

# Board of Directors Meeting

July 11, 2007

## APPROVED

Ashland Food Cooperative  
237 North First Street  
Ashland, OR 97520

**Board members present:** Erik Wallbank, Danielle Amaratoc, Ric Sayre, Gwyneth Bowman, Serena St. Clair, Guy Nutter and Peter Hoyt.

**Staff present:** Richard Katz, General Manager; Annie Hoy, Outreach/Owner Services Manager; Kevin Bendaw, Staff Council Liaison; Leslie van Gelder, Board Assistant.

**Guests present:** Velda Welch, Joan Parsons, Ward Riggins, Mark Millner.

The meeting was called to order at 5:34 p.m. by facilitator, Erik Wallbank.

1. **Announcements:** Gwyneth passed out a key roster for board members to sign. Gwyneth thanked the board members who counted ballots in the recent election. Erik welcomed the new Board members, Peter Hoyt and Guy Nutter and congratulated Gwyneth on her re-election. Annie Hoy announced she would be interviewed on the Jefferson Exchange on July 12th.
2. **Announcement of Election Results:** Erik Wallbank read the results of the election for the Board of Directors. The results of the 832 valid ballots were:
  - 698 votes for Gwyneth Bowman who will serve a 3-yr term
  - 624 votes for Peter Hoyt who will serve a 3-yr term
  - 483 votes for Guy Nutter who will serve a 2-yr term
  - 350 votes for Kate Jackson
  - 206 votes for Annie Mellick
3. **Agenda Review:** The agenda was reviewed and amended.
4. **Owner Forum:** No owners were present at the meeting.

5. **Election of Officers:** Erik explained the process of running to be a Board officer and the directors voted for officers. The results were:

- Erik Wallbank – President (7 votes)
- Danielle Amarotico – Vice President (7 votes)
- Gwyneth Bowman – Secretary (7 votes)
- Guy Nutter – Treasurer (7 votes)

6. **Signing Code of Ethics:** The Board members read and signed the Code of Ethics.

7. **Assignment of Committee Chairs:** The Board discussed the assignment of chairs to the committees, and Erik asked the committees to bring a schedule of meetings for the coming year to the August meeting. Chairs were picked for the following committees:

- **Finance Committee** – Guy Nutter (Erik Wallbank will serve on the committee)
- **Management Relations** – Erik Wallbank (as Vice-President, Danielle Amarotico will serve on the committee)
- **Board Development** – Gwyneth Bowman (Ric Sayre will serve on the committee)
- **Social Responsibility** – Serena St. Clair
- **Outreach** – Peter Hoyt (interim) (Gwyneth Bowman will serve on the committee)

There was a discussion about the role of the Vice President and whether it is mandatory for the Vice President to chair the Outreach Committee or would it be possible to serve in another capacity. Several suggestions were made regarding the Vice Presidents job duties, and it was decided to table the discussion until the August meeting when officer's job descriptions and evaluations can be further discussed.

8. **Approve Committee Owner Volunteers:** The Board approved the following owner volunteers to serve on committees:

- Finance Committee – Emile Amarotico
- Outreach Committee – Herb Heiman and Charles Douglas

These committee members will receive a 15% discount on Co-op purchases while they serve.

Serena asked that the owners who volunteered for the Social Responsibility Committee this past year be given \$50 gift certificates for their service. The Board agreed to the request and also agreed to give Jean Fife a \$25 gift certificate for her four years of service on the Outreach Committee. Gwyneth asked that the Board consider empowering the chairs to be able to give gift certificates to outgoing owner volunteers without coming to the Board at the August meeting.

9. **GM Report:** Richard answered questions concerning his July report. He has been meeting with several owners who would like the Co-op to charge for shopping bags. Richard reported that, currently, we are using 1.3 bags per \$100 of groceries bought. A survey will be going out to owners to ask for

their input on the issue. Erik asked that the survey results and the management decision on the issue be brought to the Board.

10. **Renaming Outreach Committee:** This item was tabled until August.
11. **Accept AFC Investment Policy:** Richard gave the Board an expanded Investment Policy proposed by the Finance Committee and asked for the Board's approval. Gwyneth moved that the Board accept the policy as written for the coming year. The Board was in consensus on accepting the policy.
12. **Cap on Community Grants:** \$51,000 was available for Community Grants this year and \$36,000 was given out in \$1,000 grants. The money for the grants comes out of AFC profits. The Board decided to create an ad hoc committee to develop a process for looking at the possible relationship between the Social Responsibility Committee's mandate and Community Grants. The Community Grant Ad Hoc Committee will be comprised of Danielle, Guy, and Annie with Danielle serving as chair. After reviewing the issue, the committee will present a proposal to the Board regarding their findings. The first meeting of the committee will be on Wednesday, August 1st at 10:00 am in the Community Kitchen.
13. **Revised Officer Evaluation Forms:** Gwyneth asked the board to email their comments on the evaluation form revisions, comparing them to the officers' job descriptions. Gwyneth needs to get comments by July 31st. The changes will be finalized at the August 8th meeting.
14. **August Owner/Board Dinner:** The next owner/board dinner will be held Wednesday, August 1st @ 6:30 pm. Guy, Danielle, and Erik will attend
15. **Review May Minutes:** The minutes were reviewed, amended and accepted.
16. **Review April Minutes:** The minutes were reviewed and accepted as presented.
17. **Meeting Evaluation:** Done.

The meeting was adjourned at 8:18 p.m.

The GM report and Committee reports are available on request.

#### **BOARD ACTIONS:**

- The Board welcomed new members Guy Nutter (who will serve for two years and Peter Hoyt (who will serve for three years) and welcomed back Gwyneth Bowman (who will serve for three years).
- The Board elected the following directors as officers: Erik Wallbank, President; Danielle Amarotico, Vice President; Gwyneth Bowman, Secretary; Guy Nutter, Treasurer.
- The Board made the following committee appointments:
  - Finance Committee – Guy Nutter (Erik Wallbank will serve on the committee)

- Management Relations – Erik Wallbank (as Vice-President, Danielle Amarotico will serve on the committee)
- Board Development – Gwyneth Bowman (Ric Sayre will serve on the committee)
- Social Responsibility – Serena St. Clair
- Outreach – Peter Hoyt (interim) (Gwyneth Bowman will serve on the committee)
- The Board approved the following owner volunteers to serve on committees: Finance Committee – Emile Amarotico and Outreach Committee – Herb Heiman and Charles Douglas
- The Board approved two \$50 gift certificates for owners who volunteered on the Social Responsibility Committee last year and a \$25 gift certificate for Jean Fife, who served for four years on the Outreach Committee.
- The Board accepted the AFC Financial Investment Policy for the coming year.
- The Board created an ad hoc committee to explore the relationship between the Social Responsibility Committee and the Community Grant Program.

The minutes were approved by the Board on August 8, 2007.