

**Ashland Food Cooperative  
Board of Directors Meeting  
August 14, 2013  
APPROVED**

**Board members present:** Gwyneth Bowman, Gary Einhorn Joanie Kintscher, Phil Johnson, Ed Claassen, Charlie Douglass **Employees present:** Emile Amarotico, General Manager. **Others:** Ken Crocker Facilitator; Abby Lazerow, Board Administrator **Absent:** Sheila Carder

The Meeting was called to order at 6:00pm by Ken Crocker

AGENDA ITEM	DISCUSSION POINTS	ACTION TAKEN	REMINDERS/ FOLLOW UP
<b>Positive Affirmation</b>	<ul style="list-style-type: none"> <li>• Gwyneth Bowman led the Positive Affirmation.</li> </ul>		
<b>Reading of Election Results; Signing of Ethics Statements by Board Directors</b>	<ul style="list-style-type: none"> <li>• 604 Ballots were verified by CPA Janet Larmore. There were two Board of Director positions open. The results were: Gwyneth Bowman, 407 votes; Gary Einhorn, 366 votes; Beth Lori, 253 votes; and Steve Barnard, 111 votes.</li> <li>• 504 owners voted yes for the bylaw amendments, and 32 voted no to the bylaw amendments.</li> <li>• All Directors signed Ethics Statements.</li> </ul>		
<b>Owners Forum</b>	<ul style="list-style-type: none"> <li>• Tom Marks, is the owner of Organic Produce Warehouse, expressed his interested in incorporating local growers and manufacturers in an alliance to build a regional food system and food hub, and asked for the Co-op's assistance. He also offered to help the Co-op with storage, transportation and local food issues.</li> </ul>		
<b>Announcements</b>	<ul style="list-style-type: none"> <li>• The Board will host a <i>Brunch with the Board</i> event August 31, 11 a.m. to 1 p.m.</li> <li>• The Harvest Festival will be held at the end of October and will include feasting, brewing and pumpkin carving.</li> </ul>		Phil and Gary will attend the August Brunch with the Board.
<b>Agenda Review</b>	Done	Approved.	
<b>Training Opportunities</b>	<ul style="list-style-type: none"> <li>• Training Opportunities: 2013 NCBA CLUSA Purchasing Cooperatives Conference, September 9-11, 2013. Held in Chicago. Topics include "Getting the Best from Your Board" and "improving Member Communication and Engagement." CBL101 and Leadership Training; September 28: Davis, CA</li> <li>• It was proposed the Board approve Gary and Ed attending the Board leadership training in Davis, CA.</li> </ul>	The Board approved Gary and Ed attending the Board leadership training in Davis, CA.	The Board Administrator will revise the Board Travel Request Forms.

<b>Calendar of Opportunities and Expectations</b>	<ul style="list-style-type: none"> <li>Some Directors have obligations that prevent them from serving additional hours as a Board officer during their term. As a result, the Executive Committee suggested changing the wording in the Calendar of Opportunities and Expectations Document to “We encourage you to run for a Board officer position some time during your term. “</li> </ul>	The Board approved the wording change of the Calendar of Opportunities and Expectations document.	
<b>Consent Agenda</b>	The board unanimously approved all Consent Agenda items: Consent Agenda: <ul style="list-style-type: none"> <li>June 2013 Board Meeting Minutes</li> <li>AFC Annual Meeting Minutes, July 14, 2013</li> <li>2013 Board Elections and Owner Ballot Summary Sheet</li> <li>Board Finance Report, July 10, 2013</li> <li>Board Finance Report, August 14, 2013</li> <li>Outreach Report, August 2013</li> <li>Executive Committee Minutes, July 25, 2013</li> <li>Calendar of Expectations for Board Members, Revised July 2013</li> <li>Expectations of Board Members, Revised July 2013</li> <li>Executive Committee Manual, Revised July 2013</li> <li>Executive Committee Charter, Revised July 2013</li> <li>Finance Committee Manual, Revised August 2013</li> <li>Finance Committee Charter, Revised August 2013</li> <li>Committee Manual Template, Revised July 2013</li> <li>Guidelines for Board Committees, Revised July 2013</li> <li>Outreach Committee 2012-2013 Annual Report</li> <li>Board Development Committee 2012-2013 Annual Report</li> <li>Executive Committee 2012-2013 Annual Report</li> <li>Finance Committee 2012-2013 Annual Report</li> </ul>	The board approved all Consent Agenda documents.	
<b>Board Officer Elections</b>	<ul style="list-style-type: none"> <li>Gwyneth Bowman was elected Board President; Joanie Kintscher was elected Vice President, Ed Claassen was elected Secretary, and Charlie Douglass was elected Treasurer.</li> </ul>		
<b>Selection of Committee Chairs</b>	<ul style="list-style-type: none"> <li>Committee Chairs: Executive Committee, Gwyneth Bowman; Finance, Charlie Douglass; Outreach, Joanie Kintscher; Board Development, Ed Claassen; Grants Committee, Sheila Carder. Gary Einhorn, Gwyneth Bowman and Phil Johnson will be members of the BDC.</li> </ul>	Although Sheila was absent, the Board agreed Sheila should remain as Chair of Grants Committee.	

<b>Effectiveness of Conference Phones for Board Meeting Participation</b>	<ul style="list-style-type: none"> <li>Occasionally Board Directors need to participate in a meeting by conference phone. It has been difficult to hear Directors using the current conference phone. The Board will try out new conference phone technology.</li> <li>Directors were reminded vacations are not excused absences.</li> <li>One Director asked if Board meetings dates could be changed.</li> </ul>		<p>The Board will try out the new conference phone at the next pre-dinner meeting. A discussion about changing meeting times will be put on the September 2013 agenda.</p>
<b>GM Report</b>	<ul style="list-style-type: none"> <li>Emile is already in his 11<sup>th</sup> week at the Co-op. He feels fortunate to have Richard Katz, the MT, and the Board available to him the past few months as he assumed the GM position.</li> <li>An Organizational assessment meeting will be held on September 9.</li> <li>Sales have been down, possibly because of heavy smoke in our area.</li> <li>Owner sales make up 70% of our business. Emile conducted a quick study of sales by zip code and found purchases by owners from Ashland, Talent, Phoenix, and Williams are up by 5%. Sales from Medford, Central Point, Jacksonville, Eagle Point and Northern California zip codes have gone down. As our facility constraints have compounded and as other stores have opened in the Rogue Valley, some people may be shopping elsewhere.</li> <li>The Co-op has been in discussion with the owners of a property close to the Co-op about possible purchase. Currently the property is being appraised.</li> <li>Emile has been having meals with employees several times a week. He has already met with 43 employees and will continue this successful program through September or October. He may also meet with staff in small groups.</li> <li>The Co-op's Oregon Liquor Control License needs to be updated, including individual histories for officers of the Co-op Board.</li> </ul>		
<b>Staff Director Report</b>	<ul style="list-style-type: none"> <li>The staff has been giving great feedback about the meals with the GM program. Employees feel the transition is going well and they are excited about new programs at the Co-op.</li> <li>Staff are preparing for the Happiness@Work presentations</li> <li>The Staff Council has 2 new members, Taj from the Deli</li> </ul>		

	Department and Chad from Grocery.		
<b>Strategic Planning Retreat Update</b>	<ul style="list-style-type: none"> <li>• Ed reviewed a strategic planning framework first presented at the June meeting to the Board. It is expected to take eight months to complete the strategic planning process.</li> <li>• The schedule of the strategic planning process may need to be changed, as the MT already has many projects that need to be completed before the end of 2013. Ed proposed the proposal be modified to begin in early 2014.</li> <li>• As part of the initial work of the strategic plan process, the Board could begin to identify persons from our various stakeholder communities who are qualified and willing to participate in the 6 identified focus areas for environmental scans in the fall. These stakeholders would include owners, AFC staff, local producers and vendors, community stakeholders and from others in the Co-op movement. Focus areas to investigate include local food supply trends and issues, natural trends, owner and customer trends/issues, capacity issues and options, competition, employee relations, trends and issues, technology influences, and future macro trends. Board Directors would each choose a focus group to participate in and help develop a map of these trends.</li> <li>• The information-gathering process would kick off in January and be followed by a one-day session in early March where the Board and MT would hear from each group about key opportunities and threats identified in each focus area. Compelling issues and opportunities would be discussed and refined, and vision elements of the strategic plan would be framed from these presentations and discussions.</li> <li>• Working in teams, the Board and the MT would develop strategies for each of the vision elements. This process would take about six weeks, and followed up by a one-day session in late April or mid-May, where the larger group would agree on an overall strategic plan with no more than 5 or 6 key strategic initiatives.</li> <li>• Review sessions would be conducted periodically to review the progress on each of the strategic initiatives</li> <li>• Ed will meet with managers to discuss the process and answer questions, as well as to get feedback about best meeting times. The Board appreciated Ed's clear vision and strategy as well his efforts to have the GM and MT be co-</li> </ul>		

	partners in this important process.		
<b>Happiness@Work Project Update</b>	<ul style="list-style-type: none"> <li>• The presentation format for the next meeting will be presentations plus a Q &amp; A.</li> <li>• Recent presentations were enthusiastic and ideas were practical.</li> <li>• New ideas are being refined. One concept employees are very enthusiastic about is creating a “Food Co-op University.” This project will need careful thought and consideration is to set up and implement.</li> <li>• The consultancy group helped the project achieve its primary goals. The project is now becoming more self-managing.</li> <li>• Judy Beyer developed a summary of 3-team concepts, listing simple changes that can be made that are low-cost and relatively easy to implement.</li> <li>• This process has established a collaborative way the Employee Alliance can work with the Board of Directors, Management Team, and staff.</li> </ul>		

The meeting was adjourned at 8:05 p.m.

**Board Actions:**

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

- June 2013 Board Meeting Minutes
- AFC Annual Meeting Minutes, July 14, 2013
- 2013 Board Elections and Owner Ballot Summary Sheet
- Board Finance Report, July 10, 2013
- Board Finance Report, August 14, 2013
- Outreach Report, August 2013
- Executive Committee Minutes, July 25, 2013
- Calendar of Expectations for Board Members, Revised July 2013
- Expectations of Board Members, Revised July 2013
- Executive Committee Manual, Revised July 2013
- Executive Committee Charter, Revised July 2013
- Finance Committee Manual, Revised August 2013
- Finance Committee Charter, Revised August 2013
- Committee Manual Template, Revised July 2013
- Guidelines for Board Committees, Revised July 2013
- Outreach Committee 2012-2013 Annual Report
- Board Development Committee 2012-2013 Annual Report
- Executive Committee 2012-2013 Annual Report
- Finance Committee 2012-2013 Annual Report

The next regularly scheduled Board meeting will be on Wednesday April 10 at 6:00 p.m. with Ken Crocker facilitating.

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

The meeting was digitally recorded by the Board Administrator. Minutes were kept and prepared by the Board Administrator, Abby Lazerow.