

Ashland Food Cooperative
237 North First Street
Ashland, OR 97520
APPROVED
Board of Directors Meeting

February 14, 2008

Board members present: Erik Wallbank, Danielle Amarotico, Ric Sayre, Guy Nutter, Peter Hoyt , and Serena St. Clair
Staff present: Richard Katz, General Manager; Leslie van Gelder, Board Assistant.

Absent: Gwyneth Bowman

The meeting was called to order at 6:03 p.m. by facilitator, Erik Wallbank.

1. **Announcements:** Danielle said that she intends to continue serving on the Social Responsibility Committee, as well as the Management Committee and the Community Grants Committee.
2. **Agenda Review:** The agenda was reviewed and amended.
3. **Owner Forum:** Owner Marvin Warren spoke to the Committee about ideas he has for making the Co-op more energy efficient. The Board listened to Mr. Warren's thoughts, and General Manager Richard Katz invited him to come to speak with him about his ideas.
4. **General Manager's Report:** Richard answered questions regarding his February report. The Catapult POS system is scheduled to be installed the night of March 25th. A newly created merchandising manager will be in charge of sales analysis and the POS system. The charge for paper bags will start in April. Outreach plans to staff a table for Board Members to talk with owners about the new policy when the bag charge is implemented. The revenue generated from charging for new bags will offset the cost of reusable bags. Richard agreed to draft a letter to the City Council regarding the A Street sewer project for the Board to sign.
5. **Review of 4th Qtr 2007 and Year-End Financial Statements:** Guy reviewed the statements with the Board, commending Richard and Christina for forecasting revenue and expenses which were very close to the actual figures for the year. The staff productivity bonus was lower than usual due to medical expenses paid in the 4th quarter. Some of these expenses may be refunded by our stop loss insurance carrier in the first quarter of 2008.

Guy presented the proposal from the Finance Committee to raise the labor cap by .5% to 23% of sales beginning April 1st. If labor costs exceed the labor cap in any quarter, that amount will be subtracted from the following productivity bonus. Management and staff will decide how to allocate the increase. The Board agreed unanimously to raise the labor to 23% of sales.

On behalf of the Finance Committee, Guy proposed that the Community Grant awards be reduced to 10% of net income after taxes. This proposal would begin after the 2008 grant cycle for the 2009 grants. The Board discussed supporting other socially responsible projects like school lunch programs, education, or sponsorship. This issue was tabled until June.

At the November meeting, the Board approved an initial deposit of \$5,000 as a tax deductible contribution to open an endowment fund (Twin Pines) with the Cooperative Community Fund. Guy asked that, since the deposit was not made in 2007 that the Board approve carrying the \$5,000 deposit over to 2008. The Board was in agreement to approve making the deposit in 2008.

6. **2008 Goals:** The Board agreed to the Outreach Committees goals – continuing owner dinners, staffing BOD information tables in front of the Co-op at least quarterly, and planning and designing an owner survey for implementation in spring 2009. Serena will work with the Committee to come up with wording for the Social Responsibility Committee goals before the March Board meeting.

7. **Gift Certificates for Committee Members:** The Board agreed on an honorarium for non-Board committee members who do not receive a discount or other compensation for their committee service. The wording for this decision is found in the draft “Guidelines for Board Committees”, which was sent to the Board by email. The wording reads: “Board committee chairs may award a one-time honorarium to a non-board committee member who does not receive the 15% discount. This honorarium will be based on their “above and beyond” contribution of service to the Co-op and their consistent attendance at committee meetings.”

Approval of the rest of the policy was tabled until the March meeting.

8. **GM Evaluation Process:** The Board reviewed the evaluation process used in 2007 and revised it for this year. The Board Assistant will email a copy of the process to be used for the evaluation, the new General Manager’s job description, a summary of the 2007 goals, and the evaluation forms to Board members. The completed evaluation forms need to be returned to Leslie by February 29th for compilation, along with the evaluations from Management.

9. **Board Assistant Evaluation and Change in Job Description:** Erik Wallbank reported that Leslie had received an excellent evaluation. The Board agreed to add the following duties to the Board Assistant’s job description:

- Record and transcribe minutes of Executive Sessions. Distribute minutes by email to the Board for corrections. Provide corrected copy to Board Secretary for signature and filing.
- Take notes at annual Board retreat, transcribe and distribute them to the Board.
- Maintain an updated, current copy of our on-line Board Manual.
- Provide secretarial services to the Finance Committee
- Review all submitted ballots for AFC elections and approve them for submission to be counted.

10. Relationship between Social Responsibility, Community Grants, and Outreach?

Auditor? Caps? Surveys? Articles? : Serena requested that the Board agree to pay someone to assist with designing metrics for the annual report and for writing the report. Guy proposed that the Social Responsibility report not be included in the annual report this year, in order to give the Committee sufficient time to organize this first year. The Board agreed that the report could be sent to the Owners after the 2008 annual report.

11. Candidate Dinner: The Board agreed to host a candidate reception with beverages and dessert rather than a dinner for prospective candidates for the Board.

12. Review January Minutes: The minutes were reviewed, corrected, and accepted.

13. Meeting Evaluations: Done

The meeting was adjourned at 9:50.

[The GM report and Committee reports are available on request.](#)

BOARD ACTIONS:

- Agreed to raise the labor cap by .5% to 23% of sales beginning April 1st
- Agreed to carry over to 2008 the initial \$5,000 deposit to open an endowment fund (Twin Pines) with the Cooperative Community Fund.
- Agreed that Board committee chairs may award a one-time honorarium to a non-board committee member who does not receive the 15% discount. This honorarium will be based on their “above and beyond” contribution of service to the Co-op and their consistent attendance at committee meetings.
- Agreed to add the following duties to the Board Assistant’s job description:
 - Record and transcribe minutes of Executive Sessions. Distribute minutes by email to the Board for corrections. Provide corrected copy to Board Secretary for signature and filing.
 - Take notes at annual Board retreat, transcribe and distribute them to the Board.
 - Maintain an updated, current copy of our on-line Board Manual.
 - Provide secretarial services to the Finance Committee.
 - Review all submitted ballots for AFC elections and approve them for submission to be counted.
- Agreed to postpone the Social Responsibility Report to the Owners until after the 2008 annual report.
- Agreed to host a reception with beverages and dessert for prospective candidates for the Board.

The minutes were approved by the Board on March 13, 2008.