

Ashland Food Cooperative
237 North First Street
Ashland, OR 97520
APPROVED

Board of Directors Meeting
February 11, 2009

Board members present: Guy Nutter, Peter Hoyt, Ric Sayre, Gwyneth Bowman, Serena St Clair, Danielle Amarotico, and Elizabeth Robinson. **Staff present:** Richard Katz, General Manager; Leslie van Gelder, Board Assistant; Matthew Hartman, Facilitator.

The meeting was called to order at 6:00 by the facilitator.

1. Introduction of Matthew Hartman: Matthew told the Board members about his background in mediation, facilitation, and conflict management. He also discussed what his plans are for facilitating our Board meetings and encouraged Board members to be proactive in giving him feedback.

2. Announcements: Gwyneth announced that Danielle and Guy will attend the Dinner with the Directors on February 18th. Peter will set up. Richard Katz and Annie Hoy will also be there. Serena requested that at least some of the dinners be held on a different Wednesday of the month so she could attend. Peter will bring her request to the Committee for consideration.

3. Agenda Review: Done

4. Consent Agenda:

The Board accepted the following items unanimously:

- Changes to President and Secretary job descriptions
- Committee Reports: Outreach, Finance Committees
- January Board Meeting Minutes

5. Financial Training: Guy made an entertaining presentation on budgeting and the role of the Board in the budgeting process.

6. GM Report – Richard explained that OSHA held an inspection of the Co-op last month and found a few issues, which resulted in a \$350 fine. Richard agreed to inform the board when any possibly serious issues come up. Serena asked that Richard let the Board know which agency findings the directors would be responsible for. At the March meeting, the Board will begin developing a policy regarding situational and regulatory reporting.

7. Election of Secretary – Danielle Amarotico was elected to the Secretary position. Elizabeth offered to assist Danielle in order to learn the position.

8. Review 4th qtr 2008 and Internal Year End Financial Statements – Richard answered directors' questions regarding the financial statements. Other than sales, all other budgetary goals were met. Margins overall came in around 34%, higher than budgeted, including a margin in the deli of 60%, which is the highest margin ever for the deli.

9. Revisions to 2009 budget – Guy recommended that the Board read an article he passed out about strategies for the recession in relation to how to make proactive decisions regarding the budget. Richard feels the Co-op is in a good financial position for 2009 with reserves to be able to ride out an economic downturn. The board discussed how a reduction in the cost of health and beauty aids (HABA) could affect the patronage refund. Richard is working on a new budget to bring to the Finance Committee which will help balance lower HABA income with lower expenses. Board members expressed a wish to see Co-op owners involved in the decision about lower prices or bigger patronage refunds.

In April the directors will need to make their decision about the amount of the 2008 patronage refund. At this meeting they agreed on the following:

- A willingness to be creative about the patronage refund
- The need for educating owners about how the decision was reached
- Relating the patronage refund to other budget decisions
- The importance of savings in this financial climate

10. Social Responsibility Committee Report – Serena handed out minutes from the Committee's February meeting.

11. Election of Danielle Amarotico – In January the board voted unanimously by email to elect Danielle Amarotico to fill the director's position vacated by Holly Berquist Wells. Danielle will fill the position until the June election.

12. Meeting Review – Done

The meeting was adjourned at 8:15 pm.

Actions:

- Approved Changes to President and Secretary job descriptions
- Reviewed Committee Reports: Outreach, Finance Committees
- Approved January Board Meeting Minutes
- Danielle Amarotico was elected to serve the Director position vacated by Holly Berquist Wells.
- Danielle Amarotico was elected Secretary.

The next regularly scheduled Board meeting will be on Wednesday, March 11th at 6:00 p.m. with Matthew Hartman facilitating.

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

The minutes were approved at the March 11, 2009 meeting of the Board of Directors