



Ashland Food Co-op
Board of Directors

**Ashland Food Cooperative
Board of Directors Meeting
February 12, 2014
APPROVED**

Board members present: Gwyneth Bowman, Joanie Kintscher, Ed Claassen, Charlie Douglass, Phil Johnson, and Sheila Carder. **Employees present:** Emile Amarotico, General Manager. **Others:** Ken Crocker, Professional Facilitator; Abby Lazerow, Board Administrator. **Absent:** Gary Einhorn

The Meeting was called to order at 6:10pm by Ken Crocker.

AGENDA ITEM	DISCUSSION POINTS	ACTIONS
Positive Affirmation	<ul style="list-style-type: none"> Joanie Kintscher led the positive affirmation. 	
Announcement and Training Opportunities	<ul style="list-style-type: none"> Annie Hoy has written an article for the newsletter about voting for non-GMOs and the Extension Service in the Rogue Valley, encouraging people to vote in a democratic manner. Directors were asked to read their committee manuals. Committee Chairs were asked to send out minutes and agendas in a timely manner. The Smithsonian has named the Rogue Valley as a place of innovation, and on March 7, the Rogue Co-ops will meet with representatives from the Southern Oregon Historical Society and ScienceWorks to discuss factors that have shaped this region and influenced the high levels of creativity and innovation. Steve Utt and Shelia Carder will facilitate the meeting. Ed Claassen has been involved in a citizen initiative review for GMOs taking place in May. Randomly selected voting citizens will come together for a week to write statements for election materials. 	
Owner Forum	<ul style="list-style-type: none"> There were no owners present. 	

Agenda Review	<ul style="list-style-type: none"> • Done. 	
Consent Agenda	<p>Consent Agenda:</p> <ul style="list-style-type: none"> • January 8, 2014 Board Meeting Minutes • January 8, 2014 Board Executive Session Minutes • Board Development Conference and Training Application Process, Revised January 2014 • Board Finance Report, January 8, 2014 • Board Finance Report, February 12, 2014 • Finance Committee Manual, Revised January 2014 • 2014 Board Candidate Application Packets • 2014 Staff Director Application Packets • GM Report, February 2014 • Outreach Report, February 2014 	The consent agenda was approved.
Results of Vote by Mail	<ul style="list-style-type: none"> • On January 11, 2014, the Board of Directors unanimously voted to excuse Director Gary Einhorn for missing a second meeting, if necessary, while he is absent during February and March 2014. • 2) On December 5, 2013, the Board approved the AFC investment of \$100,000 in the NCGA Loan Fund Program, as proposed by the Finance Committee. 	
Review of Conference/Training Application Process	<ul style="list-style-type: none"> • Ed explained changes recently made to the conference training application process. All requests for training and education should first go to the chair of the BDC. Forwarded requests will then be brought to the Board for approval. Directors participating in trainings should follow the training application documents on the Wiki and work closely with the Accounts Payable staff to develop their travel budget. • The Board would like to create an annual general plan for trainings and education. The BDC will survey the Board and hold a discussion about training needs. Priority will go to trainings that best meet the need of the total Board. There may be content focus for the year, such as policy governance or open book management. • Strategic planning will also be a developmental process for the Board. 	
Annual Meeting Date	<ul style="list-style-type: none"> • The Board agreed to accept the Outreach Committee request to move the annual meeting from July to June 22, 2014, 	The Board approved the June 22, 2014 annual meeting date.

Break	<ul style="list-style-type: none"> • A five-minute break was taken. 	
Financial Reports: Insurance Review, Preliminary Patronage Dividend Discussion	<ul style="list-style-type: none"> • The Co-op has budgeted for 4.8% growth, and actual growth has been 4%. Margins did better than expected. • As the inflation rate was 1.5% for 2013, all data shows the store is still growing. • Each year the finance committee makes recommendations for Board Director liability, business interruption, fire and flood insurance. All insurance coverage is in order. • The Finance Committee recommended a 50% patronage dividend for 2013. The final numbers will be available in March after the audit. The dividend may be the largest it has ever been. 	
Staff Director Report/SD Job Description Update	<ul style="list-style-type: none"> • Happiness at Work Committee has become a standing committee. Committee members include the GM, Staff Director, HR Manager and 3-4 staff members. The committee will define a goal for each year and look for ways to solicit staff input. • Phil is working with Emile and HR to update the Staff Director job description so it is in alignment with the EA and new contract. 	
GM Report	<ul style="list-style-type: none"> • The GM recently met with peers from the Rogue Co-ops. • Plans for remodeling the Deli are proceeding well. • Remodel of the delivery driveway is in the planning stages. If the driveway is refurbished this year, it would be completed before the Deli project. • The Employee Contract Committee has been developing contract language. • All managers who were interested in attending the NCGA conference were well-qualified. To choose the manager who would attend, names were drawn out of a hat. Michelle was selected but because of timing of the Deli remodel, Amey may attend in her place. • Emile will be attending the winter NCGA Western Corridor meeting with large co-ops in Eureka, CA (hosted by North Coast Co-op) February 20 and 21. One key agenda item will be to compare administrative structures through the lens of improving administrative efficiency. 	
Strategic Planning Update	<ul style="list-style-type: none"> • The Strategic Planning process will begin soon. Managers are considering what strategic initiatives the Co-op should commit to as an organization for the next 5-10 years. The roles employees could take on to help carry out these initiatives are 	

	<p>also being considered.</p> <ul style="list-style-type: none">• The first Strategic Planning meeting will be held at Pioneer Hall on Winburn Way in Ashland on April 12 from 8:30 to 5:00 p.m. The second meeting will be held in the Co-op Conference Room on June 8.• Scan team members have been identified and three people have been selected to be facilitators. Scan team members will meet in March for 3-6 hours to develop input. This information will be sorted through to identify critical focus areas, and the initiative teams will make presentations to the Board and the MT during the first half of the April Strategic Planning meeting.• The Board is looking forward to the Strategic Planning process.	
--	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--

The meeting was adjourned at 7:55 pm.

Minutes were taken and recorded by Abby Lazerow, Board Administrator.

The meeting was followed by an Executive Session.