

**Ashland Food Cooperative
Board of Directors Meeting
February 13, 2013
APPROVED**

Board members present: Peter Hoyt, Gwyneth Bowman, Charlie Douglass Joanie Kintscher, Phil Johnson, Ed Claassen and Sheila Carder. **Employees present:** Richard Katz, General Manager. **Others:** Ken Crocker, Professional Facilitator; Abby Lazerow, Board Administrator.

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

AGENDA ITEM	DISCUSSION POINTS	ACTION TAKEN	REMINDERS/ FOLLOW UP
Positive Affirmation	<ul style="list-style-type: none"> • Charlie led the positive affirmation. 		
Announcements	<ul style="list-style-type: none"> • Gwyneth encouraged all Directors to complete their GM evaluations. • GMOs, Your Right to Know, Feb. 28, 6 p.m. Unitarian Church 		
Owner Forum	<ul style="list-style-type: none"> • There were no owners present. 		
Calendar of Opportunities & Expectations	<ul style="list-style-type: none"> • Ed will attend the NCGA Conference. • The Search Committee has conducted the first screening of candidates. The GM Evaluation will be brought to the Board in April. The Executive Committee will schedule meeting to go through the evaluation. 		
GM Evaluation Update	<ul style="list-style-type: none"> • The GM evaluation is coming along. The tool is clearer and easier to track. Board evaluations of the GM need to be submitted by Feb. 15. 		Evaluations are due by February 15.
Consent Agenda	<ul style="list-style-type: none"> • The board unanimously approved all Consent Agenda items: <ul style="list-style-type: none"> ○ January 2013 Board Meeting Minutes ○ 2013 Strategic Priorities ○ 2012 Board Actions ○ Board Members on Nominating Committee, 2013 	The board approved all Consent Agenda documents.	
History of Cooperatives, Chapter 6	<ul style="list-style-type: none"> • The chapter was very thought provoking. Issues discussed included: food security, the actual energy costs of transportation of food, energy costs for ingredients for fertilizers, and how GMOs harm in the food chain. • Board members were inspired by the statement “Co-ops are acts of the imagination and agents of social autonomy. They 		

	exist to put dreams into practice.”		
Search Committee Update	<ul style="list-style-type: none"> • The committee has narrowed the selection to four candidates. The Search and Hiring Committee will meet on February 15, and candidate interviews will be held on February 9. • The MT will interview the final candidates on March 8 and the Board will interview on March 9. • The BoD will meet on March 13 to make a final hiring decision. 		
Break	A ten minute break was taken at 6:40 p.m.		
GM Report	<ul style="list-style-type: none"> • Sales growth is back to budget; February appears to have the same trend. • The MT had a great time hosting the NCGA Corridor. 40 people attended; 35 were GMs. They were very impressed with our store, especially our merchandising, employees, deli, and way store is maintained. We have the second busiest store in the western corridor. • Proposed Bylaw amendments will be submitted to the Board for approval at the March meeting. Bylaws are being amended for clarity and in alignment with state law. Owners will vote whether to approve the Bylaw changes. There will be a document on the website for owners to review • The Deli overnight shift was eliminated by purchasing an under counter blast chiller, making possible to produce more food in the kitchen. There will be a deli shift from 6 p.m. to midnight. • The Co-op is still looking for space for expansion. 		
Staff Director Report	<ul style="list-style-type: none"> • The staff council would like to have support of at least 2/3 of the employees to form the Employee Alliance • Employees are very interested in the GM candidate interviews coming up. 		
Financial Report; Review of 4th Quarter 2012 and Internal YE Financial Statements	<ul style="list-style-type: none"> • The 4th quarter was very good with sales numbers 3.4% ahead of last year. • The Co-op now has 8122 owners. • \$356,000 went out as productivity bonuses to employees (represents 1.55 of sales.) • The Finance Committee has budgeted for 5% growth this coming year. • The gross margin is going up and the payroll goes up 		

	<p>correspondingly. The Deli payroll is greater than other departments for percentage of sales.</p> <ul style="list-style-type: none"> • We are looking to put some of the Co-op cash reserves in more credit union accounts. 		
Preliminary Patronage Dividend Discussion	<ul style="list-style-type: none"> • Most co-ops give back 20% as a patronage dividend; we have been giving back 50% as a patronage dividend.. • If sometime in the future there are no more capital needs, a larger percentage could go back to owners.. 		
2013 Planning Retreat	<ul style="list-style-type: none"> • The 2013 Planning Retreat will explore compelling issues and opportunities the Co-op faces now and in the future. The retreat will take place over one afternoon and one all-day session. Director Ed Claassen will lead the retreat. • The retreat will use a visual framework to identify trends, resources, areas for change, problems and strengths. It will include a visioning process to draw wisdom from the knowledge of all the participants and will identify key strategies that can be taken to move towards that vision. • Participants will also create a plan for strategic initiatives and develop a long-range plan for the Co-op. • It was suggested the first step in the process begin in August and the longer retreat be planned for October. 		
2013 December Meeting	<ul style="list-style-type: none"> • The Board agreed not to have a December meeting and to continue the annual holiday dinner. 		
Meeting Evaluation	<ul style="list-style-type: none"> • The Board did a lot of work in committees before the meeting to ensure the meeting ran smoothly. • The Directors are working well together. • This is a critical time for the store and the community.. 		

The meeting was adjourned at 8:05 p.m.

Board Actions:

The following Consent Agenda Items were approved:

- January 2013 Board Meeting Minutes
- 2013 Strategic Priorities
- 2012 Board Actions
- Names of Nominating Committee, 2013

The next regularly scheduled Board meeting will be on Wednesday, March 13, 2011 at 6:00 p.m. Ken Crocker facilitating. This meeting will be followed by a closed work session.

Minutes are not posted until approved by the Board at the next month's meeting. The meeting was digitally recorded and minutes were kept and prepared by the Board Administrator, Abby Lazerow.