

**Ashland Food Cooperative
Board of Directors Meeting
May 11, 2011
APPROVED**

Board members present: Guy Nutter, Peter Hoyt, Gwyneth Bowman, Glenn Hill, Joanie Kintscher, and Ric Sayre
Employees present: Richard Katz, General Manager. **Others:** Ellen Craine, Facilitator; Abby Lazerow, Board Administrator. **Absent:** Elizabeth Robinson.

Ellen Craine called the meeting to order at 6:00 pm.

AGENDA ITEM	DISCUSSION POINTS	ACTION TAKEN	REMINDERS/ FOLLOW UP
Announcements	<ul style="list-style-type: none"> • The Board Development Committee will meet on June 7 to work on a mentoring program for new Board directors, • Richard Katz will be out of town from May 13 to May 19. • MetCom is working with the Co-op on a program to monitor incoming produce, dairy products, seafood, and sea vegetables for possible radiation. 		Board members are invited to attend the June 7 BDC meeting.
Owner Forum	<ul style="list-style-type: none"> • Emile Amarotico of the Medford Food Co-op reported painting is being completed and green space is being added to the front parking lot. The store opening is targeted for the end of June. • Employee Jonathan Sprague came to observe the meeting. 		
Agenda Review	Done	Approved.	
Calendar of Opportunities & Expectations	<ul style="list-style-type: none"> • Election Ballots and the Annual Report will be mailed to owners on May 27th. • The deadline for the Board Newsletter column is May 16. 		Peter will write the upcoming newsletter article.
Training Opportunities	<ul style="list-style-type: none"> • Fierce Conversations Workshops, June 8, 2011 • CCMA, San Diego, 6/16/11-6/18/11; www.ccma.coop 		CCMA applications due immediately.
Consent Agenda	<ul style="list-style-type: none"> • The Board unanimously approved all Consent Agenda items. 	The Board approved all Consent Agenda documents.	
2010 Financial Audit Updates; Store and D&O Insurance Updates	2010 Financial Audit: <ul style="list-style-type: none"> • An audit was recently conducted by Wegner, LLP, a firm specializing in co-ops. • The audit went smoothly and the Co-op received a glowing report. Finances are excellent and systems are sound. No deficiencies were found, which is very unusual in most co-op 		

	<p>audits. The system set up by Richard and Christina makes everything work well.</p> <ul style="list-style-type: none"> • Two recommendations were made: 1) Hold surprise cash counts and reconciliations by someone outside of the Front End, and 2) carry out comparisons of pay rates by someone outside of HR. • An audit could be held every four years as long as the Co-op retains the same GM and Financial Managers. <p>Store Insurance Policy:</p> <ul style="list-style-type: none"> • Sales have increased so much that a new store insurance policy was needed. Insurance was moved into a Grocer's policy. The new plan has better coverage. • Limits were raised on the contents of the main building; the value and contents of the Pioneer Street building were also increased. <p>D&O Insurance Coverage:</p> <ul style="list-style-type: none"> • The D&O Policy was Increased to a more highly rated coverage. The policy also covers issues for management not covered in the store policy. 		
Patronage Dividend	<ul style="list-style-type: none"> • The Finance Committee recommended a 50% 2010 Patronage Distribution Dividend, resulting in 50% retention by the store. • Approximately \$280,290.00 will be distributed to owners and the same amount will be kept by the store to use for future projects. • The Co-op is doing very well thanks to its employees, managers and owners. 	The Board unanimously agreed to accept the recommendation of the 50% Patronage Dividend Distribution.	
Break	<ul style="list-style-type: none"> • There was a ten minute break from 7:10 to 7:20 p.m. 		
Profit-Sharing Bonus	<ul style="list-style-type: none"> • An annual profit-sharing bonus is given to Co-op employees. This represents a share of Co-op profits before taxes. • Approximately \$120,000 will be distributed to 110 employees. 	The Board unanimously approved the profit-sharing bonus.	
Annual Report	<ul style="list-style-type: none"> • The Annual Report articles have been submitted. The Report will be mailed to owners on May 27. 		
GM Report	<ul style="list-style-type: none"> • Board members were pleased with the new property improvements, landscaping and painting. • Umpqua Bank discussions are continuing. • The Co-op will be offering a new Wine Club membership. Costs will be \$35.00/year for owners and \$50.00 for non-owners. Membership will include wine tastings and food 		

	<p>pairings, as well as special deals on cases of wines and monthly selections.</p>		
<p>Process Manuals for Officer Positions and Committees</p>	<ul style="list-style-type: none"> • Committee and process manuals need to be completed for the new program year and election of new Board officers. • All Board officers will look at their job descriptions to see if they are complete. This will also include a description of processes and an outline of how officer jobs are accomplished. • Committees will update and complete their manuals. • The “Requires Follow-up” list will be reviewed at the end of each Board meeting and emailed to the Board. 		<p>Board committee chairpersons and Board officers will have manuals and documents completed for the August Consent Agenda.</p>
<p>AFC Community Garden Site</p>	<ul style="list-style-type: none"> • A discussion was held about possible role of Co-op in promoting and supporting a community garden. One Director suggested investigating the possibility of the Co-op sponsoring a community garden site to use for both gardens and an outdoor classroom. A community garden would also be in alignment with the Co-op goals of sustainability and social responsibility. • The Board thought this was a creative idea and would welcome more detailed proposals with cost estimates. 		
<p>Executive Committee Sharing</p>	<p>Members of the Executive Team are the Board President, Vice-President, Treasurer and General Manager. Responsibilities of the ET include:</p> <ul style="list-style-type: none"> • Coordinating the information flow between Board and management. • Supporting and mentoring the GM and providing the GM with assistance as needed. The GM also makes the ET aware of issues, concerns and opportunities. • Working with the GM to develop annual goals and monitoring the completion of these goals. • Conducting the annual GM evaluation, evaluating management operations, and developing the GM compensation package. • Facilitating accountability, ensuring committee work follows the Co-op mission and common goals. • Hiring consultants. 		
<p>Committee Sharing</p>	<ul style="list-style-type: none"> • Outreach Committee: Dinner with the Directors is May 18; Glenn will volunteer. • Grants Committee: 28 Grants will be awarded. The decision process was very easy with the help of two new volunteers on the committee. Board members are invited to the Grants Awards evening held on May 26 at 6 p.m. at the United 		<p>Board members encouraged to attend the AFC Grants awards ceremony, May 26. RSVP to</p>

	Methodist church.		Annie.
Expansion of the Dinner with the Directors Program	<ul style="list-style-type: none"> The Outreach Committee suggested adding two events for non-management employee/owners to meet and socialize with the Board. The events would be called “Pie à la Mode with the Directors.” It was proposed to add two annual Pie à la Mode events for non-management employee/owners and Board Directors. The Outreach Committee will determine the schedule. 	The Board unanimously agreed to add two annual events called “Pie à la Mode with the Directors” for non-management employee owners.	The Outreach Committee will schedule the Pie à la Mode events.
Meeting Evaluation	<ul style="list-style-type: none"> Directors suggested paying more attention to agenda item times. Accountability is important. Committee sharing was very informative. Risk-taking by Board members was appreciated. Board members have different ways to approach problems. 		

The meeting was adjourned at 8:20 p.m.

Board Actions:

The following Consent Agenda Items were approved:

- April 13, 2011 Board Meeting Minutes
- Fierce Conversations Training Proposal
- Committee Reports:
- BDC Minutes, 4/11/2011
- Finance Committee Minutes, 4/26/11

The next regularly scheduled Board meeting will be held on August 10, 2011 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, Abby Lazerow.