

Board of Directors Meeting

August 10, 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. The meeting was called to order at 6:30 p.m. by facilitator, Erik Wallbank. Others present: Richard Katz, General Manager; Christina Oliver, Financial Manager; Annie Hoy, Outreach/Owner Services Manager; Kevin Bendaw, Staff Council Liaison Owners/Guests present: Stephen Bowman and Calvario, owners.

1. Announcements: The Board was presented with a signed copy of "America Beyond Capitalism" by its author, Gar Alperovitz. Owner Appreciation Day on August 9th was a big success with 16 people signing up for membership. Sept 18th there will be an All-Staff meeting at 7:30 pm. BOD members are invited to attend.

2. Check In: Done.

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

4. Owner Forum: There were no presentations by owners at this meeting.

5. Staff Council: Kevin Bendaw, Staff Council representative, reported that the date of the holiday party for staff and Board members will be Sunday, December 11th from 6 pm to 1 am at ScienceWorks. Staff Council is asking that suggestions for food for the party be put in their suggestion folder across from Annie Hoy's office.

6. Presentation on Strategic Planning: Stephen Bowman presented the Board information titled "What is Planning?", which included a description of the planning process, a sample plan, and a suggested process for beginning strategic planning. Following Stephen's presentation, the Board discussed how to choose members for the planning team. This discussion will be continued by the Board via e-mail.

7. Proposal for Appointing Owners to Committees: The Board Development Committee presented materials to be used for non-Board members on committees including draft guidelines to be used in appointing owners to committees, a process for recruitment and selection, an application form and a code of ethics. The Board is to read this material and e-mail comments to Ric Sayre and Serena St. Clair so that a final version can be brought to the September meeting ready for adoption. There was a suggestion made to have current owner committee members read and comment on the proposed changes.

8. & 23. Expanded Outreach Charter/Outreach Committee: Glenn Hill made a motion, seconded by Herb Heiman to change the charter of the Outreach Committee to add # 2.G: "We will support the growth of the cooperative movement in our region." The motion passed by unanimous consent.

9. GM Evaluation Forms: The Board suggested some changes in punctuation and spelling on the proposed forms, as well as changes in the wording of the rating scale. The final draft of the document will be reviewed at the September meeting.

10. Board Training Retreat: The Board discussed how to best use the training and travel funds remaining in the budget and decided to request that the NCGA sponsored training in Sacramento in October include Board training on strategic planning and consensus decision-making. Since the Provender conference this year does not include any Board-related topics, no Board members will be attending, which means that the Board can use the remaining money in the budget for strategic planning with Stephen Bowman.

11. Newsletter Articles: Serena St. Clair is writing an article for the November/December newsletter on the Medford Market. Board members were asked to e-mail each other possible topics they would be interested in covering for the newsletter.

12. Growth Options: The Board appointed a growth committee to gather general information on local sites which might be of interest in the future. Committee members are Erik Wallbank, Richard Katz, Glenn Hill, Joe Golton, and Christina Oliver.

13. Medford Market News: Several AFC Board members are attending the Medford Market meeting on August 11th. The group's website has been expanded recently.

14. Evaluation of 2nd Year as a Co-op: The Board conducted an informal review of the Co-op's second year:

- The calendar of events basically worked well, but may undergo minor revisions
- The Board would like to see more communication at the annual meeting between the Board and management and the owners; need to make sure owners are aware of where they can ask questions.
- An explanation of why a portion of the Patronage Refund is retained should be included with the refund checks and printed in the May/June newsletter.
- Graphic design changes need to be made to the annual report and ballot for Board elections so that they are not confused with the newsletter.
- The social responsibility report should be included in the annual report in the future.
- The Board should consider using an outside auditor to compile the annual social responsibility report.
- The Board would like to put Board member pictures, bios and resumes on the AFC website.

15. Corporate Board Calendar: This item was tabled until the September meeting.

16. Staggering Board Elections: This item was tabled until the September meeting.
17. Setting up a 501(c) (3): This item will be included in the strategic planning process.
18. Audit/Review schedule: This item was tabled for future discussion.
19. General Manager Report: The General Manager provided the Board with a written report.
20. Minutes Review: The minutes were reviewed, amended, and accepted.
21. Financial Report (Questions): Christina Oliver, Financial Manager, provided the Board with a copy of the June financial reports.
22. Finance Committee Meeting Minutes: Joe Golton, Treasurer, provided the Board with a copy of the August 3rd Finance Committee meeting minutes and a copy of the Board of Directors' budget for 2005 with actual expenditures through June 30th.
24. Meeting Evaluation: Done

The meeting was adjourned at 10:35 p.m. The next regularly scheduled Board meeting will be on Wednesday, September 14, 2004 at 6:30 p.m. with Erik Wallbank facilitating.

The GM report and Committee reports are available on request.

BOARD ACTIONS:

- The Board unanimously passed a motion to change the charter of the Outreach Committee to include # 2.G. "We will support the growth of the cooperative movement in our region."

Minutes were amended and approved by the Board on October 12, 2005.