

**Ashland Food Cooperative**  
**237 North First Street**  
**Ashland, OR 97520**

**APPROVED**

**Board of Directors Meeting**

**July 10, 2008**

**Board members present:** Danielle Amarotico (outgoing), Ric Sayre, Gwyneth Bowman, Guy Nutter, Serena St Clair, Peter Hoyt (left at 8:05pm), Holly Berquist Wells, Elizabeth Robinson **Absent:** Erik Wallbank (outgoing) **Staff present:** Richard Katz, General Manager; Christina Oliver, substitute for the Board Assistant. **Owner present:** Regina Pelagio (present for Owner Forum only).

The meeting was called to order at 6:01pm by Danielle Amarotico, who served as meeting facilitator. The board met in Executive Session from 6:15 to 7:05 pm.

**1. Announcements:** Welcome to new Board members Elizabeth Robinson and Holly Berquist Wells, and welcome back to Ric Sayre who was re-elected Staff Board member. Fran Marshall has agreed to be the facilitator for the Board meetings on a trial basis beginning with the September 2008 meeting. She will sit in on the August meeting to observe. Danielle agreed to act as facilitator for the Board's August 2008 meeting. Gwyneth shared a thank-you note from an owner about the recent Annual Meeting at Lithia Park. Gwyneth also shared several suggestions from owners about general store operations. Danielle attended the recent "Farm to School" meeting and was proud to see our Produce Manager and Assistant Manager present as well. Danielle also reminded Board members that they are encouraged to attend Staff All-day Trainings from 8am – 12:15pm. They are held monthly in the Community Classroom, put on by Sharon Carrigan the HR manager, and the next one is scheduled for Monday, July 14<sup>th</sup>.

**2. Owner Forum:** Owner Regina Pelagio spoke to the Board about her difficulty getting a supplements discount. Richard took down her contact information.

**3. Agenda Review:** The agenda was reviewed and amended.

**4. Consent Agenda:** The Board approved by unanimous consent the following items which are available upon request:

- Board Election Report (attached)
- Review and turn in signed Code of Ethics
- Review BOD Agreement
- Revision to Outgoing Board Member Policy
- Revision Board Meeting Procedures
- Facilitator Update
- Committee Reports

- Review May BOD meeting minutes (approved after insertion of list of Community Grants recipients and the amounts received)

**5. General Manager's Report:** Richard answered questions about his report, which had been sent out by email earlier in the week. The Board is interested in a disaster recovery plan, which was one of the CCMA sessions attended. Christina agreed to forward to Richard a website link that shows an example of a disaster recovery plan. The Fire Department suggested the store have an internal fire alarm. They would also like us to add alarms to the kitchen ansul systems. The Board happily acknowledged the increased sales in June despite the recessionary economy. Even though we know some of the sales growth is due to price increases, the volume has also experienced real growth recently.

**6. Election of Board Officers:** After an election by secret ballot, the following officers were elected for a one year term:

President - Gwyneth Bowman  
Vice President – Serena St. Clair  
Treasurer – Guy Nutter

No one was nominated or elected for the position of Secretary. Gwyneth agreed to continue serving as Secretary as well as President until the September 2008 Board meeting, when the filling of the Secretary office will be discussed again.

**7. Establish Committee Chairs:** The Board was reminded of the policy that there be at least 2 Board members on each committee, with one of them serving as the chair of the committee. Currently, the policy names two committee chairs by office: the Secretary is to chair the Board Development Committee, and the Treasurer is to chair the Finance Committee. The Vice President's job description says the VP is required to chair a committee, but doesn't specify which one. The policy says the President and VP are to be on the Management Relations Committee, but Serena doesn't have time to be on three committees, and Guy volunteered to be on it in her place. There was also the question of the relevance of the Management Relations Committee beyond the GM evaluation, and how often this committee should be required to meet. This committee will discuss these issues at their August meeting. Board committees for the upcoming year will be as follows:

- |   |                                     |
|---|-------------------------------------|
| • <u>Board Development Committee</u>    | Chair: Gwyneth Bowman<br>Ric Sayre  |
| • <u>Management Relations Committee</u> | Chair: Gwyneth Bowman<br>Guy Nutter |
| • <u>Finance Committee</u>              | Chair: Guy Nutter<br>Gwyneth Bowman |

- Outreach Committee Chair: Peter Hoyt  
Elizabeth Robinson
- Social Responsibility Committee Chair: Serena St. Clair  
Holly Berquist Wells
- Community Grants Committee Chair: Guy Nutter  
Serena St. Clair

**8. Review Meeting Date and Time:** After discussion, it was decided by unanimous consent (after Peter had left the meeting) to move the standing Board meeting time to the second Wednesday of each month at 6pm beginning with the September 2008 meeting.

**9. Review 2007 Financial Results:** Guy gave a brief summary of the 2007 financial results and answered questions. The Board requested some financial training. The Finance Committee will discuss some Board financial training ideas at their next meeting to propose to the Board in August.

**10. CCMA Report:** Three Board members (Ric, Guy, and Gwyneth) attended CCMA in Portland last month along with almost the entire management team. Gwyneth asked that a few of the attendees give the Board a report about what they learned at the conference at either the August or September Board meeting so that the whole Board can benefit from this training expense. Also mentioned were future trainings for the Board: an October NCGA Board training in Sacramento, and Provender in Portland also in October. Richard will send the Board the exact dates of both of these so some Board members can make plans to attend.

**11. Meeting Evaluation:** Done

The meeting was adjourned at 9:05pm.

[The GM report and other reports, procedures, policies, and agreements are available upon request.](#)

#### **BOARD ACTIONS:**

- Elected Board officers for the coming year.
- Established Board committees for the coming year.
- Changed standing Board meeting time to the second Wednesday of each month at 6pm beginning September 2008.

**These minutes were approved by the Board at their August 14, 2008 meeting.**

## 2008 Board Election Results

For the two regular board positions there were 388 validated ballots.

There were 11 invalid votes.

- 1 - ballot which was unidentifiable by name or owner number.
- 5 - ballots submitted without envelopes or member identification.
- 5 - ballots submitted without either a name or a signature on the envelope.

Election results from our Certified Public Accountants Reid, Hanna and Company LLP who counted our ballots and tabulated the results.

<b>Candidates</b>	<b>Official Count</b>
Holly Berquist Wells	357
Elizabeth Robinson	299

Two ballots had no candidates marked.

Special congratulations to Holly and Elizabeth who were both elected to three year Board positions at Ashland Food Co-op. They will join our Board after they sign our Ethics statement at our July 10 Board Meeting.

Congratulations to Ric who will serve on our Board as our next Staff Director. There were 20 ballots cast and Ric received 19 votes. There was one vote which didn't have a check on the paper. A clean sweep – Congratulations, Ric.

Respectfully Submitted

Gwyneth Bowman  
AFC Board Secretary.  
July 1, 2008