

Board of Directors Meeting

January 11, 2006

APPROVED

Ashland Food Cooperative
237 North First Street
Ashland, OR 97520

Board members present: Erik Wallbank, Joe Golton, Herb Heiman, Glenn Hill, Richard "Ric" Sayre, Gwyneth Bowman and Serena St. Clair. The meeting was called to order at 5:30 p.m. by facilitator, Erik Wallbank. Others present: Richard Katz, General Manager; Kevin Bendaw, Staff Council Liaison.

1. Announcements: Kevin Bendaw's email address is staffcouncil@ashlandfood.coop. Kevin agreed to meet with Ric to come up with a job description for the Staff/Director before the next board meeting. The next Owner Appreciation Day is Tuesday, February 21st.
2. Check In: Done.
3. Agenda Review: The agenda was reviewed, amended and accepted.
4. Owner Forum: No owners were present at this meeting.
5. Staff Council: Staff Council is in the early phases of putting together a Staff Council manual. Working with the Staff Representative to the Board will be added to the job description. Staff Council is providing input on the break room remodel. Kevin Bendaw took over Liz Berry's position on staff elections. Staff Council will make recommendations to the General Manager and the Management Team regarding staff's needs for room for daycare, workout/relaxation space.
6. Strategic Planning: The Board worked hard at the strategic planning session on January 7th and achieved a lot. Erik suggested that the Board meet again as a group to complete the work still to be done. The Board decided to ask Stephen Bowman to facilitate the meeting, which will be held in place of the regularly scheduled February 8th board meeting. The Board will try to make key decisions necessary before a vision statement, values statement, and list of core competencies can be developed. Staff Council representative Kevin Bendaw was invited to attend this session.
7. 2006 Budget: The proposed 2006 budget, including the capital expense budget was presented to the Board for approval. It was noted that individual projects costing under \$2,000 are expensed, not capitalized. It was also noted that the General Manager has never had to use the entire discretionary fund, which is an emergency fund.

Treasurer Joe Golton asked the Board to approve the 2006 operating budget, including the capital expense budget as recommended by the Finance Committee. Consensus was reached by the Board.

8. Results of Board and Officer Evaluations: Serena and Ric presented the compiled results of the evaluations. For the April meeting, they will look at the Board self-evaluation scores to identify areas of growth and propose actions to improve them. Serena asked that the Executive Committee review the officer evaluations.

9. Guidelines for Non-Board Committee Members: Ric and Serena will make changes and get them to the Board Assistant who will email the corrected guidelines to the Board to approve by email.

10. Consensus Guidelines: Erik will send out a revised draft to reflect the suggestions made at the Board meeting.

11. Next Steps for Measuring Social Responsibility: The Board discussed ways to institutionalize the measurement of the Co-op's social responsibility program, which is in the Co-op By-laws and Mission Statement, but not on the Board calendar and not currently the responsibility of any Board officer or Board committee.

Herb Heiman proposed, and the Board agreed by consensus, to form a standing board committee, tentatively titled the Social Responsibility Committee, composed of stakeholders, to be determined in a charter to be presented at the April Board meeting. Gwyneth Bowman volunteered to chair the committee and Joe Golton and Herb Heiman volunteered to help develop the charter.

12. Board Communications When Contacted by Outsiders: Erik Wallbank will bring a draft proposal of a standard operating procedure for the March meeting.

13. Finance Committee and Finance Report: Treasurer Joe Golton answered questions pertaining to finance reports.

14. General Manager Report: General Manager Richard Katz answered questions about the addition of a seventh check stand.

18. Minutes Review: The minutes were reviewed and corrected.

19. Meeting Evaluation: Done

The meeting was adjourned at 9:00 p.m. The next regularly scheduled Board meeting will be on February 11th, 2006 at 5:30 p.m. with Erik Wallbank facilitating. Note: This meeting will be a planning session for the Board and will not be an open meeting.

The GM report and Committee reports are available on request.

BOARD ACTIONS:

- Approved the 2006 operating budget, including the capital expense budget
- Formed a standing board committee, tentatively titled the Social Responsibility Committee, composed of stakeholders, to be determined in a charter to be presented at the April Board meeting.

The minutes were amended and approved by the Board on March 8, 2006.