

**Ashland Food Cooperative  
Board of Directors Meeting  
January 11, 2012  
APPROVED**

**Board members present:** Guy Nutter, Peter Hoyt, Gwyneth Bowman, Joanie Kintscher, Phil Johnson, Charlie Douglass, Sheila Carder. **Employees present:** Richard Katz, General Manager. **Others:** Ken Crocker, Facilitator; Abby Lazerow, Board Administrator.

The Meeting was called to order at 6:00 p.m. by Professional Facilitator Ken Crocker.

<b>AGENDA ITEM</b>	<b>DISCUSSION POINTS</b>	<b>ACTION TAKEN</b>	<b>REMINDERS/ FOLLOW UP</b>
<b>Giving Thanks Address</b>	<ul style="list-style-type: none"> <li>• Sheila Carder led the Giving Thanks Address.</li> <li>• Directors will share leading the address in the future.</li> </ul>		
<b>Announcements</b>	<ul style="list-style-type: none"> <li>• New Board members are especially encouraged to attend the NCGA Conference in March.</li> </ul>		Submit conference request forms to the BDC.
<b>Owner Forum</b>	<ul style="list-style-type: none"> <li>• Cate Hartzell requested more Board documents be publically available.</li> <li>• As an owner, Hartzell does not want to be associated with what she perceives to be union-busting behavior.</li> <li>• Hartzell also asked why recordings of meetings were not allowed.</li> </ul>		
<b>Agenda Review</b>	Done. An agenda item about an organizational assessment was withdrawn as it was already included in the budget. No action was needed.	Approved.	
<b>Calendar of Opportunities &amp; Expectations</b>	Calendar of Opportunities & Expectations: <ul style="list-style-type: none"> <li>• February 20, Matthew Hartman Leadership Training</li> <li>• Dinner with the Directors, Feb. 22</li> <li>• CCMA, June 13-16 in Philadelphia</li> <li>• Annie Hoy read The International Year of Cooperatives Proclamation.</li> </ul>	Info only	Phil and Gwyneth will attend the February Dinner with the Directors
<b>Consent Agenda</b>	<ul style="list-style-type: none"> <li>• The board unanimously approved all Consent Agenda items. <ul style="list-style-type: none"> <li>• Board Meeting Minutes, 11/9/11</li> <li>• Executive Session Minutes, 11/9//11</li> <li>• Outreach Report, January 2012</li> <li>• Finance Report, 11/9/11</li> </ul> </li> </ul>	The Board approved all Consent Agenda documents.	

	<ul style="list-style-type: none"> <li>• Finance Report, 12/14/11</li> <li>• GM Report to the Board, Jan. 2012</li> <li>• 2012 Operating Budget</li> <li>• Finance Committee Minutes, 12/12/11</li> </ul>		
<b>Cooperative History and Discussion Course</b>	<ul style="list-style-type: none"> <li>• Annie Hoy proposed the Board form a discussion group based on the manual <u>A Discussion Course on Cooperatives</u>, developed by the East End Co-op. The course covers cooperative history for over a century and co-ops in other countries.</li> <li>• All the Directors were interested in participating in the course. The Outreach Committee will create a proposal to bring to the Board at the February meeting.</li> </ul>		Peter will put the topic on the February Outreach Committee agenda.
<b>Strategic Plan, Additional Items and Recommendations to Management Team</b>	<ul style="list-style-type: none"> <li>• The Strategic Plan is a living document that is reviewed every quarter by the MT and every 1<sup>st</sup> and 3<sup>rd</sup> quarter by the BoD.</li> <li>• Board Directors were interested in more emphasis on Co-op principles.</li> <li>• An excerpt was read from the Ethics Statement document to review procedures for potential conflicts of interest. If a conflict of interest exists, the Director will not take part in related discussions or decisions.</li> <li>• A Director will come back to the Board with a proposal to create a committee or discussion group to look at ways the Co-op can strengthen the local economy.</li> </ul>	The Board unanimously approved the draft Strategic Priorities Document that was presented. Additional items may be added.	
<b>GM Evaluation</b>	<ul style="list-style-type: none"> <li>• The Board deadline for the GM evaluation is February 15.</li> <li>• Directors will review the compilation of MT evaluations before conducting the GM evaluation.</li> <li>• Once the evaluation is started on Survey Monkey, it must be completed.</li> </ul>		
<b>Break</b>	A meeting break was taken between 7:06 and 7:16 p.m.		
<b>GM Report</b>	<ul style="list-style-type: none"> <li>• Sales are up 6.6 % over 2010. The Friday before Christmas was the busiest sale day ever and the sales week ending on 12/24/11 was the biggest sales week ever. Employees did an excellent job of handling the Christmas rush.</li> <li>• Annual sales figures are 2% higher than budgeted annual sales and 7.7% over 2010 sales.</li> <li>• Medford Co-op is applying to be a member of NCGA. Detailed charges from the NLRB were recently received and management is beginning to document and form a response.</li> </ul>		

<b>2012 Operating and Capital Expense Budgets</b>	<ul style="list-style-type: none"> <li>• The Finance Committee examined the budget in great detail. Christina and Richard did an excellent job formulating the budget.</li> <li>• The Finance Committee made a motion to accept the 2012 budget.</li> </ul>	<p>The Board unanimously accepted the 2012 Operating and Capital Expense Budget.</p>	
<b>Authorization of Authority for GM and Financial Manager to Transact Business with Financial Institutions on Behalf of the Corporation</b>	<ul style="list-style-type: none"> <li>• This authorization was drafted to allow the General and Financial Mangers to open bank accounts, perform financial transactions and designate agents on behalf of the Co-op.</li> <li>• The Finance Committee recommended approval of the Authorization of Authority document.</li> </ul>	<p>The Board approved the Authorization of Authority document.</p>	
<b>2012 Board Goals</b>	<ul style="list-style-type: none"> <li>• The Board discussed combining some of the goals to simplify the list to no more than 5 or 6 goals.</li> <li>• The Board divided the goals according to themes of governance, outreach or board development.</li> <li>• Goals to be considered are: <ul style="list-style-type: none"> <li>○ Improve BoD Communication</li> <li>○ Improve BoD Effectiveness</li> <li>○ Share Orientation for New Employees</li> <li>○ Continued Leadership Training</li> <li>○ Full Implementation of Staff Director Job Description</li> <li>○ Build a Closer Relationship with the MT</li> <li>○ Increase Interaction and Communication with Owners</li> <li>○ Build Relationships with Local Business Economy</li> <li>○ Clarify BoD Role on Sustainability Committee</li> <li>○ Promote 40<sup>th</sup> Anniversary of the Co-op</li> </ul> </li> <li>• Board Directors will communicate between meetings to streamline the goal formulation process.</li> <li>• The 2012 Goals list will be revisited at the February meeting.</li> <li>• Abby will teach the Board to use the Doodle program to schedule meetings.</li> </ul>		
<b>Meeting Evaluation</b>	<ul style="list-style-type: none"> <li>• Good results always come out of the Board discussions.</li> <li>• Directors are looking forward to the leadership training.</li> <li>• Board members would like to work on solutions to the substantial time requirements needed to perform the work of</li> </ul>		

	<p>the Board.</p> <ul style="list-style-type: none"><li>• Directors could look for ways to facilitate and prepare for brainstorming conversations in order to streamline the process in meetings.</li></ul>		
--	---	--	--

The meeting was adjourned at 8:11 p.m.

**Board Actions:**

**The following Consent Agenda Items were approved:**

- Board Meeting Minutes, 11/9/11
- Executive Session Minutes, 11/9//11
- Outreach Report, January 2012
- Finance Report, 11/9/11
- Finance Repots, 12/14/11
- GM Report to the Board, Jan. 2012
- 2012 Operating Budget
- Finance Committee Minutes, 12/12/11
- 

The next regularly scheduled Board meeting will be on Wednesday, February 8, 2011 at 6:00 p.m. with Ken Crocker facilitating. The GM report is 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