packages for PCT hikers to refill their food supplies during hiking season from June-October. 		
Agenda Review	<ul style="list-style-type: none"> • Done 		
Consent Agenda	<ul style="list-style-type: none"> • April 8, 2015 Board Meeting Minutes • April 8, 2015 Executive Session Minutes • GM Report, May 2015 • Finance Report, March 2015 • Board Food and Discounts Policy, Revised May 4, 2015 	The Consent Agenda was unanimously approved.	

<p>Board Finance Report: Forfeiture of Patronage Dividend; Lines of Credit; Investment Policy Review</p>	<ul style="list-style-type: none"> • Every year the Finance Committee reviews outstanding patronage dividend checks that are more than four years old. 350 checks, totaling \$5371.00, from that time were still outstanding. The average outstanding check is \$15.00. Owners were sent postcard notices to their last known address and offered the opportunity to cash their check or have a new check reissued. The Finance Committee recommended the Board approve the forfeiture of those outstanding patronage dividend checks. • The Board agreed to approve the forfeiture of the 2010 patronage dividend checks that were issued in 2011. • Emile made inquiries about a large line of credit at both Wells Fargo Bank and Rogue Federal Credit Union. Wells Fargo was a full point lower than RFCU. • The Finance Committee recommended using WFB for the line of credit and agreed to bring a proposal to the Board to use WFB for this purpose. This credit line could be accessed if needed for a specific project. • Jeff asked if Emile could have a conversation with RFCU to find other ways to work together, as it is important to have relationships with other cooperatives. As a member of RFCU, he was concerned that the credit union could not be competitive with WFB. Emile said he has shared this information with RFCU and has spent several hours with them to discuss our needs. A decision to use WFB does not preclude us from going to RFCU again if the Co-op has needs in the future. • Many people have asked why the Co-op is not banking with RFCU. Gwyneth said in the past, the Co-op has contacted RFCU about the possibility of having an account there, but RFCU was not set up to handle our business. • The Board agreed to go use WFB for the line of credit. • The Finance Committee also held an investment review. The majority of the Co-op's investments are in CDs with credit unions. The Co-op's investment objectives are to invest locally and with credit unions whenever possible. The Finance Committee decided there were no changes needed at this time to the investment policy. 	<p>The Board agreed to approve the forfeiture of the patronage dividend checks from the year 2010 that were issued in 2011.</p> <p>The Board agreed to use WFB for a line of credit.</p>	
<p>Owner Focus Group Meeting Report</p>	<ul style="list-style-type: none"> • Jeff reported twelve owners attended the recent Owner Focus Group. Steve Sendar and Annie facilitated the meeting. For part of the session attendees met in smaller groups. They were asked to reflect on what draws them to governance and 		

	<p>what holds them back from participating.</p> <ul style="list-style-type: none"> • Owners also discussed their responsibilities as owners and why they sometimes shop elsewhere. Owner participants said they had a very interesting time. • Gwyneth reported many of the participants said they were pleased to be personally invited and that invitation encouraged them to attend. • Emile thought the meeting was a tremendous success. The approach was very different and the results were good. Asking owners to consider how to be involved resulted in different responses than being asked to run for the Board. Most participants said they would return for the June 3 focus group. 		
Voting Process for Uncontested Election Update	<ul style="list-style-type: none"> • At their last meeting, the BDC discussed alternatives to mailed ballots in order to save money when Board elections are uncontested. However, the Board attorney said it was necessary to follow the election methods described in the current Bylaws. • Changes to Bylaws are expensive. The BDC suggested that if other Bylaw changes are needed in the future, the Board could propose a Bylaw amendment to cover uncontested elections. • At the time of the last Bylaw revision, Oregon law did not allow for electronic voting. The Board attorney will be asked to investigate if electronic ballots are now allowable. 		Gwyneth will ask the Board attorney about electronic voting in Oregon.
Invitation from Medford Food Co-op Board of Directors	<ul style="list-style-type: none"> • Gwyneth received a letter from Jim Sims, President of the Medford Food Co-op, asking for representatives of both Boards to meet and discuss how the two co-ops might collaborate. Gwyneth brought the idea to the Executive Committee, and the Committee was in favor of holding the meeting. • The Board approved the proposal that Gwyneth, Charlie, Gary and Emile meet with representatives of the MFC Board of Directors. The Board Administrator will be available to record the meeting. 		Abby will look for available dates for the meeting with MFC.
GM Report	<ul style="list-style-type: none"> • Shoppers are very positive about recent upgrades to the Deli. Although prices have increased, shoppers are appreciative of the increase in organic ingredients. • AFC was named best place to have lunch and the best organic restaurant in the recent Oregon Healthy Living magazine. • The MT had fun at their recent meeting talking about 		

	<p>decision-making, using the Vroom-Yetten model. The Vroom-Yetton model helps determine which decision makers should participate in making a decision, based on the specifics of the situation. The MT took various decisions and ran them through the model. The MT agreed the Vroom-Yetten model could be effective if there was difficulty making a decision or deciding where the decision should be delegated.</p> <ul style="list-style-type: none"> • Chris Cook of Capiche Consulting will be managing a new survey of employee happiness at work. The cost is only \$10.00 per person for the tool. • 130-140 products are included in the Co-op basics program, not including wellness products. • The new end caps look good and add a new level of professionalism to the front end. Merchandising displays were newly fabricated, with cabinets designed collaboratively and paid for by our magazine distributor in Seattle. Magazines sales are up by 20%. • There is a new grab and go/drinks cooler between check stands 4 and 5. • The new merchandising and marketing team is working collaboratively. • New signage educates shoppers about organic selections and the importance of organic ingredients. Employees have also been trained about the organic difference and organic labeling. Our newsletter has an article about organic standards. • A new loss prevention service, including upgraded video systems is being implemented soon. 		
<p>Employee Director Report</p>	<ul style="list-style-type: none"> • Product loss due to shoplifting is frustrating for all Co-op employees. A new loss prevention program has been implemented. • Although Haggen has recently opened, Co-op sales remain excellent and have continued to be high. 		

The meeting was adjourned at 7:15 p.m.