

**Ashland Food Cooperative
Board of Directors Meeting
August 11, 2010
APPROVED**

Board members present: Guy Nutter, Peter Hoyt, Gwyneth Bowman, Glenn Hill, Joanie Kintscher and Ric Sayre.
Speaker Phone: Elizabeth Robinson **Employees present:** Richard Katz, General Manager. **Others:** Jenica Faye, Board Administrator; Ellen Craine, Facilitator.

The Meeting was called to order at 6:03pm by Ellen Craine.

AGENDA ITEM	DISCUSSION POINTS	ACTION TAKEN	REMINDERS/ FOLLOW UP
Announcements	<ul style="list-style-type: none"> • Glenn and Joanie agreed to attend Dinner with the Directors on 8/18/10 • 9/6/10 Labor Day staff party 3pm • Ellen will not be able to facilitate the September meeting. Laurel Miller will facilitate in Ellen's absence. • There will be a get together for any Directors who would like to attend to discuss and evaluate the election process this year. More details will be emailed. • Management Relations team will look at developing a new Board password for the wiki. 		Glenn and Joanie will attend Dinner with the Directors on Aug. 18 <hr/> Jenica will follow up with an email about the election evaluation meeting.
Agenda Review	Done	Approved.	
Calendar of Opportunities & Expectations	<ul style="list-style-type: none"> • 8/18/10 Dinner with the Directors • 9/11/10 Eat Local Week Celebration – The Board is encouraged to attend/participate 		Glenn and Joanie will attend Dinner with the Directors.
Training Opportunities	<ul style="list-style-type: none"> • 10/6/10-10/8/10 Provender, Hood River • A question was posed about whether Jenica, Tom, Steve or an outside consultant could train the Board on their computers? It was suggested that initially Directors utilize online support. In addition it was mentioned that they should compile a list of issues they need assistance with which could be addressed in a future training. 	Directors agreed they will utilize online support and each other for assistance.	
Consent Agenda	A comprehensive editing of the board's wiki documents will be done by Jenica. The board approved the following consent agenda documents: <ul style="list-style-type: none"> • June Board Meeting Minutes • June Executive Session Minutes 	The board approved all Consent Agenda documents.	Glenn agreed to compile the Annual Report for the Social Responsibility Committee and

	<ul style="list-style-type: none"> • Statements of Candidacy • Board Financial Policies • Criteria for Officer Evaluations • Board Development Committee Manual • Outreach Committee Manual • Community Grants Committee Manual <p><u>Committee Reports:</u></p> <ul style="list-style-type: none"> • Annual Reports from 5 Committees • Community Grants Minutes 7/10 • Community Grants Charter Revision '10 		complete their Manual.
GM Report	<ul style="list-style-type: none"> • As part of a series of procedural changes staff and Board members will now be able to use the 10% coupon on top of their 15% discount. It is in process but assume that the change has been made. • A fan was installed in the Shostrom building to exhaust the heat from the compressors. Progress continues to be made there as well as on the Pioneer building. 		
Election of Board Officers	<ul style="list-style-type: none"> • Gwyneth was elected Board President for another year • Peter was elected Vice President for another year. • Guy was elected Treasurer/Secretary this year. 	Directors unanimously voted in Gwyneth, Peter and Guy.	
Appointment of Committee Chairs – ratification by the Board	<ul style="list-style-type: none"> • Gwyneth will continue to Chair the Management Relations Committee • Peter will continue to Chair the Outreach Committee • Guy will continue to Chair the Finance Committee and will now Chair the Board Development Committee. • Elizabeth requested that she be able to serve on Board Development. • Glenn will continue to Chair the Social Responsibility Committee. • Ric agreed to serve on Social Responsibility again. • Joanie will continue to Chair the Grants Committee and Guy resigned from the committee. 	Consensus was reached in ratification of the Board Chairs.	
Signing of Code of Ethics	All Directors present signed the Board Code of Ethics, along with Richard, the Co-op General Manager, Ellen, Board Facilitator and Jenica, Board Administrator.		Directors will place signed Volunteer Code of Ethics in Jenica's folder. <hr/> Elizabeth will place her signed Code of Ethics in

			Jenica's folder.
Financial Review	<p>2009 performance/second quarter financial statements:</p> <ul style="list-style-type: none"> • The Board came in under budget on their computer purchase by 8.5% • Overall the Co-op was over budget on sales and margin and under budget on expenses • The 2009 Patronage Dividend was the largest ever. • Finance Committee thought that being over budget on margin in 2009 and 2010 (over 7/10 of a point) was not a bad thing. • It was suggested by one Director that "surplus" funds could be devoted for medical benefits that could be extended to employees' families or to help them buy outside insurance. • Directors thought it would be advisable to find out where the Co-op stands in terms of employee benefits, as compared with other Co-ops. • It was mentioned that other committees may have proposals for use of funds so it was asked that proposals be looked at together and prioritized. • Management will be looking in to how they may want to revise the Co-op's Health Benefit Plan. • The Board honored the GM and Management Team for their work in building a solid foundation during a turbulent time and for the excellent growth the Co-op continues to enjoy as a result. • Lynn Scionti just celebrated her 30th anniversary working for the co-op. 		Glenn will submit a proposal to the Social Responsibility Committee regarding funds being devoted towards the health benefits of the families of employees.
Communication & Email Etiquette	<p>Suggested Guidelines for Communication between Directors This document is a work in progress.</p> <p>Suggested Email Etiquette</p> <ul style="list-style-type: none"> • There was discussion around whether Committee Members need to be heard from about receiving and/or approving minutes, or whether, if they have not replied, they have approved. • It is important that the Board know where to find documents on the wiki so the wiki will be edited so documents only have one location. • Board and Officer Procedures need to be documented (examples: election process, grants process, etc). 	Directors agreed to tentatively use the Suggested Email Etiquette document as a guideline, and to use FYI or REPLY BY (with a date) on the Subject line.	Jenica will revise the wiki so that documents are only in one place, with a note where the document can be found in the currently cross-referenced spot.

Meeting Evaluation	<ul style="list-style-type: none"> • The discussion on Communication & Email Etiquette was helpful. • The use of the computers was appreciated as well as the continually evolving wiki. One Director voiced that the computers were a distraction and requested more eye contact from fellow Directors in the future. Also, Directors mentioned that the projector was no longer necessary since everyone will be using their computers. 	The Board agreed that the projector will no longer be needed during the meetings.	
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The meeting was adjourned at 7:35 pm.

Board Actions:

The following Consent Agenda Items were approved:

- June Board Meeting Minutes
- June Executive Session Minutes
- Statements of Candidacy
- Board Financial Policies
- Criteria for Officer Evaluations
- Board Development Committee Manual
- Outreach Committee Manual
- Community Grants Committee Manual
- Committee Reports:
- Annual Reports from All Committees except Social Responsibility
- Community Grants Minutes 7/10
- Community Grants Charter Revision '10

The GM report and Committee reports are available on request.

Minutes were kept and prepared by the Board Administrator, Jenica Faye, and were approved by the Board September 8, 2010.