



**Board Meeting Minutes**

March 8, 2017

**APPROVED**

**Present:** Gwyneth Bowman, Joanie Kintscher, Gary Einhorn, Julie O'Dwyer, Ed Claassen, Jeff Golden, Charlie Douglass. **Others present:** Emile Amarotico, General Manager, Abby Lazerow, Board Administrator.

**Facilitator:** Joanie Kintscher. **Timekeeper:** Ed Claassen.

The meeting was called to order at 6:05 p.m by Joanie Kintscher.

	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	<b>Positive Affirmation</b>	<ul style="list-style-type: none"> <li>Gary Einhorn led the positive affirmation.</li> </ul>	
2.	<b>Announcements and Opportunities</b>	<ul style="list-style-type: none"> <li>The Co-op Volunteer Appreciation Party will be held on March 24, 2017 from 1:30 to 4:00 p.m. Current volunteers and potential volunteers are invited to attend.</li> </ul>	
3.	<b>Agenda Review</b>	<ul style="list-style-type: none"> <li>Done.</li> </ul>	
4.	<b>Consent Agenda</b>	<p><b>Consent Agenda:</b></p> <ul style="list-style-type: none"> <li>February, 2017 Board Meeting Minutes</li> <li>February, 2017 Executive Session Minutes</li> <li>Board Finance Report, March 2017</li> <li>Newsletter Calendar, 2016-2017, revised 3-1-17</li> </ul>	The Board unanimously approved the Consent Agenda documents.
5.	<b>Results, Vote by Mail, 2017 Annual Meeting</b>	<ul style="list-style-type: none"> <li>On February 14, 2017, the Board of Directors unanimously agreed to cancel the 2017 annual meeting and picnic and instead hold a virtual (online) annual meeting on a date to be determined. To include owners who do not have computers, there will be a physical meeting in the Co-op classroom, sharing the same information that will be simultaneously streamed online. The 2017 annual picnic will be replaced by a Co-op 45th anniversary celebration party held in late September. The Executive Committee will convene a sub-committee to develop the meeting content.</li> </ul>	
6.	<b>Reminder, Recruitment of Board</b>	<ul style="list-style-type: none"> <li>Directors were reminded to recruit new Board candidates. All owners are invited to attend the Board candidate information night on March 15, 2017 at 7 p.m.</li> </ul>	



	<b>Candidates</b>		
7.	<b>Report on Feasibility of Changing Banks</b>	<ul style="list-style-type: none"><li>• Several years ago the Co-op looked into the possibility of banking with Rogue Credit Union. The Credit Union Business Group, a team of executives and people serving credit unions assisted with the assessment and all were agreement that RCU was not set up to handle large volume business transactions. Recently the same group conducted an assessment to see if the Co-op could change their financial services. The group investigated using People's Bank, but ultimately recommended the Co-op remain with Wells Fargo at this time because there is not a good commercial banking alternative.</li><li>• People's Bank does not offer the automated services needed; without these services the Co-op would have to invest in full time personnel, which would cost much more than what the Co-op currently pays for these services.</li><li>• The Co-op has CDs with local banks, including RCU.</li><li>• If 5-10 similar local businesses join together and approach RCU with a proposal, perhaps RCU would consider expanding services to handle commercial businesses.</li><li>• The Board would like to hold an owner forum on the topic. To divest from the large commercial banks and be more socially responsible, are shoppers willing to spend more and have less benefits?</li><li>• The Board agreed to ask the Finance Committee to investigate other banking options.</li></ul>	The Finance Committee will continue to investigate other banking options.
8.	<b>Owner Forum</b>	<ul style="list-style-type: none"><li>• Owner Pauline Black said she believed owners would be willing to pay more if the Co-op withdrew from Wells Fargo bank. This would have a great impact for the local community.</li><li>• Owner Al Karger thanked the Board for its comments and analysis about banks.</li></ul>	
9.	<b>Conferences and Training; CCMA</b>	<ul style="list-style-type: none"><li>• Several Board directors are interested in attending the June CCMA conference.</li><li>• The Board discussed their training budget. Board will apply for scholarships to cover the registration fees.</li><li>• The Board delegated the application process to the Board Development Committee. The Board will determine who will receive financial assistance for the conference.</li></ul>	



10	<b>Finance Committee Report</b>	<ul style="list-style-type: none"><li>• January sales were down. Labor costs were up slightly (\$.50 hour increase as of January 1 to offset additional contributions of employees for health care.)</li><li>• The Co-op offered 10% electronic coupons in January.</li><li>• NCG now requires co-ops to do monthly accruals for expenses, rather than quarterly.</li></ul>	
11	<b>Volunteers for Community Grants Committee</b>	<ul style="list-style-type: none"><li>• There are two applicants for the two open volunteer positions on the Community Grants Committee. The Board unanimously approved owners Steve Bowman and Diane Taudvin as the new committee members.</li><li>• Grants Awards night will be May 24 at 5 p.m.</li></ul>	The Board approved the new committee members
12	<b>Changing Name of Outreach Committee to Owner Engagement Committee</b>	<ul style="list-style-type: none"><li>• The Outreach Department has been renamed the Marketing and Education Department.</li><li>• The Board unanimously agreed to change the name of the Outreach Committee to the Owner Engagement Committee. The Owner Engagement committee will focus on owner forums, Dinner with the Directors, the annual meeting, surveys and governance.</li></ul>	The Board approved the Board committee name change.
13	<b>Selection of 2017 Annual Meeting Committee Members</b>	<ul style="list-style-type: none"><li>• Emile, Julie, Abby, Annie, Laura, and owner Jean Fyfe are the ad hoc committee members.</li><li>• An initial meeting will be scheduled in the next few weeks.</li></ul>	The Board approved the selection of the ad hoc committee members.
14	<b>GM Report</b>	<ul style="list-style-type: none"><li>• The barn facility is being enlarged by 50% and should be completed by the end of March. There will be expanded coolers in the facility and more pallet space.</li><li>• The Deli seating is being redesigned to be more efficient and to have a more contemporary look.</li><li>• The employee Spring Assembly will be held on Monday, April 17 and Wednesday, April 19, from 10 to 11:30 a.m. and 1 to 2:30 p.m. All Directors are invited to attend.</li><li>• Wellness manager candidates are being interviewed.</li><li>• Our attendance policy allows for employees not to travel due to weather.</li></ul>	

*The meeting was adjourned at 7:50 p.m.*