

# Board of Directors Meeting

**August 3, 2004**

## **APPROVED**

Ashland Food Cooperative  
237 North First Street  
Ashland, OR 97520

Board members present: Erik Wallbank, Herb Heiman, Glenn J. Hill, Richard "Ric" Sayre, Gwen Bowman and Serena St. Clair. Also present: Anouschka Andresen, Staff Council Liaison and Christina Oliver, Financial Manager. The meeting was called to order at 6:30 p.m. by facilitator, Erik Wallbank.

1. Announcements: Herb Heiman announced that pictures of Board members will be taken at the next meeting. He also reminded the Board that Tuesday, August 24th is Owner Appreciation Day, and the Board has volunteered to help out and to staff a food booth that day. Please let Herb know what hours you will be available to help that day.

Richard Katz, General Manager, will be out of town from August 5th to August 30th.

The Board/Management lunch meeting will be held on September 9th from 12:30 - 2:00 at the Community Classroom.

2. Check In: Done.

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

4. Staff Council: The Staff Council is continuing planning the holiday party and has decided to hold the party at ScienceWorks. The date of the party has not yet been set. On September 9th, AFC will close an hour early for an all-staff meeting. Anouschka extended an invitation to Board members to attend the meeting.

5. Open Meeting Law: Discussion continued on the Open Meeting law. Erik Wallbank will contact legal counsel to obtain answers to the following questions brought up by the Board:

- Is the co-op a public corporation?
- If not, what are we? If so, what do we need to do that we're not doing?
- What level of detail do we need to record in our minutes (for instance, do we need to include details on competitive bids, etc)?
- What are the legal requirements for calling an executive session of the Board?

6. 2005 Board and election Calendar review and 7. Member Outreach: The Board began reviewing the election and Board calendars for the coming year, beginning with the issue of needing to plan many events, such as the patronage refund and the annual meeting around the

financial audit. Annie Hoy and Christina Oliver will meet to work out details related to the election and the presentation and publication of the annual financial reports.

Gwen Bowman moved that the Board hold a combined Meet the Candidate Night/Annual Meeting and Party on June 25th. Glenn Hill seconded the motion, and it was passed by unanimous consent. Some ideas for the event include having stations which would give members the chance to talk with Board members about topics such as AFC financial information and information on co-ops and product standards. The intention is to have a short meeting with a party featuring food and entertainment following the meeting.

Erik Wallbank moved to change the monthly Board meeting night to the second Wednesday of each month starting November 10, 2004. Serena St. Clair seconded the motion, and it was passed by unanimous consent.

8. Board Goals and Objectives: Gwen presented a draft of a Board mission statement, goals and objectives drawn from the AFC By-laws, job descriptions and Code of Ethics. The Board decided to review these documents before the September meeting in order to be able to eliminate inconsistencies in them and begin the process of self-evaluation.

9. Line of credit: The Board tabled this item.

10. Social Responsibility Assessment: Richard Katz presented to the Management Team the ideas Joe Golton drew up on possible measurements of the level of AFC's social responsibility. The Management Team liked the idea of an annual audit using some of the measurements. Richard will bring an edited list of goals and information related to some of the goals for the past nine month period to the September meeting.

11. Financial Report (Questions): Christina Oliver presented the second quarter financial reports and answered questions related to them.

11. General Manager Report: Richard Katz answered questions related to the report he had sent out before the meeting.

12. Minutes Review: The Board reviewed, amended and accepted the May meeting minutes.

13. Finance Committee Meeting Minutes: Joe Golton moved that the Board accept the recommendation of the Finance Committee to raise the labor cap from 21.75% of sales to 22.0% of sales, effective August 1. In conjunction with the higher labor cap, management will be raising wages by 50 cents/hour for all non-management store employees. Glenn Hill seconded the motion, and it was passed by unanimous consent.

14. Meeting Evaluation: Done

The meeting was adjourned at 10 p.m. The next regularly scheduled Board meeting will be on September 7, 2004 at 6:30 p.m. with Erik Wallbank facilitating.

The GM report and Committee reports are available on request.

**BOARD ACTIONS:**

- The Board will hold a combined Meet the Candidate Night/Annual Meeting and Party on June 25, 2004.
- The monthly Board meeting night will be changed to the second Wednesday of each month starting November 10, 2004.
- The labor cap will be raised from 21.75% of sales to 22.0% of sales effective August 1, 2004. In conjunction with the higher labor cap, management will raise wages for all non-management store employees by 50 cents/hour.

Minutes were amended and approved by the Board on August 3, 2004.