



**Board of Directors Meeting Minutes**  
**Wednesday, November 11, 2015**  
**APPROVED**

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

The meeting was called to order by Ellen Craine at 6:02 p.m.

	<b>AGENDA ITEM</b>	<b>DISCUSSION POINTS</b>	<b>REMINDERS/ FOLLOW UP</b>
1.	<b>Positive Affirmation</b>	<ul style="list-style-type: none"> <li>• Ian Crosby led the Positive Affirmation.</li> </ul>	
2.	<b>Announcements, Calendar of Opportunities &amp; Expectations</b>	<ul style="list-style-type: none"> <li>• The Employee Holiday Party will be held on December 5 at the Ashland Armory.</li> <li>• The Board Holiday dinner will be held on December 9.</li> <li>• The Co-op Gingerbread Party will be held on December 12 from 11 a.m. to 1 p.m.</li> <li>• The CBL workshop Cooperative 101 will be held on March 19, 2016. Stephen and Jeff plan to attend.</li> <li>• A reception for Board Volunteers will be held on Jan. 29 from 11 a.m. - 1:00 p.m.</li> </ul>	Abby will send out the recent Ad Hoc Bylaw Committee minutes to the Board.
3.	<b>Owner Forum</b>	<ul style="list-style-type: none"> <li>• Owner Al Karger read the recent newsletter article about the Co-op possibly purchasing the Haggen site. He did not like the location of the Haggen store.</li> <li>• Owner Katerina Moore expressed concerns about the Deli. She eats at the Deli frequently but is disappointed with the lack of food variety and the less friendly service since the remodel. She would like eating at the Deli to be an inspired experience. She is a food professional and understands the challenges of producing organic food at a price point and with space limitations, but feels our food production could improve.</li> <li>• Owner David Markowsky said there was greater food variety in the Deli before the design change. He thought Deli employees</li> </ul>	

		<p>were now more focused on producing custom order products rather than the food bar. He also thought the coffee bar area often was congested. Recently he has not been eating at the Deli because he felt he could get better value, quality and service elsewhere. He suggested internal and external reviews of the menu to increase variety. He thought it would be beneficial for the Co-op to acquire the Haggen site; this would solve current issues of space and parking.</p> <ul style="list-style-type: none"> <li>• Board President Gwyneth Bowman said the Co-op is following all avenues to solve space and parking problems. Emile said he would speak to the Deli Manager about the owner feedback.</li> </ul>	
4.	<b>Agenda Review</b>	<ul style="list-style-type: none"> <li>• Done.</li> </ul>	
5.	<b>Consent Agenda</b>	<p>Consent Agenda:</p> <ul style="list-style-type: none"> <li>• October 14, 2015 Board Meeting Minutes</li> <li>• October 14, 2015 Executive Session Minutes</li> <li>• 2015 Board of Directors Contact List</li> <li>• Board Finance Report, September 2015</li> </ul>	The Consent Agenda was unanimously approved.
6.	<b>Results, Vote by Mail, 2016 Board Goals and 2016 Annual Meeting Date</b>	<p>October 26, 2015 Results of Votes by Mail:</p> <ul style="list-style-type: none"> <li>• The Board of Directors unanimously voted to approve moving the annual meeting and picnic to June 25 or 26, 2016.</li> <li>• The Board of Directors unanimously approved the 2015-2016 Board goals.</li> </ul>	
7.	<b>Board Preparation for the 2015 GM Evaluation</b>	<ul style="list-style-type: none"> <li>• The Executive Committee met with Emile and looked at the goals developed in April 2015.</li> <li>• The Executive Committee will conduct a conference call with consultant Cheryl Good in December.</li> <li>• Abby will send out the GM evaluation tool for the Board to review.</li> <li>• Emile's current goals were developed from last year's evaluation.</li> <li>• Gwyneth asked Board Directors to write down concerns and opportunities for the GM.</li> </ul>	Abby will send out the GM evaluation tool to the Board.
8.	<b>2016 Board Budget and Treasurer's Report</b>	<ul style="list-style-type: none"> <li>• Sales have been increasing and moving in a positive direction. The January Finance Committee meeting will focus on budget assumptions for 2016.</li> <li>• The recent Finance Committee meeting presented the current year's budget compared to the 4th quarter actual numbers.</li> <li>• The 2016 Board budget was also reviewed at the Finance Committee meeting. The budget for meals at meetings was</li> </ul>	The Board voted to approve the proposed 2016 Board budget.

		<p>increased. The budget for Board discounts was increased for Board and committee members. More funds were added for Board trainings and a facilitated Board retreat. More hours for the Board Administrator were also added.</p> <ul style="list-style-type: none"> <li>• The facilitation budget was not changed. The Board President spends time each month with the facilitator to prepare for the Board meeting. There are also funds available for consultants. Legal fees usually come from the general budget.</li> <li>• Last year the Board reduced its budget by \$10,000.00.</li> <li>• The Board voted to approve the proposed 2016 Board budget.</li> </ul>	
9.	<b>BDC Responsibility for Conducting Board Officer and Committee Evaluations</b>	<ul style="list-style-type: none"> <li>• Julie reported part of the BDC responsibilities are to facilitate the evaluation of Board Officers and committees. She would like to review the evaluation process and receive feedback from the entire Board.</li> <li>• Board job descriptions have changed and need to be updated.</li> </ul>	
10.	<b>Break</b>	<ul style="list-style-type: none"> <li>• A ten-minute break was taken.</li> </ul>	
11.	<b>GM Report</b>	<ul style="list-style-type: none"> <li>• The outdoor break area was implemented to help reduce employee stress. Fencing and landscaping in the new break area will help establish employee rest places. There will be 32 spots for employee bicycles.</li> <li>• Emile met today with a contractor to discuss the restroom renovation. Emile will also obtain another estimate.</li> <li>• The all-store meeting went well; employees appreciated the mid-day format.</li> <li>• Emile has received the new happiness@work survey results. He will delve into details with the employee solutions team.</li> <li>• Emile has been working with HR and the Finance Committee to reduce health care expenses. Health care costs are impacting profit-sharing and the patronage dividend. The Co-op is self-insured, and is currently paying 94% of employee contributions, while the industry standard is 78%. Any changes in health care contributions must be negotiated with employees.</li> <li>• The MT took a seminar in leadership behavior and the MT has been discussing accountability.</li> <li>• Amey Broeker and Emile attended a workshop about Board/GM relationships, roles and the responsibility to contribute. The GM is part of this team and has some responsibilities to the Board as well. The workshop also allowed managers to see how they can contribute to their</li> </ul>	

		<p>boards of directors.</p> <ul style="list-style-type: none"> <li>• Emile and the MT are gathering data about the customer service audits.</li> <li>• The Co-op did well with the food safety inspection. The inspector was pleased with our facility and procedures.</li> <li>• The Co-op would like to increase the number of shoppers biking to the store. Emile recently met with a landscape designer to talk about the possibility of more parking for bikes in front of the store.</li> <li>• Julie mentioned a new bike-sharing program in Ashland and wondered if the Co-op could host one of the stations. Emile will speak with Ashland Hardware and Umpqua Bank about hosting bike stations.</li> <li>• Emile has been receiving anecdotal feedback about the Haggan location. 90% of shopper comments encourage the Co-op to consider a move to the location. Most are interested in the move as a way to improve parking.</li> <li>• The Strategic Planning Steering Committee finished meeting with the teams.</li> </ul>	
	<b>NCG Authorization</b>	<ul style="list-style-type: none"> <li>• Emile requested the Board sign the agreement for NCG membership, authorizing Emile as the Co-op's designated representative.</li> <li>• Stephen requested Emile send the documents to the Board and then conduct a vote by mail.</li> </ul>	
	<b>All-Employee Meeting Review</b>	<ul style="list-style-type: none"> <li>• The recent all-employee meeting was well-planned. The Board loved hearing from the staff. The MT was also involved in the presentation.</li> </ul>	
	<b>Board Assistance in Holiday Shopping Bagging</b>	<ul style="list-style-type: none"> <li>• In the past, Board Directors have helped cashiers bag groceries the two days before Thanksgiving. Directors who wish to help bag groceries should speak with Zack and sign up for shifts. The main rush occurs mid-day from 3-9 p.m.</li> <li>• Four Directors are interested in assisting during the holiday.</li> </ul>	
	<b>Holiday Party</b>	<ul style="list-style-type: none"> <li>• The Board will hold their holiday party on December 9 at the Public House. Dinner will be served family style. Corkage and dessert are included in the price.</li> <li>• Joanie and Jeff were not comfortable with the expense of the holiday party. Others thought this offered a time for bonding and celebration.</li> <li>• Gwyneth referred this concern to the BDC. Jeff and Emile suggested the Board discuss the direct costs and perks of sustaining Board directors.</li> </ul>	

*The meeting was adjourned at 7:30 p.m. Minutes were prepared by Abby Lazerow, Board Administrator.*