

Board of Directors Meeting

August 8, 2007

APPROVED

Ashland Food Cooperative
237 North First Street
Ashland, OR 97520

Board members present: : Erik Wallbank, Danielle Amarotico, Ric Sayre, Serena St. Clair, Guy Nutter and Peter Hoyt.

Absent: Gwyneth Bowman

Staff present: Richard Katz, General Manager; Annie Hoy, Outreach/Owner Services Manager; Christina Oliver, Financial Manager; Leslie van Gelder, Board Assistant.

Guests present: Art Bullock, Peter Silverman.

The meeting was called to order at 5:33 p.m. by facilitator, Erik Wallbank.

1. **Agenda Review:** The agenda was reviewed and amended.
2. **Owner Forum:** Peter Silverman made a request that the Co-op make an effort to label products which are locally made and those made by large corporations starting in 2009. Richard will contact Peter to discuss his request further. Art Bullock would like the Co-op to consider not advertising in the Daily Tidings, which will soon be controlled by Rupert Murdock, and to use alternative publications instead. Erik will contact Art regarding his request.
3. **Report on Owner Dinner:** Guy reported that the owner dinner was a success and resulted in rich dialogue with owners. Erik asked for changes to the menu and amount of food served. The next Owner Dinner will be on October 17th at 6:30. Board members to attend the dinner will be chosen at the September meeting.
4. **Demonstration Board Website:** Tom Schuetz demonstrated the Board Manual website (the Board wiki) for the Board. The site is designed using the same software as Wikipedia. If board members have questions about how to access the site or have files to be uploaded to the site, Leslie will be the contact for the Board. The Board decided to lock all documents on the wiki so that they may not be edited. There is a place for discussion in each section of the wiki, and sections of the wiki content may be copied into the discussion tab for easier commenting.
5. **Set up of Community Grants Committee:** The Board agreed to add a Community Grants Committee to the existing committees to review the Community Grants program. This committee may be an ad hoc committee, rather than a standing committee. This issue will be part of the review.

The Board agreed to appoint Danielle as the chair of the Community Grants Committee and asked Peter Hoyt to continue as Outreach Committee. Guy Nutter asked to be on the Community Grants Committee.

6. Committee Meeting Schedules: This topic was tabled until the September meeting.

7. GM Report: Richard has been busy working on the deli expansion. The date for the installation is Oct 22nd and that part of the store will be closed for up to a week. Richard will have signage up before the closure to alert customers and will have extra pre-packaged food available during the closure. Richard reported that the solar panels are installed and operating. The panels produce 7.65 kilowatts of electricity per hour which will provide a little more than 1% of the electricity the Co-op uses. The cost of the installation (\$60,000) will be paid almost entirely by grants and tax deductions, and the Co-op's investment should be recouped within five years. Peter pointed out that installing the panels demonstrates a willingness to "walk the walk" and feels the investment will pay off in other ways than simply financially. Two meters will be installed near the entrance which will be signed so that shoppers can see the tangible results of the solar panels.

The Board looked at three different scenarios for retaining 40%, 45%, or 50% of the Patronage Refund benefit and the rationale for each of them. The Board discussed the merits of the three scenarios. Gwyneth proposed that we retain 45% of PR. The Board accepted the proposal by consensus.

8. Revision to 2007 Budget: Christina passed out the revised budget and reported that the only change is to the Patronage Refund Accrual, which was recalculated using tax depreciation to yield a more accurate approximation. The Patronage Refund Accrual is now estimated to be \$411,504 based on the revised 2007 Budget. Since that amount was increased, the amount of estimated taxes was decreased. Guy moved that the Board accept the revised budget. The Board agreed to accept these revisions.

9. Review 2nd Qtr Financial Statements: Christina went over the financial report for the 2nd quarter of 2007 with the Board. Average daily sales were over \$60,000 during June – the highest ever. The Board discussed the decrease in supplement sales and possible causes. The staff bonus was very large for the 2nd quarter, but probably won't continue to be as large, because the Co-op is hiring a lot of new people. As of this meeting, we now have over 5,000 owners. Owner sales for the year to date account for 67% of all sales.

10. Renaming Outreach Committee: The Committee decided to keep the current name, as it accurately describes what they do.

11. Outreach Committee Report: Peter reported on the first meeting with the new owner/volunteers (Charles Douglass and Herb Heiman). The committee discussed their responsibilities. Herb will work on the Product Standards Committee and Charles will help with the Harvest Festival. The Committee will provide the set up for the next Owner Dinner, sit in on the dinner, and cleanup after. The Committee recommends asking the people who attend the

dinners to volunteer in other ways. The Committee is redesigning the Board bulletin board at the front of the store.

12. Social Responsibility Report: Serena presented the year-end report from the Social Responsibility Committee. She pointed out the Committee's milestones and some of the issues that were brought up during the year. The Committee's recommendations to the Board are:

- a) To formalize the Social Responsibility Committee as a standing committee
- b) To hire a part-time professional to work with the committee to promote the concept of social responsibility; to educate staff, board, and owners; and to write a SR manual.

The Board discussed whether the Co-op needs to hire someone to carry out the second recommendation or if it could use existing personnel. The Board approved making Social Responsibility a standing board committee.

13. Sacramento Board Training: Erik, Guy, Danielle and possibly Serena and Ric will attend a training session for Co-op Board members the weekend of September 29th. Erik will coordinate the trip and get back to the attendees with details by the end of the week.

14. Board Officers' Evaluation: Gwyneth asked Erik to request that the Board accept the proposed revisions to the Board Officer's Evaluation form. The Board voted to accept the revision with a couple of further changes based on changes to the President's and Vice President's job descriptions. Danielle asked that the wording be changed to "Does the officer..." instead of "Does he/she..."

15. Board President and Vice President Job Description Revisions: The Board agreed to take orientation of new Board members out of the President's job description since it was added to the Vice President's job description. In the Vice President's job description the phrase, "Shall serve as chair of the Outreach Committee" was changed to "Shall chair a board committee". The Board also agreed to change the wording of the Vice President's job description to "Provide new Board members with an orientation to their duties, responsibilities, and benefits."

16. Committee Chairs' Authority to Give Gift Certificates to Volunteers: The Board decided that gifts to outgoing committee members should not be given, since they already have received a 15% discount on purchases.

17. Process for Revising Staff Evaluation of GM: The Board asked Ric Sayre to meet with Sharon Carrigan to come up with a plan to improve the staff portion of the GM evaluation.

18. Review July Minutes: Accepted as presented.

19. Meeting Evaluation: Done

The meeting was adjourned at 9:25 p.m.

The GM report and Committee reports are available on request.

BOARD ACTIONS:

- Agreed to add a Community Grants Committee to the existing committees and appointed Danielle Amarotico as the Chair.
- Accepted the revised budget for 2007 with changes to the Patronage Refund Expense and to taxes.
- Approved making Social Responsibility a standing board committee.
- Accepted the revised Board Officers Evaluation with further changes based on changes to the President's and Vice President's job descriptions.

The minutes were approved by the Board on September 12, 2007.