

Board of Directors Meeting

January 6, 2004

APPROVED

Ashland Food Cooperative
237 North First Street
Ashland, OR 97520

Board members present: Glenn J. Hill, Joe Golton, Richard "Ric" Sayre, Serena St. Clair, Diane Taudvin, and Erik Wallbank. Absent: Herb Heiman. Also present were: Richard Katz, GM; Annie Hoy, Outreach Coordinator/Owner Services Manager; Nicholas Jackson, Staff Council Liaison; and Van Popelka, AFC member and employee. The meeting was called to order at 6:30 p.m. by facilitator, Erik Wallbank.

1. Announcements:

- Erik congratulated Staff Council Liaison, Nick Jackson, on the birth of a baby daughter in November.
- Erik also congratulated Joe Golton on his recent marriage and presented him and his wife a token on behalf of the BOD.
- Serena is writing the March/April newsletter article from the Board.

2. Check In: Done.

3. Agenda Review: The agenda was reviewed, amended and accepted.

4. Minutes Review: The minutes were reviewed and approved.

5. Owner Member Forum: Annie Hoy reported that as of December 29th, the AFC had 2,079 owner members.

6. Staff Council: Nick reported that the holiday party was a big success. The Council is currently addressing issues related to the employee smoking area, which has been moved from the covered area outside the employee entrance.

7. Financial Report: Richard and Joe answered questions about the November and December financial statements.

8. General Manager Report: Richard answered questions regarding the GM report.
9. BOD/Manager Interfacing Protocol: Glenn made a motion that official business between the board and the General Manager needs to come from the board as a whole or from committee. Unofficial meetings between board members and the General Manager are at the pleasure of the General Manager. Committees are asked not to overload the General Manager with requests for excessive information. The motion was seconded by Diane and passed by unanimous consent.
10. Board Policy/Conflict of Interest: Serena made a motion that Ashland Food Co-op board members cannot be hired as consultants or contractors by the Ashland Food Coop. The motion was seconded by Ric and passed by unanimous consent.
11. Board process for Hiring Consultants and Attorneys: Glenn made a motion that the board president's job description be changed to add "the president will act as liaison between the Board, Management, legal counsel and other consultants with respect to significant legal matters". The motion was seconded by Diane and passed by unanimous consent.
12. Generating Agenda Items: Serena moved that board agenda items can originate with individual board members but should come from appropriate committees whenever possible. Notification of any proposed agenda item needs to go to the board president and another to the board assistant. Glenn seconded the motion and it passed by unanimous consent.
13. General Manager Evaluation: Diane, Erik and Herb will meet before the next board meeting to review last year's GM evaluation process and to develop the process to be used this year. They will present that process to the board at the next meeting. A discussion followed about the GM goals, and a copy of the 03/04 goals were passed out. The goals for 04/05 will be developed between the GM and the board, and will incorporate elements of the 5-year business plan, the board visioning notes, the GM job description, and suggested goals from the board. Additional goals may be modified as a result of the GM evaluation.
14. BOD Elections/Special Skills/Endorsements: The nominating committee (Ric, Serena and Annie) will be meeting to review nominations for candidates for board elections.
15. Basic Pricing: Richard Katz informed the board about progress on the basic pricing program and showed examples of the signs which will be displayed with the items in the store. Basic pricing items will be phased in and out throughout the year.
16. Approval of 2004 budget: On behalf of the Finance Committee, Joe Golton moved that the board adopt the 2004 budget. The motion was seconded by Glenn and was passed by unanimous consent.
17. Financial training: The board discussed Diane's request for further financial training and requested that the General Manager work with the Financial Manager to break down an AFC financial statement line by line for use as a tutorial on how to read and understand financial statements. The board would like the materials to be developed to also serve as training materials for new board members. A date for the training will be set at the next meeting.

18. How to Continue with Our Visioning: The board discussed how to develop the goals resulting from their two visioning meetings. Serena will outline those goals in her newsletter article for "More Than Food" and elicit the feedback of owner/members. Next month the board will discuss how to incorporate the visioning goals into the AFC goals for the coming year.

19. Board Development Committee: Ric, Annie and Serena will meet before the next meeting to begin reviewing the nominations process for board candidates. Annie will work on the design of the ballot and present it at the February meeting. Applications will be ready for candidates by February 13th and will include a copy of the by-laws and the board member job description.

20. Finance Committee: No report submitted

21. Outreach Committee: The board agreed to extend the member discount for the committee's at-large member for six months.

22. Meeting Evaluation: Done

The meeting was adjourned at 9:50 p.m. The next regularly scheduled Board meeting will be February 3, 2004 at 6:30 p.m. with Erik Wallbank 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.

BOARD ACTIONS:

- Official business between the board and the General Manager needs to come from the board as a whole or from committee. Unofficial meetings between board members and the General Manager are at the pleasure of the General Manager. Committees are asked not to overload the General Manager with requests for excessive information.
- Ashland Food Coop board members cannot be hired as consultants or contractors by the Ashland Food Co-op.
- The board president's job description will be changed to add "the president will act as liaison between the Board, Management, legal counsel and other consultants with respect to significant legal matters".
- Board agenda items can originate with individual board members but should come from appropriate committees whenever possible. Notification of any proposed agenda item needs to go to the board president and another to the board assistant.

- The board adopted the 2004 budget.
- The member discount for the at-large member of the Outreach Committee was extended for six months.

Minutes were amended and approved by the Board on February 3, 2004.