

Ashland Food Cooperative
237 North First Street
Ashland, OR 97520
Board of Directors Meeting
April 14, 2010
APPROVED

Board members present: Guy Nutter, Peter Hoyt, Ric Sayre, Gwyneth Bowman, Glenn Hill, Joanie Kintscher, and Elizabeth Robinson. **Employees present:** Richard Katz, General Manager; Jenica Faye, Board Administrator. **Others:** Matthew Hartman, Facilitator; Ellen Craine, Guest Facilitator. **Owners:** None.

The meeting was called to order at 7:45 p.m. by Matthew Hartman.

1.	Announcements: Gwyneth introduced the Board to the game plan for the wiki. She asked the board for their feedback about what is missing from the wiki. Gwyneth mentioned purchasing a projector and Richard said the co-op had one the board could use. Peter shared that tickets to the annual dinner will be available Monday June 14 th . Peter will reserve tickets for the board and reminded the board they will need to contribute a dollar for their ticket. He also asked for volunteers for the Earth Day Celebration at Science Works Saturday April 24 th , 11 am – 4 pm.
2.	Agenda Review: Done
3.	Calendar of Opportunities: Calendar of Opportunities: April 24 th Volunteer for Earth Day celebration at Science Works – contact Mary Shaw
4.	Consent Agenda: The board approved the following consent agenda items: Consent Agenda: <ul style="list-style-type: none"> o March Board Meeting minutes o Committee Reports: Management Relations Committee Proposal, Finance Committee minutes (2/9/10), Outreach Committee minutes (4/6/10), Board Development Committee minutes (4/8/10) o Board Development Committee Manual o Board Member Orientation Checklist o Executive Session Minutes o Paperless Consent Agenda Proposal
5.	GM Report: Richard shared that according to the architect the co-op will likely be given the permit to go ahead with building plans as submitted. The board shared enthusiasm around the co-op having the highest sales week ever.
6.	Profit Sharing Bonus: Board unanimously voted to approve the profit sharing recommendation in the amount of \$112,850. The profit sharing bonus is calculated at .5% of sales, and sales growth for the co-op last year was 4%. Patronage Refund Recommendation: The finance committee recommended that the maximum allocation for the 2009 patronage dividend be \$581,124 of which 50% (\$290,562) will be distributed and 50% will be retained for capital needs. Guy shared that the committee is required to give a minimum of 20% and a maximum of 80%. Peter said he would lobby strongly for a raise in percentage rate (55%) due to the very positive sales growth the co-op had last year. This year owners saw other value through coupon use. The dividend is higher than it's ever been this year, dollar for dollar. Peter said that he hears concerns from owners about why so much has been retained. The co-op has never retained more than 50% which is quite low in comparison with other co-ops and that the finance committee wanted to come up with a guideline that is reasonable and that guideline is 50%. Board members shared that in this economic climate they feel the need to be conservative, that the bylaws state the board has the

	<p>right to retain money for capital expenditures and that they feel the recommendation from the finance committee is responsible. Peter still felt that because the co-op had such a good year it would be nice to offer another 5% but was willing to go with the rest of the board's consensus for approving 50%. Consensus was reached to approve the patronage dividend allocation.</p> <p>Accountant Review: Guy shared the accountant's feedback that co-ops without debt are doing well and those that are in debt are not. He said that the cash reserve the co-op had ensured the co-op was not jeopardized. Having money available to be able to respond quickly and not worry about a slower month or quarter is important. It was commented that other stores are in trouble and that the board's first priority is to keep the co-op strong.</p> <p>Financial Updates: Employees got the biggest productivity bonus ever. The accountant spoke very highly of management in an executive session. The accountant's report was glowing.</p>
7.	<p>Introduction of Board Self-evaluation Process: Elizabeth handed out a sheet regarding the board's annual self-evaluation. She requested that the board reply to her email where she went in-depth regarding the board evaluation in the past. Gwyneth offered that in the past the board has filled out a form questionnaire. Another time there was a group process in which a list was generated around goals and a timeline. The latter seemed more satisfying to the board. Gwyneth shared that because she and Peter have no competitors running for office the evaluation could be postponed to later in the fall. The proposal to have the meeting in November, and the group process in December (to discuss the document that is generated from the November meetings findings) was accepted unanimously.</p>
8.	<p>Past and Future Facilitation Gwyneth explained that Matthew has put her in contact with Cameron McCandless, Executive Director of Mediation Works, who has been appointed to Matthew's old position. Matthew has suggested that Ellen Craine, a contract employee for Mediation Works, take his place as facilitator. Gwyneth also mentioned the importance of the co-op's relationship with Mediation Works. The Management Relations Committee will be interviewing Ellen and she will be facilitating the Grants Committee meeting on Friday.</p>
9.	<p>Meeting Evaluation: Guy shared his apprehension about coming but felt that the meeting went very well. Joanie, Ric, Peter, Gwyneth, Glenn and Richard all thought the meeting went well. Elizabeth expressed gratitude and Ellen was impressed with the material being covered.</p>

The meeting was adjourned at 8:45 pm.

Board Actions:

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

- March Board Meeting minutes
- Committee Reports: Management Relations Committee Proposal, Finance Committee minutes (2/9/10), Outreach Committee minutes (4/6/10), Board Development Committee minutes (4/8/10)
- Board Development Committee Manual
- Board Member Orientation Checklist
- Executive Session Minutes
- Paperless Consent Agenda Proposal

The next regularly scheduled Board meeting will be on Wednesday, May 12, 2010 at 6:00 p.m. with Ellen Craine facilitating.

The GM report and Committee reports are available on request.

Minutes are not posted until approved by the Board at the next month's meeting.

Minutes were kept and prepared by the Board Administrator, Jenica Faye.