



Ashland Food Co-op
Board of Directors

**Ashland Food Cooperative
Board of Directors Meeting
April 8, 2015
APPROVED**

Board members present: Gwyneth Bowman, Joanie Kintscher, Charlie Douglass, Ian Crosby, Julie O'Dwyer, Jeff Golden, Gary Einhorn. **Employees present:** Derek Shilts, Meat Department Manager. **Others:** Ken Crocker, Professional Facilitator; Abby Lazerow, Board Administrator. **Absent:** Emile Amarotico, General Manager.

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

| AGENDA ITEM | DISCUSSION POINTS | ACTION | REMINDERS/ FOLLOW UP |
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| Positive Affirmation | <ul style="list-style-type: none"> • Jeff Golden led the positive affirmation. | | |
| Announcement and Training Opportunities | <ul style="list-style-type: none"> • April 25 is Earth Day at ScienceWorks. Directors were asked to volunteer at the Rogue Co-ops booth. • Four All-Staff meetings will be held in April. Directors are encouraged to attend. • The Provender conference will be held in October in Hood River. • The first Owner Focus meeting will be held on May 6, 2015. | | |
| Owner Forum | <ul style="list-style-type: none"> • Owner Al Karger suggested the Co-op create special hiking packs for hikers who come into the store. He also proposed the Co-op create packs for hikers that could be mailed to certain points on the Pacific Crest trail. • Owner Greg Marchesse wanted to thank the Board and share his gratitude for the many changes made in the Deli on April 2. He appreciated the great improvements made in a short time. He also wanted to thank Emile publicly for his efforts to hold a dialogue about having more organic foods in the Deli. • Owner Jasna Pecaric thanked the Co-op for the increased number of organic foods in the Deli. She said the Co-op has integrity and is trustworthy. It was | | |

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| | <p>important that the owners' concerns were listened to.</p> <ul style="list-style-type: none"> • Owner John Olsen said the Co-op has developed a high-price corporate atmosphere instead of a loving atmosphere. He said the Co-op does not feel as it used to. • Board President Gwyneth Bowman said the greatest progress made is when the Board is in partnership with our owners. She appreciated hearing the words of thanks from owners. The Deli staff should be commended for all of their hard work. | | |
| Agenda Review | <ul style="list-style-type: none"> • The Board Development Committee proposal was added to the agenda. | | |
| Consent Agenda | <ul style="list-style-type: none"> • March 11, 2015 Board Meeting Minutes • March 11, 2015 Executive Session Minutes • GM Report, March 2015 • Finance Report, March 2015 • 2014 Board Actions • Board of Directors Elections Manual, Revised April 2015 | The Consent Agenda items were unanimously approved. | |
| Uncontested Elections Proposal | <ul style="list-style-type: none"> • Because this year's Board of Directors election is uncontested, the Board thought it could save money by not mailing out ballots to owners. The Board proposed setting up a voting table in front of the Co-op during the last week of June to collect 200 names, owner numbers and signatures to endorse the candidate slate. Owners would be notified through the newsletter, signs in the store and through email blasts. A show of hands by owners to support the candidate slate will also be requested at the annual meeting. • The Board agreed to approve the proposal. | The Board of Directors approved the proposal to set up a voting table to collect 200 owner names and signatures and to also have a show of hands at the 2015 annual meeting. | |
| Forwarding of Board Candidates | <ul style="list-style-type: none"> • Three candidates, Joanie Kintscher, Steve Sendar and Will Wilkerson filed applications for two available Board seats. The Nominating Committee interviewed Steve Sendar and Will Wilkerson and agreed to forward them as candidates. In reviewing time obligations for serving on the Board, Will Wilkerson withdrew his candidacy. • The Board unanimously agreed to forward Joanie Kintscher and Steve Sendar as candidates. | Board agreed to forward Joanie Kintscher and Steve Sendar as Board candidates. | |

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| Community Grants Committee Process | <ul style="list-style-type: none"> • The Community Grants Committee met this week. Gary Einhorn, Annie Hoy, Ann Golden, and Jessica Toth are committee members. 37 grant applications were submitted. • The amount available for distribution is between \$22,000.00 and 23,000.00. It is not yet known how many grant applications will be funded. In the past, applicants received less money than requested but funds were spread out to as many organizations as possible. • The Committee members will rate all applications. They will meet again on April 29 and decide how funds are distributed. • There will be a Grants Awards Dinner at the end of May. All grant recipients will be invited to attend. • The Committee is also reviewing a list of grants distributed over the past years and is comparing this list to who is applying this year. | | Directors are reminded to attend the Grants Awards Dinner in May. |
| Owner Focus Group | <ul style="list-style-type: none"> • The Owner Engagement Focus Group meetings will be held on May 6, June 3, and June 17, from 7- 9 p.m. in the Co-op Classroom. The purpose of the group is to find ways to engage owners in the governance of the Co-op. • All Board Directors are invited to attend. • The Board Development Committee has compiled a list of twenty-five owners who will receive a personal invitation to attend the event. • A facilitator will moderate the meetings. | | Directors are reminded to attend the Owner Engagement Focus Group meetings on May 6, June 3 and June 17. |
| Break | <ul style="list-style-type: none"> • No break was taken. | | |
| Patronage Dividend and Profit-Sharing Bonus | <ul style="list-style-type: none"> • The Finance Committee met on March 30, 2015. The Committee participated on a phone call with the CPAs. Christina and Emile were commended for their excellent work. • Charlie discussed the Profit-Sharing Bonus. This year \$67,514.00 will be distributed to all eligible employees. This number is half of what it was last year. • The Board agreed to approve the Finance Committee's recommendation of \$67,514.00 for the Profit-Sharing Bonus, with the Employee Director | <p>The Board agreed to approve the Finance Committee recommendation of \$67,514.00 for the Profit-Sharing Bonus, with the Employee Director standing aside.</p> <p>The Board approved the 60-40 split for the 2014</p> | |

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| | <p>standing aside.</p> <ul style="list-style-type: none"> • The FC discussed the 2014 Patronage Dividend percentage. Historically the dividend has been 50% for many years. During the call with auditors, it was discussed that there is a trend for co-op sales throughout the nation to be flattening. Previously our Co-op was in a good position compared to other co-ops, but now our sales are flat as well. Because sales are declining and costs are still up, the FC proposed the Co-op retain 60% of the Patronage Dividend and distribute 40%. Owners would be informed about the reasons this distribution was suggested. Owners share in both the successes and the losses of the Co-op. • Julie proposed the Board ask the Finance Committee to include an explanation on the check stub about the change in the 2014 Patronage Dividend percentage. • Information about the Patronage Dividend could also be put in the AFC newsletter and the Annual Report. • During the recent Finance Committee meeting, Roberta Stebbins said the reason the Patronage Dividend is different this year is because the Co-op is spending more for labor costs. • The Board requested Charlie be responsible for communicating with Emile and the Finance Committee about the Patronage Dividend check stub explanation. | Patronage Dividend. | |
| Employee Director Report | <ul style="list-style-type: none"> • Employees are waiting to hear about the profit-sharing bonus. • Instead of closing the store for the All-Store meeting, there will be a four smaller All-Store meetings in April. This will be more convenient for employees who do not wish to go off the clock or who are unable to attend a meeting before or after work hours. | | |
| Earth Day at ScienceWorks | <ul style="list-style-type: none"> • April 25 is Earth Day at ScienceWorks. AFC will join with Rogue Co-ops (RFCU and the Grange) to hold a seed-planting activity for children. Rogue Co-ops will also talk about cooperation. • Earth Day festivities include music, food and a costume parade. • Directors were asked to volunteer for as long as they are able. | | Directors should contact Gretchen or Annie if they want to volunteer for the Earth Day event. |

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| Strategic Planning Next Steps | <ul style="list-style-type: none"> • Emile sent out a proposal for strategic planning next steps. • An ad-hoc committee with equal Board and MT representation will be convened. The goal of the committee is to maintain and advance the strategic planning momentum. • Originally Emile had requested three Board Directors join the committee. However, Julie, Gary, Joanie and Ian were all interested in participating. Gwyneth said she would let Emile know that four Board Directors would like to be involved in this project. • The Board was excited about collaboration with the MT. | | |
| Meeting Evaluation | <ul style="list-style-type: none"> • The Board enjoyed having Derek attend the meeting. The Board would like to have other managers attend the Board meeting along with Emile and said the more involvement with the MT the better. • Derek said it was a great meeting; he enjoyed having the opportunity to participate. | | |

The meeting was adjourned at 7:29 pm.

Minutes were taken by Abby Lazerow, Board Administrator.