

**Ashland Food Cooperative**  
**237 North First Street**  
**Ashland, OR 97520**  
**APPROVED**

**Board of Directors Meeting**  
**March 11, 2009**

**Board members present:** Guy Nutter, Peter Hoyt, Ric Sayre, Gwyneth Bowman, Danielle Amarotico, and Elizabeth Robinson. **Absent:** Serena St Clair **Staff present:** Richard Katz, General Manager; Leslie van Gelder, Board Assistant; Matthew Hartman, Facilitator.

The meeting was called to order at 6:00 by the facilitator.

1. **Announcements:** The reception for the candidates for the Board of Directors will be held Wednesday, March 18<sup>th</sup> at 6:30 pm. All board members are invited. Richard encouraged board members to invite any friends who might be interested to apply for the open positions.
2. **Owner Forum:** Two owners, Miriam Reed and Steven Maryanoff, and a staff/owner, Joseph Tokarz, came to observe the meeting.
3. **Agenda Review:** Done
4. **Consent Agenda:** The board unanimously approved the following items:
  - **February Board Minutes**
  - **Committee Reports: Finance Committee, Outreach**
  - **2009 Election materials**
  - **Changes to “Calendar of Expectations”**
5. **GM Report:** Richard answered questions relating to his report to the board, which had been previously emailed. In response to Gwyneth’s inquiry, Richard said that a report of the staff back-casting/visioning session will be available at a later date.
6. **Budget Revisions:** Richard explained the proposed revisions to the draft 2009 operating budget. In this version, lower prices for health and beauty aids (HABA) were offset by cuts in expenses. Other budget revisions were also made to add to building and equipment maintenance, cut store supplies, add to the computer services budget, cut about \$11,000 out of the conference budget, cut \$15,000 from trade shows, add \$5,000 to contributions, reduce promotions by \$8,000, and cut advertising by \$3,000. In total, about \$50,000 was added to the operating profit and \$50,000 in expenses was cut. \$210,000 remains in the capital budget, which may or may not be used this year. Richard expects that margins will be smaller and profits will be lower than in prior years. The board approved the budget and asked that the minutes note that the board really appreciates the work the management team has done to prepare this budget in such an uncertain financial climate.

### **7. Policy for General Manager to Report Situational/Regulatory Reports to the Board:**

The board discussed concerns related to reports received by the Co-op which might involve liability for the Co-op and the Directors. The discussion revolved around what notices does the board need to know and when should the board be notified about such notices? The board agreed to ask Danielle Amarotico, the Board Secretary, to draft a policy and email it to the Board. The draft will be reviewed at the next meeting.

**8. Non-Board Member Food Policy:** The Board discussed the Board discounts and free food for non-board committee members. Danielle will review and revise the current discount policy. A review of current committee discounts will be added to the board calendar in August.

### **9. Meeting Review – Done**

The regular meeting was adjourned at 8:32 pm and was followed by an Executive Session

#### **Actions:**

- **Approved Consent Agenda Items:**
  - **February Board Minutes**
  - **Committee Reports: Finance Committee, Outreach**
  - **2009 Election materials**
  - **Changes to “Calendar of Expectations”**
- **The board approved the 2009 budget**
- **Added a review of non-board committee member discounts to the board calendar each August.**

The next regularly scheduled Board meeting will be on Wednesday, April 8<sup>th</sup> at 6:00 p.m. with Matthew Hartman facilitating.

[The GM report and Committee reports are available on request.](#)

**[The minutes were approved by the Board at the April 8, 2009 meeting.](#)**