

**Ashland Food Cooperative  
Board of Directors Meeting  
June 9, 2010  
APPROVED**

**Board members present:** Guy Nutter, Peter Hoyt, Gwyneth Bowman, Glenn Hill, Joanie Kintscher, Elizabeth Robinson and Ric Sayre. **Employees present:** Richard Katz, General Manager; Jenica Faye, Board Administrator. **Others:** Ellen Craine, Facilitator. **Owners:** Jennifer di Properzio.

The Meeting was called to order at 6:12pm by Ellen Craine.

AGNEDA ITEM	DISCUSSION POINTS	ACTION TAKEN	REMINDERS/ FOLLOW UP
<b>Executive Session</b>	The board had an executive session which began at 6:00 pm and adjourned at 6:12 pm.		
<b>Agenda Review</b>	Done		
<b>Announcements</b>	<ul style="list-style-type: none"> <li>• Peter showed the board the sign for the Annual Picnic</li> <li>• Gwyneth shared that Provender will be in October in Hood River</li> </ul>		Jenica will add Provender to Training Opportunities in the August agenda.
<b>Calendar of Opportunities &amp; Expectations</b>	<ul style="list-style-type: none"> <li>• 6/26/10 Annual Meeting &amp; Picnic</li> <li>• 7/19/10 July/August Newsletter Submission Due</li> </ul>		<p>The entire board is expected to attend the picnic.</p> <hr/> <p>Elizabeth will submit the Sept./Oct. Newsletter.</p>
<b>Consent Agenda</b>	<p>A comprehensive editing of the board's wiki documents will be done by Jenica.</p> <p>The board approved the following consent agenda documents:</p> <ul style="list-style-type: none"> <li>• May Board Meeting Minutes</li> <li>• May Executive Session Minutes</li> <li>• Outreach Proposal on Volunteers/ Member</li> </ul>	The board approved all Consent Agenda documents.	<p>Jenica will update wiki items for consistency.</p> <hr/> <p>The board will submit consent agenda items by the Wednesday</p>

	<p>Classifications</p> <ul style="list-style-type: none"> <li>• AFC Code of Ethics</li> <li>• Committee Chair Job Description</li> <li>• Board Committee Manual Template</li> <li>• Executive Session Policy and Procedure</li> <li>• Guidelines for Board Committees</li> <li>• Board Development Committee Manual</li> <li>• Committee Reports:</li> <li>• Outreach Committee Minutes (6/1/10)</li> </ul>		before the BOD meeting and are encouraged to submit items before the deadline so they may be edited.
<b>GM Report</b>	<ul style="list-style-type: none"> <li>• The co-op will be moving from their 195 A St office sometime between August 1<sup>st</sup> and September 1<sup>st</sup> to our newly remodeled Pioneer St. Building.</li> <li>• The co-op continues to enjoy record sales and is nearing 10% growth!</li> </ul>		The board will be notified where the 8/11/10 meeting will be at held
<b>Pass Through Tax Proposal for Ashland Car Share</b>	<ul style="list-style-type: none"> <li>• Richard is determining whether the BETC pass through tax credit can be used as a carry forward, if we have a small tax liability for 2010.</li> <li>• The co-op would receive 16% return on their investment.</li> </ul>	The board authorized Richard to approve the pass through tax credit.	Richard will follow-up with the board on the specifics of the credit.
<b>Committee Charter Proposal – Grants &amp; Social Responsibility</b>	<ul style="list-style-type: none"> <li>• Social Responsibility is discussing recruiting an owner to serve on their committee and the Grants Committee without compensation.</li> <li>• The Social Responsibility Committee Charter will be edited to include focus on community and co-op employees.</li> <li>• Ideally the recruited owner would replace one of the board members serving on the Grants Committee.</li> <li>• Providing the incentive of 15% discount compensation to encourage a highly qualified owner to apply.</li> <li>• A gift card is typically awarded once at the end of a term if the 15% discount is not given to a recruited owner.</li> </ul>		Glenn will flesh out the Social Responsibilities goals to see if compensating a committee member is warranted.
<b>Owner Forum</b>	Jennifer di Properzio (pen name Jennifer Margolis) attended and discussed her concerns about the deli's waste and her desire to see the co-op charge for produce bags. She offered her PR assistance. Jennifer's contact information is: <a href="mailto:professormargolis@gmail.com">professormargolis@gmail.com</a> , (541) 482-0785, # 4048		Richard will call Jennifer to discuss her concerns.

<b>BREAK</b>	The meeting broke at 6:50 pm and resumed at 7:05 pm.		
<b>Decision to Purchase Laptop Computers</b>	<ul style="list-style-type: none"> <li>• It was mentioned that owners might like to provide feedback on purchasing laptop computers. It was thought that this would be very time intensive and owners have entrusted the board to make these decisions.</li> <li>• Glenn proposed via email that individual board members choose between a PC and a Mac and it was mentioned that an allowance could be given to accommodate different computer models.</li> <li>• It was suggested that the co-op might get a discount if several computers are purchased at once from one vendor. Apple might give a 5% discount on multiple Macs.</li> <li>• Training was requested and Lynda.com was mentioned as a resource. It was determined that similar or identical training on Word, the wiki, etc. could be given to the board even if some were on Mac and some on PC.</li> <li>• Computers could be prorated and purchased by directors at the end of their term. They also could be turned back to the Board of Directors.</li> <li>• It was agreed that an allowance would need to be sufficient to cover warranty and software.</li> <li>• It was proposed that the allowance be capped at \$1,585.00 for each director. This allowance would include the costs of a 3 year warranty and required software (MS Office or equivalent). A contract will be written up by Guy and signed by all directors before being reimbursed for purchase price up to the allowance. Guy will collect the purchase receipts and submit them. Directors expressed that a purchase could be coordinated by one person internally. Guy and Glenn could be consultants and Steve could place the order. Or, directors could use their own credit card and get an allowance check. At the end of service directors may turn in their computer or purchase it for the balance due, having credited \$44.00 per month for time served.</li> </ul>	The board unanimously agreed to purchase computers, per the agreed upon terms that Guy will write up.	<p>Guy will write up the agreed upon proposal to purchase computers.</p> <hr/> <p>Guy and Glenn will consult with directors who may need assistance ordering their computer.</p> <hr/> <p>Guy will collect receipts for computers from all directors and submit them for reimbursement.</p>
<b>Communication &amp;</b>	It was agreed that this agenda item be moved to the August		

<b>Email Etiquette</b>	Agenda.		
<b>Meeting Evaluation</b>	<ul style="list-style-type: none"> <li>• The board agreed that the facilitator kept the meeting on track and expressed their gratitude.</li> <li>• It was requested that the Communication &amp; Email Etiquette documents be emailed to the board.</li> </ul>		Jenica will email communication and email documents to the board in the next week.

The meeting was adjourned at 8:00 pm.

**Board Actions:**

- **The following Consent Agenda Items were approved:**  
 May Board Meeting Minutes  
 May Executive Session Minutes  
 Outreach Proposal on Volunteers/ Member Classifications  
 AFC Code of Ethics  
 Committee Chair Job Description  
 Board Committee Manual Template  
 Executive Session Policy and Procedure  
 Guidelines for Board Committees  
 Board Development Committee Manual  
 Committee Reports: Outreach Committee Minutes (6/1/10)
- **The board authorized Richard to do the Pass Through Tax Credit.**
- **The board unanimously agreed to purchase computers, per the agreed upon terms that Guy will write up.**

The next regularly scheduled Board meeting will be on Wednesday, August 11, 2010 at 6:00 p.m. with Ellen Craine 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.***

Minutes were kept and prepared by the Board Administrator, Jenica Faye.

**Requires Follow up:**

<b>Board Directors</b>	<ul style="list-style-type: none"><li>• The entire board is expected to attend the annual picnic on 6/26/10 in Lithia Park.</li><li>• The board will submit consent agenda items by the Wednesday before the meeting and attempt to submit items even before that deadline so they may be edited.</li><li>• Board directors will purchase computers prior to the August meeting.</li></ul>
<b>Ellen</b>	<ul style="list-style-type: none"><li>•</li></ul>
<b>Elizabeth</b>	<ul style="list-style-type: none"><li>• Elizabeth will submit the next Newsletter article by 7/19/10.</li></ul>
<b>Glenn</b>	<ul style="list-style-type: none"><li>• Glenn will flesh out the Social Responsibilities goals to see if compensating a committee member is warranted.</li><li>• Glenn will consult with directors who need assistance ordering computers.</li></ul>
<b>Guy</b>	<ul style="list-style-type: none"><li>• Guy will write up the agreed upon proposal to purchase computers.</li><li>• Guy will consult with directors who need assistance ordering computers.</li><li>• Guy will collect receipts for computers from all directors and submit them.</li></ul>
<b>Gwyneth</b>	<ul style="list-style-type: none"><li>•</li></ul>
<b>Jenica</b>	<ul style="list-style-type: none"><li>• Jenica will add Provender to August agenda.</li><li>• Jenica will update wiki items for consistency.</li><li>• Jenica will email Richard with owner contact information.</li><li>• Jenica will email communication and email documents to the board in the next week.</li></ul>
<b>Joanie</b>	<ul style="list-style-type: none"><li>•</li></ul>
<b>Peter</b>	<ul style="list-style-type: none"><li>•</li></ul>
<b>Ric</b>	<ul style="list-style-type: none"><li>•</li></ul>
<b>Richard</b>	<ul style="list-style-type: none"><li>• Richard will notify the board whether the 8/11/10 meeting will be at 195 A St or the Pioneer Building.</li><li>• Richard will call the owner who attended to discuss her concerns.</li></ul>