

**Ashland Food Cooperative
Board of Directors Meeting
February 9, 2011
APPROVED**

Board members present: Guy Nutter, Peter Hoyt, Gwyneth Bowman, Joanie Kintscher, and Ric Sayre. **Employees present:** Christina Oliver, Financial Manager and Abby Lazerow, Board Administrator. **Others present:** Ellen Craine, Facilitator. **Attending remotely:** Elizabeth Robinson. **Absent:** Glenn Hill, Richard Katz.

Ellen Craine called the meeting to order at 6:00 p.m.

AGENDA ITEM	DISCUSSION POINTS	ACTION TAKEN	REMINDERS/ FOLLOW UP
Announcements	<ul style="list-style-type: none"> ○ Gwyneth reminded Board members to keep the conference room in good order. ○ Dinner with the Directors is February 23, 2011. Gwyneth, Ric and Peter will attend. 		Gwyneth, Ric and Peter will attend Dinner with the Directors.
Owner Forum	<ul style="list-style-type: none"> ○ Steve Maryanoff shared information about “Off Bard Way,” a new initiative that proposes to use trolleys to transport people around Ashland and to local farms. If implemented, it has the potential to decrease parking congestion at the Co-op. ○ Emile Amarotico, General Manager of the Medford Food Co-op, announced new construction started several weeks ago. The grand opening is planned for June 1. Emile spent time with our IT team and learned about the point of sale system. He thanked Richard Katz and the Co-op for their support. 		
Agenda Review	Done. It was noted that a presentation about the Minimum Patronage Dividend was added to the Agenda.	Approved.	
Calendar of Opportunities & Expectations	<ul style="list-style-type: none"> ○ GM Evaluation is due February 14 by 5 p.m. Directors should refer to the “think tank” page before posting on Survey Monkey. ○ The 2011 Board Election process is moving right along. Ric and Elizabeth will not be running again. 		GM Evaluations due February 14.
Training Opportunities	<ul style="list-style-type: none"> ○ NCGA-Leadership Training, Portland, 3/26/11 (strategic planning) ○ CCMA, San Diego, 6/16/11-6/18/11 		Deadline to apply to BDC for NCGA is February 12. Visit ccma.coop
Consent Agenda	<p>The board unanimously approved all Consent Agenda items:</p> <ul style="list-style-type: none"> ○ January 12, 2011 Board Meeting Minutes ○ 2011 Goals and Action Plan 	The board approved all Consent Agenda documents.	

	<ul style="list-style-type: none"> ○ 2011 Board of Directors Election Packet ○ 2011 Employee-Owner Staff Director Election Packet ○ Names of Nominating Committee ○ Outreach Report, February 2011s ○ <u>Committee Reports:</u> <ul style="list-style-type: none"> ○ Finance Committee Minutes, 1/10/2011 ○ BDC Committee Minutes, 1/26/11 		
Minimum Patronage Dividend	<ul style="list-style-type: none"> ○ A discussion was held to establish a minimum amount for Patronage Dividend checks (formerly called Patronage Refund checks). Currently there is no minimum. ○ As far as we know, we are the only co-op that does not have a patronage dividend check minimum. \$2.00 and \$5.00 are most common at other co-ops. Richard does not want the minimum to be higher than \$2.00. ○ According to Co-op By-laws, patron dividend checks not cashed after 4 years may be forfeited. Most of the outstanding checks that are to be forfeited are under \$1.00. ○ When monies are forfeited, there is a process to return the funds to store finances; the monies are not distributed to other owners. ○ During the past 3 yrs, 1600 checks remain outstanding, for a total of \$18,899. The costs of tracking and researching checks that are not cashed are very high and not cost effective. Most of the uncashed check amounts are very small. ○ A suggestion was made to mail a \$1.00 off coupon to Owners who will not receive a \$2.00 minimum check. ○ The finance committee will discuss holding patronage dividend funds in a local bank in the future. However, local banks cannot handle the volume of all Co-op activity. ○ The Finance Committee agreed to recommend a \$2.00 minimum Patronage Dividend check to the Board. ○ Richard will write a notice in the May/June newsletter to inform Owners of this change. ○ A letter will be sent in lieu of a check to the Owners whose purchases are not large enough to qualify for a check. 	The Board unanimously agreed to accept the Finance Committee proposal to establish a \$2.00 minimum Patronage Dividend check.	Richard will write a notice in the May/June Newsletter to inform Owners of this change.
Goals and Action Statements, Goals 2 and 6	<p>2(a) Identify Directors to report back regularly to BoD about marketing strategies and events from other co-ops</p> <ul style="list-style-type: none"> ○ Board members should be accountable and responsible for looking through articles and newsletters and making reports at Board meetings. ○ All monthly agendas will include time for reporting and 		Directors will look for articles and information about other co-ops to share with the Board.

	<p>sharing.</p> <p>6(c) Increasing ways BoD could have more contact with Owners</p> <p>6(d) Activities to engage with Owners</p> <ul style="list-style-type: none"> ○ Outreach activities are opportunities for Directors to interact with owners. ○ A suggestion was made to invite Annie Hoy to a Board meeting to discuss ideas and scheduling of activities. ○ There is a need to increase the board profile with Owners. Board should introduce themselves to Owners at activities. ○ New ways to engage with Staff Owners were offered, including picking 6-10 Staff Owners at the Co-op and offering them a personal invitation to attend a meeting. It was also suggested to invite 6-10 Staff Owners to have dinner with the Board. If this occurred several times a year, then many staff members could make a connection with the Board. ○ Instead of Dinner with the Directors, perhaps a dessert buffet could be held. This would allow more people to attend. ○ The Ashland Food Coop Goals and Action plan will be shared with the Management Team. ○ Outreach Committee will take all ideas under consideration. Board Members are invited to attend Outreach Committee meetings held the first Tuesday of every month. 		<p>Directors are invited to attend Outreach Committee meetings held on the first Tuesday of the month at noon.</p> <p>Schedule meeting with Management Team to share Goals and Action Plan.</p>
Break	A break was held from 6:58 to 7:09 p.m.		
How to Recruit New Board Members	<ul style="list-style-type: none"> ○ The Board would like to recruit potential Patronage Owners and Employee Owner Board members with strong skills, including leadership and management abilities, knowledge of socially responsible business practices, business and/or legal skills, consensus decision-making skills, previous non-profit or board experience, experience with negotiation and conflict resolution, collective and cooperative experience, computer skills, and knowledge and commitment to organic foods. ○ More people are expected to run this year because there is a vacancy. ○ Board members are encouraged to think of and recruit people who would be good Board members. 	The Board agreed to add last year's potential candidates to an email blast list.	<p>Add email addresses of last year's potential candidate to email blast list.</p> <p>Reception for potential candidates is March 16, 2011.</p>

	<ul style="list-style-type: none"> ○ An email blast about running for the Board will be sent out to all Owners; email addresses of people who expressed interest in running last year will be included to the blast list. ○ A reception for potential Board candidates will be held on March 16, 2011. 		
GM Report	<p>Christina Oliver presented the GM Report in Richard's absence.</p> <ul style="list-style-type: none"> ○ The CPAs from Wisconsin are coming February 21-23 to conduct an audit. The audit occurs every three years. The Finance Committee will meet with them during this time. ○ Sales were up 9.6% over last February and up 10% in January. ○ Scrip is being sold through Helman and Willow Wind Schools. The Co-op sells gift cards to the schools at a 5% discount and allows the schools resell them to the public at full value. ○ The deli will be starting an overnight prep shift. At least three people will work each shift. Workers will receive a \$2.00/hr pay differential between 10 p.m. and 6 a.m. The deli is working at capacity, and this will help greatly in preparation. The night shift will occur on a trial basis for 6 months and be re-evaluated after 4 months. ○ The Wiki password will be changed after the new Board elections. The Pioneer Street Wifi password will change when the auditors leave on February 23. ○ 3 staff members, 4 managers, and 1 Board member are attending the Organicology Conference. ○ 2010 total sales were \$24,373,000. The 2010 sales gross was 8.1%. 		
Committee and Individual Sharing	<ul style="list-style-type: none"> ○ Peter announced this year is Fred Meyer's "Year of the Bag." They are getting rid of plastic bags and beginning to charge people for paper bags. In addition, the Oregon State Legislature will be voting on banning plastic bags. ○ Gwyneth encouraged Directors to read the January-February 2011 <u>Cooperative Business Journal</u> article about strategies for a peak performing board. ○ The Outreach Committee is planning the Owners Meeting and Annual Picnic to be held on Sunday, June 26, 2011. ○ Annie and Joanie are interviewing for a new Owner member of the Grants Committee; community grant applications for 2011 will be available soon, and community organizations are encouraged to submit applications. ○ The Executive Committee will meet the first week of March 		

	to discuss Board evaluations with Richard. Richard's evaluation will also be reviewed with him during the March 9 BoD Executive Session.		
Meeting Evaluation	<ul style="list-style-type: none"> ○ The meeting went very smoothly. Directors appreciated the preparation done beforehand. The agenda items had enough time and breathing room for discussion. ○ The Directors enjoyed having Christina attend the meeting as Richard's alternate. 		

The meeting was adjourned at 7:50 pm.

Board Actions:

- **The following Consent Agenda Items were approved:**
 - January Board Meeting Minutes
 - 2011 Goals and Action Plan
 - 2011 Board of Directors Election Packet
 - 2011 Employee-Owner Staff Director Election Packet
 - Names of Nominating Committee
 - Outreach Report, February 2011
 - Committee Reports:
 - Finance Committee Minutes 1/2011
 - BDC Committee Minutes, 1/26/11
- **The Board unanimously agreed to accept the Finance Committee proposal to establish a \$2.00 minimum Patronage Dividend Check.**
- **The proposal to add last year's potential Board candidates to an email blast list was accepted.**

The next regularly scheduled Board meeting will be on Wednesday, March 9, 2010 at 6:00 p.m. with Ellen Craine facilitating. *The GM report and Committee reports are available on request.*

Minutes are not posted until approved by the Board at the next month's meeting.

Minutes were kept and prepared by the Board Administrator, Abby Lazerow.