

**Ashland Food Cooperative  
Board of Directors Meeting  
January 9, 2013  
APPROVED**

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

The Meeting was called to order at 5:53 pm by Ken Crocker

<b>AGENDA ITEM</b>	<b>DISCUSSION POINTS</b>	<b>ACTION TAKEN</b>	<b>REMINDERS/ FOLLOW UP</b>
<b>Positive Affirmation</b>	<ul style="list-style-type: none"> <li>• Joanie Kintscher led the Positive Affirmation.</li> </ul>		
<b>Agenda Review</b>	Done	Approved.	
<b>Calendar of Opportunities &amp; Expectations</b>	<ul style="list-style-type: none"> <li>• Brunch with the Board offers a daytime opportunity for owners to meet with the Board of Directors. The first brunch will be held Saturday February 23.</li> <li>• The Organicology Conference will be held in February in Portland.</li> <li>• AFC will be hosting the NCGA Corridor meeting January 29 and 30. Managers of over 30 co-ops will be meeting here. Visiting managers will also be visiting the Medford Co-op.</li> </ul>		Joanie and Phil will attend Brunch with the Board.
<b>Consent Agenda</b>	<ul style="list-style-type: none"> <li>• The board unanimously approved all Consent Agenda items:               <ul style="list-style-type: none"> <li>○ Board Meeting Minutes, November 2012</li> <li>○ Executive Session Minutes, November 2012</li> <li>○ Financial Report, December 2012</li> <li>○ GM Report, January 2013</li> <li>○ Outreach Report, January 2013</li> <li>○ 2013 Board General Calendar</li> <li>○ 2013 Board Elections Calendar</li> <li>○ Newsletter Calendar, 2013</li> </ul> </li> </ul>	The board approved all Consent Agenda documents. The GM Report was pulled for a question and then approved.	
<b>Financial Report</b>	<ul style="list-style-type: none"> <li>• A Director noted the cost of employee benefits had gone up last year compared to sales. The GM reported the cost of benefits increased because monthly employee contributions for medical insurance were reduced to be more affordable for employees.</li> <li>• The Directors appreciated the discussion and suggested adding the report as 5 minute monthly agenda item.</li> </ul>	Board agreed to add the financial report as a 5-minute monthly agenda item.	

<b>Authorization to Hire a Consultant for an Organizational Assessment</b>	<ul style="list-style-type: none"> <li>Read into the Minutes: On November 14, 2012 the Board unanimously authorized the Co-op Assessment committee to hire a Consultant and select the methodology for an organizational assessment. Phil and Ed will represent the Board on this committee.</li> </ul>		
<b>GM Evaluation Update</b>	<ul style="list-style-type: none"> <li>Consultant Cheryl Good has made minor changes to the evaluation form. Evaluation instructions have been sent to the MT.</li> <li>The due date for Richard and managers is January 15. The Board will receive documents February 1 and Board evaluations are due by February 15. Directors should refer to financial reports, meeting minutes and all special reports to conduct the evaluation.</li> <li>The evaluations will be reviewed by the Executive Committee with the GM.</li> </ul>		
<b>Staff Director Report</b>	<ul style="list-style-type: none"> <li>The Staff Council officially made an announcement about forming an employee association in the log. Their goal is to have 2/3 of employees register.</li> </ul>		
<b>Overriding Conflict of Interest Resolution and Summary</b>	<ul style="list-style-type: none"> <li>Bylaws Section 4.2 establishes minimum qualifications for all members of the Board of Directors.</li> <li>The Overriding Conflict of Interest Resolution applies to current and future Directors as well as owners running for the Board. The Resolution and Summary were read aloud in their entirety.</li> </ul>	The Board unanimously agreed to adopt the Overriding Conflict of Interest Resolution and Summary.	
<b>History of Cooperatives, Chapter 5</b>	<ul style="list-style-type: none"> <li>Chapter 5 examined some cooperatives in Central America, Africa, Italy, Spain and Japan. Annie Hoy led the discussion.</li> <li>Co-ops can be a strong economic force when integrated in the community. Examples of co-ops with government backing were especially successful.</li> <li>Co-ops are capable of offering social transformation. Some co-ops run social welfare programs and have helped lift people out of poverty.</li> <li>Larger co-op organizations are getting together and forming a larger cooperative society, sharing resources. Locally we are sharing advertising and expertise with other co-ops.</li> <li>The trend of demutualizing credit unions is a major concern.</li> <li>A new documentary about worker-owned co-ops called <u>Shift Change</u> and the book <u>The End of Capitalism</u> were recommended for further information.</li> <li>Directors were interested in learning about social strategic</li> </ul>		The Board will discuss Chapter 6 at the February meeting.

	initiatives that have been successfully implemented by co-ops in the U.S.		
<b>Owner Forum</b>	<ul style="list-style-type: none"> <li>Andrew Bangsburg stated homeopathic medicines were fraudulent and asked the Co-op not to carry them.</li> <li>Courtland Jennings requested owner coupons be available digitally at the Co-op cash registers. (Note: The Co-op has already ordered software to coupons to be available electronically; it is expected to be installed by late 2013.)</li> </ul>		
<b>Break</b>	<ul style="list-style-type: none"> <li>A 5 minute break was taken at 7:18 p.m.</li> </ul>		
<b>GM Report</b>	<ul style="list-style-type: none"> <li>Sales growth is leveling out. There was less than 3% growth in November and less than 2% growth in December.</li> <li>Directors had a discussion about the impact of other local retailers on sales.</li> </ul>		
<b>Strategic Priorities</b>	<ul style="list-style-type: none"> <li>Richard will amend the Strategic Priorities list, present it to the MT and bring it to the Board for the February consent agenda.</li> <li>A Board and MT Strategic Planning Retreat was discussed. The goal is have a rich team-building experience and for all to become familiar with the collective wisdom and expertise of the Board and the leadership team.</li> </ul>		The planning retreat will be discussed at the February meeting.
<b>2013 Budget</b>	<ul style="list-style-type: none"> <li>The Co-op is in very good shape from a capital standpoint with no long-term debt.</li> <li>The budget was created projecting 5% growth.</li> <li>New expenses include employee raises, the organizational assessment and the owner survey</li> </ul>	Board agreed to adopt the 2013 budget as proposed.	
<b>Search Committee Update</b>	<ul style="list-style-type: none"> <li>Sharon has received about 40 applications; these have been narrowed down to 5 or 6 top candidates.</li> <li>Out of town candidates will be initially screened by phone.</li> <li>Three staff members were selected to be members of the GM Hiring Committee.</li> </ul>		
<b>Meeting Evaluation</b>	<ul style="list-style-type: none"> <li>Directors felt this was a good and productive meeting with ample time to discuss agenda items.</li> </ul>		

The meeting was adjourned at 8:20 p.m.

The next regularly scheduled Board meeting will be on Wednesday February 13, 2013 at 6:00 p.m. with Ken Crocker facilitating.  
**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.

**Board Actions:**

**The following Consent Agenda Items were approved:**

- Board Meeting Minutes, November 2012
- Executive Session Minutes, November 2012
- Financial Report, December 2012
- GM Report, January 2013
- Outreach Report, January 2013
- 2013 Board General Calendar
- 2013 Board Elections Calendar
- Newsletter Calendar, 2013

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