

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

Board of Directors Meeting
August 12, 2009

Board members present: Guy Nutter, Peter Hoyt, Ric Sayre, Gwyneth Bowman, Glenn Hill, Joanie Kintscher, and Elizabeth Robinson. **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:** Matthew Hartman welcomed new board members Glenn Hill and Joanie Kintscher. Gwyneth Bowman displayed a piece of art work with haiku and an accompanying letter from a member regarding restricting the use of cell phones in the Co-op. Gwyneth also disclosed that the Spearco building that the Medford Co-op is looking at buying is owned by her son. Richard Katz said he will email the board about the Provender conference which will be held in Bellingham this year. He also announced that he has been in touch again with Umpqua Bank about the possibility of their relocating and the Co-op buying their building. Guy Nutter will be working on the Board of Directors budget to present to the Finance Committee in November. He requested that board committee chairs submit expenses for 2010 to him. He also asked that if board members want to attend the CCMA conference this year that they let him know. Gwyneth Bowman requested that a discussion about the board budget and training expenses be added to next months' agenda.
- 2. Owner Forum:** None in attendance
- 3. Agenda Review:** Done
- 4. Sharing Hopes and Vision for the Coming Year:** The board members each expressed their personal hopes and expectations for the coming year. Some thoughts expressed were: hoping to continue our current success, maintaining open communications between members, continuing to work on sustainability issues, working together effectively as a board, building capacity within the community, and involving members more in Co-op governance.
- 5. Consent Agenda:** The board accepted the following items on the Consent Agenda:

- Board Election Report (with an addition to note that there were 612 total valid ballots)
 - Committee Minutes – Social Responsibility (6/9/09), Outreach Committees (8/4/09), Management Relations Minutes (7/3/09)
 - Annual Committee Reports (Finance, Social Responsibility, Grants, Board Development, and Management Relations Committees)
 - June Minutes
 - Outreach Committee Resolution
- 6. GM Report:** Richard Katz answered questions about his report to the board, which had been sent out previously. He said that promotional \$100 gift cards which are being sold for cash or check for \$95 are theoretically costing us several thousand dollars a month, but people may be spending more when they buy the cards than the amount of the card, and we are saving about 1% in credit card fees. Sales of Health and Beauty Articles (HABA) are not as high as had been hoped. In response, Co-op staff is trying to make discounts more appealing, reducing the number of items being discounted, and making signage more noticeable.
- 7. Review of Board of Directors Agreement, Code of Ethics, and Ground Rules:** Done. Signed Code of Ethics statements were handed in by all board members.
- 8. Election of Board Officers:** The board voted for officers for the 2009-2010 year. The results were:
- President – Gwyneth Bowman
 - VP – Peter Hoyt
 - Secretary – Elizabeth Robinson
 - Treasurer – Guy Nutter
- 9. Establish Committees:** The board agreed on the following committee assignments:
- Finance Committee – Guy Nutter, Chair; Gwyneth Bowman (member)
 - Board Development – Elizabeth Robinson, Chair; Ric Sayre (member)
 - Management Relations – Gwyneth Bowman, Chair; Peter Hoyt, Guy Nutter (members)
 - Outreach – Peter Hoyt, Chair; Joanie Kintscher (member)
 - Social Responsibility – Glenn Hill, Chair; Ric Sayre (member)
 - Grants – Joanie Kintscher, Chair; Guy Nutter, Elizabeth Robinson (members)
- 10. Review of 2008 Financial Results:** Guy Nutter reviewed some of the highlights of the last year and concluded that 2008 was a good year for the

Co-op. Although growth was not in the double digits the Co-op has achieved in previous years, revenue was \$3 million more than 2006; the Co-op paid cash for the Town Hall building; the Board declared a patronage refund of \$392,924 with a distribution of 50% to be paid to the owners; over \$24,000 in community grants were given out in 2009 from 2008 revenue; a new POS system was installed; financial benefits of the remodel of the deli became apparent. Guy pointed out that the Co-op carries no mortgage debt and, for all intents and purposes, is debt-free. The bag policy resulted in a 75% reduction in the use of new bags. By the middle of 2008, the recession heralded the end of the Co-op's double digit growth. Currently, growth is 3% to 5% and is not surprising for an extremely small store with a large sales volume. Guy predicted that we have saturated our market and won't be seeing huge sales growth for the time being but will maintain steady growth. Since we have put away money, we are in better financial position than most Co-ops in the country to weather the current recession.

11. Report on Annual Meeting: Peter Hoyt reported that 350 people were fed before the annual meeting and other owners attended the meeting, but didn't eat. The Outreach Committee thinks that the space in the park can handle 400 people. Next year, 400 food tickets will be printed. Fifty tickets will be held for board members, candidates, committee members, and volunteers. An additional fifty tickets will be held for a raffle to be held the week before the meeting. The Committee generated a list of suggestions to improve the event next year and will implement them. Board members discussed the issue of ticket availability and the fact that many owners could not get them. Peter clarified that every owner is invited to the annual meeting, although the number of food tickets is limited. Peter invited the board and owners to email suggestions about the food issue to him at cannon1861@charter.net.

12. Set Date for October Board/Management Lunch: The board discussed their annual meeting with the management team. This lunch affords the board an opportunity to get to know the store managers. The Management Relations Committee will be responsible for meeting logistics. The board agreed to meet with management on Thursday, October 22, 2009 from 11:30 to 2:30. Additionally, the board is invited to attend the October 11th All-Staff meeting at the Armory.

13. Meeting Evaluation: Done

The meeting was adjourned at 8:00 pm.

The next regularly scheduled Board meeting will be on Wednesday, September 9th at 6:00 p.m. with Matthew Hartman facilitating.

BOARD ACTIONS:

- Accepted the board election report (with an addition to note that there were 612 total valid ballots)
- Accepted committee minutes for the Social Responsibility (6/9/09), Outreach (8/4/09), and Management Relations (7/3/09) committees.
- Accepted the annual committee reports of the Finance, Social Responsibility, Grants, Board Development, and Management Relations Committees
- Approved the June Minutes
- Approved the Outreach Committee Resolution to stagger the termination dates of their two volunteers. In addition, all AFC Board members voted in the affirmative to allow Charles Douglas to serve an additional year
- The board voted for officers for the 2009-2010 year. The results were:
 - President – Gwyneth Bowman
 - VP – Peter Hoyt
 - Secretary – Elizabeth Robinson
 - Treasurer – Guy Nutter
- The board made the following committee assignments:
 - Finance Committee – Guy Nutter, Chair; Gwyneth Bowman (member)
 - Board Development – Elizabeth Robinson, Chair; Ric Sayre (member)
 - Management Relations – Gwyneth Bowman, Chair; Peter Hoyt, Guy Nutter (members)
 - Outreach – Peter Hoyt, Chair; Joanie Kintscher (member)
 - Social Responsibility – Glenn Hill, Chair; Ric Sayre (member)
 - Grants – Joanie Kintscher, Chair; Guy Nutter, Elizabeth Robinson (members)

The GM report and Committee reports are available on request.

Minutes were kept and prepared by the Board Administrator, Leslie van Gelder, and approved at the September 9, 2009 Board of Directors meeting.