

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

January 10, 2008

Board members present: Erik Wallbank, Danielle Amarotico, Ric Sayre, Gwyneth Bowman, Guy Nutter, Peter Hoyt , and Serena St. Clair Staff present: Richard Katz, General Manager; Leslie van Gelder, Board Assistant. Owners present: Bruce McAlevy; Art Bullock; Howie Barash; Didor.

The meeting was called to order at 6:00 p.m. by facilitator, Erik Wallbank.

1. **Announcements:** Gwyneth told the Board she was excited to see the Co-op flyers at the Rogue Federal Credit Union. Gwyneth passed around an article from the Medford Mail Tribune on the Co-op Community Classroom and the class they are giving on how to make your own sushi. The Board Development Committee would like committee chairs to review their committee's charters and the Board officers to review their job descriptions before the February meeting. Serena told the Board she was approached by an owner who wanted an Employee Appreciation Day and would like to see a percentage of sales for a day to be split among the employees in addition to their productivity bonus, as a direct expression of appreciation from the owners. Serena requested that the Board be informed in advance of any interviews or programs involving staff, so that they can listen to them. This request was in response to Annie Hoy's interview on the Jefferson Exchange, which few Board Directors were aware of.
2. **Agenda Review:** The agenda was reviewed and amended.
3. **Owner Forum:** Co-op owner Bruce McAlevy, a local commodities trader, warned the Board that current economic conditions may lead to an increase of up to 30% in the price of commodities this year and advised the Co-op to do everything they can to be prepared for this contingency. Co-op owner Art Bullock, as a representative of the Bellview Grange, presented a thank you letter and certificate from the Grange, commending the Co-op on their promotion of local foods. Art requested that the letter be posted on the bulletin board.
4. **General Manager's Report:** Richard answered the Board's questions about his report. Richard said the Co-op is in negotiations with UNFI about distribution costs and feels a compromise is likely. In response to a question about the status of the A Street project,

Richard said he expects to be contacted by the City about their current plans. He said that some Co-op parking will be limited and accessibility to the Co-op will be sporadic while the City is working on A Street. First Street will be a two-way street between A and B Streets during the project. Guy asked if the Co-op will still use plastic bags for produce if they are eliminated for checkout. Richard reassured him that plastic bags will still be available for bagging produce. In response to a question about concern if Trader Joe's moves to the area, Richard said he would not be concerned if TJ comes to the north side of Medford. He does feel that it would affect a future cooperative in Medford. Ric asked Richard about the negative productivity bonus for November. Richard replied that some influencing factors were that the Deli was closed part of the month and very high health reinsurance costs in November, which may be reimbursed later. He thinks that there will be a positive bonus for the quarter overall.

5. **Report on Board Training/Retreat for 2008:** At the November meeting, the Board decided on an all-day retreat with Phillip Burri, President of the Community Coop in Bellingham, as facilitator, if he was in agreement. Mr. Burri has agreed to facilitate the retreat. Erik will call him to arrange a date for the retreat (Feb 16, 23, March 8, and March 22 were identified by the Board as possible dates) and talk to him about the agenda. Erik also asked Board members to get back to him in the next few days about ideas for the agenda. Richard would like to see a maximum of a six-hour meeting with a lunch. The Board would like to consider an alternative location, such as Hidden Springs for the retreat. Serena suggested doing some futuring at the retreat – using current trends and events to do some planning and goal setting.
6. **Update of 2008 Strategic Plan:** Richard said the Management Team has already met four or five times to work on their goals for 2008 and hopes the Board will approve them by the February meeting. The Board Committee Chairs will add their committee's goals to the plan at the February meeting. Gwyneth suggested that Serena look at the minutes from the Oct 18th Strategic Planning meeting for good ideas for goals for the Social Responsibility Committee.

Gwyneth reported that the Board Development Committee had met their goals on Board training. The first Dinner with the Directors is planned for February 21st (Peter Hoyt and Ric Sayre will be representing the Board). Other dinners are tentatively scheduled for May 15th, August 21st and October 16th. These dates will be added to the 2008 Board Events calendar.

The Board identified some goals to be added to the 2008 plan:

- Goal 2 – Continue BOD hosted quarterly dinners/Outreach Chair/Ongoing; continue Board-staffed information table in the store at least once per quarter/ Outreach chair/ongoing;
- Goal 4 – Endorse effort to bring fresh, local food into the Ashland School Lunch program/Outreach & Social Responsibility/ongoing; Goal 5 – Board review of Community Grants funding to develop level of funding/Board and Community Grants/June.

7. **Community Grants Committee Charter:** Danielle gave the Board a draft of the Committee Charter and minutes from the December meeting. The Board reviewed the charter and gave Danielle recommendations for changes. Danielle will make the changes and email the revised charter to the Board. The Board unanimously approved the charter with the recommended changes.
8. **Social Responsibility Update:** Serena wrote an article about the SR Committee for the November Co-op Newsletter, which included an invitation for owners to apply to fill the owner representative position on the Committee. Twelve owners applied, and Serena and Elaine Deckleman interviewed five of them. Derek Volkart was chosen to be the owner representative. Mike Gillette from Herb Pharm is the vendor representative, and Natalie Wrightman-White from Organically Grown has agreed to be the SR professional on the Committee.

The Committee plans to start working on the annual report in February. Serena thanked Gwyneth and Joe Golton for their part in the formation of the Committee. Serena will be working on getting the Committee established and looking at the possibility of finding current staff to be the Co-op's social responsibility professional before giving a final budget proposal to the Board.

The Board approved Derek Volkart to be the owner representative on the Social Responsibility Committee. He will receive a 15% discount on Co-op purchases if he fulfills his requirements as committee member.

Serena asked if Committee Chairs could award honorariums to committee members not receiving the 15% discount and who had made significant contributions and had attended the majority of all meetings. Discussion was held, and the Board Secretary was requested to write a policy to guide this process for the February meeting.

9. **Board Budget:** Guy presented the final draft of the 2008 Board budget and asked that it be approved as proposed, recognizing that there will need to be some adjustments made to it as the year goes on. The Board approved the budget unanimously.
10. **Approval of 2008 Operating Budget:** Guy commended Christina and Richard for their work on the budget. Richard informed the Board that there are a lot of unknowns this year, including the economy and the A Street repair project, which are not factored into the budget. Guy feels that Richard and Christina will be able to respond quickly to make adjustments as they become necessary and that Co-op finances should be able to remain balanced.

Serena asked about the change from Owner Appreciation Day to coupons and how the change has affected the budget. Richard replied that the new program is a little more expensive, and since the new computer POS will be able to give virtual coupons to members, coupon utilization will probably increase further. We also have over 5,200

owners now, and the discount expense increases as we have more owners. The Finance Committee recommended that the budget be approved as presented. The Board agreed to adopt the 2008 budget.

Finance Committee Report: Guy told the Board that he has discussed the Community Grant program with our accountant, Tom Reid. The Finance Committee also discussed the program at their January meeting with Laddie Lushin, our Co-op accountant. The Board will be reviewing the Community Grant program at some point. The Board voted previously to give \$5,000 to Twin Pines Cooperative Foundation to provide our owners with a way to donate to a socially responsible giving fund.

11. **Review November Minutes:** The minutes were reviewed, corrected, and accepted.

12. **Meeting Evaluations:** Done

The meeting was adjourned at 9:00 pm.

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

BOARD ACTIONS:

- Approved the Community Grants Committee Charter with recommended changes
- Approved Derek Volkart to be the owner representative on the Social Responsibility Committee
- Approved the 2008 Board Budget
- Adopted the 2008 Operating Budget

[The minutes were approved by the Board on February 14, 2008.](#)