

# Board of Directors Meeting

**April 13, 2005**

## **APPROVED**

Ashland Food Cooperative  
237 North First Street  
Ashland, OR 97520

Board members present: Erik Wallbank, Joe Golton, Herb Heiman, Glenn J. Hill, Richard "Ric" Sayre, Gwyneth Bowman and Serena St. Clair. Other staff present: Richard Katz, General Manager; Annie Hoy, Outreach/Owner Services Manager; Anouschka Andresen, Staff Council; Russell Phillips, Staff Council; Sharon Carrigan. Owners present: Ryan Langemeyer, Risa Buck, Pam Lott, Vicki Fox, Dot Fisher-Smith, Grady Boyd.

The meeting was called to order at 6:30 p.m. by facilitator, Erik Wallbank.

1. Announcements: Annie Hoy announced that there will be a showing of "The Future of Food" at 7 pm on May 9th at the Unitarian Center. Annie also announced that the Co-op has received 45 grant applications this year and will be awarding \$35,000 to those agencies selected.

2. Check In: Done.

3. Agenda Review: The agenda was reviewed, amended and accepted.

4. Owner Forum: Several of the owners present thanked the Board for the lunch meeting which opened up dialogue between the Board and the owners who wrote a letter of concern to the Board in February. The Board was asked if it would be possible to post meeting agendas online as well as on the bulletin board. The Board Assistant will contact the Webmaster to inquire about the possibility of posting agendas online.

In response to some of the owner's concerns, Richard Katz, General Manager, reported that he has been in contact with The Siskiyou Education Project to request their help in conducting a research project to look at product standards and the "ecological footprint" (i.e. the quantifiable environmental impact) of various food packaging and distribution practices in the grocery, produce, meat, and deli sections of the store. The research will be reported to the Board and staff and educational material for the staff and customers will be created and presented. Richard is currently interviewing graduate students to conduct this work for the Co-op.

5. Staff Council: Anouschka reported that Staff Council has decided to rotate Council members quarterly to attend the Board meeting. Russell Phillips introduced himself as one of the newly elected Staff Council. Russell will be Staff Council Liaison for the next quarter. Management and Staff Council are working on proposals for compensation for Staff Council members as incentive to serve on the Council.

6. Meetings with Owners: Erik Wallbank read a proposal for meetings with owners. The Board is proposing open meetings with owners, Board and Co-op staff members on a monthly basis at first, until ideas and concerns expressed in the February letter are resolved. Board members would attend this meeting voluntarily, and Board and staff attendees would vary from month to month. The meetings would be held on the Thursday following the Board meetings at 10:30 am in the Community Classroom.

After the immediate issues are addressed, it is proposed that meetings would be scheduled on a quarterly basis. At the first meeting agenda items will be prioritized. Those issues expressed in the February letter to the Board will be discussed before new issues are considered.

Joe Golton asked for clarification in general about the expectations for Board members - which meetings and events are required of Board members and which are voluntary. How many hours are Board members expected to volunteer per month?

Herb Heiman asked if we would need a facilitator for the meetings with owners? Someone might be needed to set up and attend the meetings, prepare materials, etc.

Erik Wallbank asked that these questions be put on the agenda for the May meeting.

Owner Ryan Langemeyer asked if the meetings will be announced. The Board asked for an announcement to be included in the July/Aug newsletter, since there is no room to include one in the May/June newsletter. The Board Assistant will post an announcement of the meetings on the Owner's bulletin board along with Board President Erik Wallbank's email address and a sentence inviting those who can't attend a daytime Board/Owner meeting to bring their ideas or concerns to the Owner Forum during the monthly Board meeting.

7. GM & the Consensus Process: The Board discussed including the General Manager in the consensus process when making decisions. If the GM is not in agreement with a motion, the Board can decide to take a vote, in which case a vote of 2/3 of the directors would pass a motion.

8. Board Process for Naming Owners to Committees: Gwyneth Bowman proposed that owner Vickie Fox be appointed to the Finance Committee with the proviso that in the future that all owners would be invited to apply for open committee positions. A discussion followed of how this process would be defined - what would the process be? How long are the terms? Where would openings be posted? What ethical code would owners on committees be expected to sign? It was decided to continue the discussion in May. The Board Development Committee will draft a proposal for appointing owners to committees.

9. CCMA Conference June 9-11: Five Board members would like to attend the CCMA Conference in Albuquerque this spring. The budget for CCMA is \$3,000, and there is another \$2,500 in the Board training budget and \$1,365 in the Provender budget which might be able to be used. The Board decided to continue the discussion of the costs of attending the conference and how many Board members will be able to attend by email and phone.

10. Committee Responsibilities: The Board Assistant will amend the current job description and send the revisions to the Board.

11. Approval on Owner Benefits Changes: Glenn Hill proposed accepting Management's recommended changes to the senior discount structure (see attached letter for details). Herb seconded the motion, and the Board accepted it by unanimous consent.

12. Minutes Review: The March 2005 minutes were reviewed, amended and unanimously accepted by the Board.

13. GM Report: Richard Katz responded to Board questions regarding his written report and reported that by May a description of the owner health insurance plan and the ability to purchase policies should be in place through the AFC website.

14. Finance Report: Joe Golton, Treasurer, responded to Board questions regarding the March financial reports.

15. Finance Committee: Gwyneth Bowman's asked the Treasurer a question regarding who makes decisions regarding staff retirement plans. Is it the Board or Management? Joe Golton, Treasurer, responded that if the decision requires money in addition to current payroll levels of 22% of sales, the Board will need to make the decision.

16. Outreach Committee: Herb Heiman handed out a copy of the March minutes which are attached to this report.

17. Expansion Discussion: Erik Wallbank and Richard Katz led a lengthy discussion of the possibility of opening a second Medford store. Richard presented an overview of the feasibility study he presented to the Board in March and opened the discussion to the Board.

The Board focused on answering the question, "Why open a store in Medford?" and looked at the risks and benefits of such an expansion. What financial effect would opening a second store have on the Ashland store? Would opening a second store be in alignment with the AFC mission? What happens if we don't open a store in Medford.

The Board recognized that the process of making a decision about expansion will take time and a decision will not be made quickly.

18. Meeting Evaluation: Done

The meeting was adjourned at 10:20 p.m. The next regularly scheduled Board meeting will be on Wednesday, May 11th, 2004 at 6:30 p.m. with Erik Wallbank facilitating.

The GM report and Committee reports are available on request.

**BOARD ACTIONS:**

The job description for the Management Relations Committee is amended to add "To develop criteria and a schedule for annual organizational goals."

Changes to the senior discount will be made on July 1, 2005. See attached letter for details. The impact of the changes will be reviewed in December 2005.

Minutes were amended and approved by the Board on May 11, 2005.