

# Board of Directors Meeting

**August 9, 2006**

## **APPROVED**

Ashland Food Cooperative  
237 North First Street  
Ashland, OR 97520

Board members present: Erik Wallbank, Joe Golton, Herb Heiman, Richard "Ric" Sayre, Gwyneth Bowman, Serena St. Clair, and Danielle Amarotico. Staff present: Richard Katz, General Manager; Christina Oliver, Financial Manager; John Miller, Staff Council Liaison; Leslie van Gelder, Board Assistant.

The meeting was called to order at 5:30 p.m. by facilitator, Erik Wallbank without Ric Sayre who arrived later.

1. Announcements: Collection of Board biographies is delayed until the end of August.
2. Agenda Review: The agenda was reviewed, amended and accepted. President and General Manager requested that in the future, the GM Report be scheduled before the break and allotted 30 minutes for discussion with the Board.
3. Owner Forum: No owners were present at the meeting.
4. Staff Council Report: John Miller passed out a job description for the Staff Council liaison position and asked that the Board get back to him with their comments. Richard noted that at some point the job description needs to be approved by the staff.
5. Staff Director Job Description: Ric and Erik met to write the Staff Director Job Description and passed out a draft to the Board. The Board members discussed additions and revisions to the job description. Revisions were made, and the Board accepted the job description as revised. The Board Assistant will email the revised job description to the board.
6. General Manager Report: Richard answered questions presented to him by the Board and said the Co-op survey has begun. Four hundred people, 200 owners and 200 Ashland residents, will be interviewed. He also reported that he is working on succession planning and delegation with the Management Team. The goal is to make more opportunities for staff to train and qualify for new and vacant management positions. Alan Seidner will begin working with the Co-op in October to help change the service options in the Deli. These changes will require new equipment and training. In response to questions from the Board, Richard said that opening the doors at 7:00 am hasn't made a big difference in operations. As far as sales go, it is the slowest hour by far.
7. Succession Planning: Joe began a discussion on succession planning on two levels – for the Board of Directors and for Co-op management. He posed some questions for the Board to consider: "What can we do to be getting good new people on the Board in the future?" and, "What is our emergency plan if something happens to someone in top management?"

Richard is currently working on the issue as it relates to management. Joe suggested several things we could do to ensure smooth running of the Board when we lose a member: keep populating our committees with people we might want on the Board and always be on the lookout for potential Board members. Serena thinks we have been doing a lot of this already.

Gwyneth pointed out that every committee currently has two board members on it, and thus serves in training to become a committee chair. It was suggested that we write policies to specify how we could respond to emergency vacancies of the Board officer positions. The Board Development Committee agreed to look at each officer's position to make sure there is a plan for succession and report back on their findings by the October meeting.

8. Owners on Committees: Food Discount Proposal: The Outreach Committee will bring a proposal for the September meeting. Outreach will talk to owners on committees who are getting a discount and ask if they think others volunteers would work for less compensation. As a projected annual cost, the food discount will exceed any other line item on the Board budget. Joe suggested finding another way to give something to committee members for their service. Another issue to be looked at is how to resolve problem of discounts currently being given to non-Board committee members. Serena suggested giving non-Board member committee members a 5% discount coupon or gift certificate every quarter in place of the 15% discount.

9. Social Responsibility Committee: The Committee met to talk about start up ideas, including recruiting an ad hoc formation committee. Serena and Danielle requested feedback from the Board on their ideas. The Board voiced support for the ideas proposed by the Committee.

10. Date for Board/Management Lunch: The Board proposed that the lunch be scheduled for September 21st from 12 – 2 pm. Richard will check that date with members of the Management Team. The Board asked that this event be added to the event calendar for 2007.

11. Finance Proposals: On behalf of the Finance and Growth Committees, Joe asked the Board to approve delaying the General Manager's report on the Growth Committee from the scheduled date in September to November. The Board approved his request.

Christina presented a draft of a cash management policy outlining how cash on hand would be invested for the protection of Co-op capital and for liquidity. The Board approved the policies as presented by Christina.

12. Financial Review: The Board reviewed the Co-op's second quarter report. The Co-op is one of the few large co-ops to be increasing sales faster than 13% per year without the help of a recent expansion. Richard says 6-7% of growth this year is due to inflation. Sales to owners are now consistently over 60% of total sales.

13. Review July Minutes: The minutes were approved as presented.

14. Meeting Evaluation: Done

The meeting was adjourned at 8:45 pm.

The next regularly scheduled Board meeting will be on Wednesday September 13, 2006 at 5:30 p.m. with Erik Wallbank facilitating.

The GM report and Committee reports are available on request.

#### BOARD ACTIONS:

- The Board accepted the Staff Director job description with revisions.
- The Board adopted a "Cash Management and Investment Policy."

The minutes were amended and approved by the Board on September 13, 2006.