

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

APPROVED

Board of Directors Meeting

November 12, 2008

Present: Board Directors: Gwyneth Bowman, Peter Hoyt, Serena St. Clair, Guy Nutter, Ric Sayre, Holly Berquist Wells, Elizabeth Robinson **Others:** Richard Katz; General Manager; Leslie van Gelder, Board Assistant; Danielle Amarotico, Facilitator

The meeting started at 6:02

1.	Announcements: Done.
2.	Owner Forum: Owner Joe Carroll addressed the board regarding his concern about single-use water bottles.
3.	Consent Agenda: The Board unanimously approved the consent agenda, which included the September Executive Session minutes and the October Board minutes, and reviewed the Outreach Committee minutes and survey.
4.	GM Report: Richard answered the board's questions regarding his short term succession planning, new uses for the POS system, the 2009 strategic plan, the Sustainability Committee, and initiating The Natural Step program.
5.	Election of Board Secretary: Elizabeth Robinson nominated Holly Berquist Wells for Board Secretary and the Board voted for Holly unanimously.
6.	Board Facilitator: Guy and Gwyneth have been researching facilitators and recommend Matthew Hartman of Mediation Works. The Board discussed the recommendation and other options for meeting facilitation and decided on a three-month trial with Matthew Hartman beginning in January.
7.	Approval of 2009 Board Budget: Guy explained proposed changes in the 2009 Board of Directors budget. These included an increase to accompany the proposal for a change in the Board Assistant's position and duties. Guy also proposed an increase of \$50 a month in the stipend for the Outreach chairperson, but this proposal was not approved. The Board agreed to the final draft of the 2009 board budget with an increase in salary for a Board Administrator, pending approval of the new job description which will be reviewed at the December meeting.
8.	Financial Training: Guy reviewed material he covered at the September meeting on the three types of reports – the balance sheet, income statement, and the statement of cash flow. Guy reviewed with the board the different components of a comparative balance sheet, using a Co-op balance sheet for comparing assets, liabilities, and equity as of May 31, 2007 with May 31, 2008.
9.	Review of 3rd quarter financial statements: Guy reviewed the July to September 2008 financial statements, which show some flattening of growth and sales. Richard pointed out that the Co-op is meeting its budgetary goals this year but expressed concerns about the prospects for 2009.
10.	Finance Committee Report: Guy informed the board about recent topics of discussion in the Finance Committee meetings. The Committee continues to explore ways of lowering the Co-op's financial risk by keeping bank balances below the amounts which are federally insured. The Committee recommended that the Board <i>give the General Manager the authority to fund unbudgeted and unplanned opportunities that (s)he feels would be beneficial to our organization, our local economy, sustainability, support of NCGA co-ops and programs, etc. within our Mission Statement and the Co-op Principles. The amount of this discretionary spending authority will not exceed \$20,000 annually</i>

	<i>without prior Board approval. The GM will inform the Board of any single expenditure of \$5,000. Guy moved that the Board approve this recommendation. The board agreed unanimously. Guy moved that the minutes of the August Finance Committee meeting be accepted and the board agreed.</i>
11.	Capping Community Grants: The Finance Committee recommended that the Board implement a change in the Community Grant program. The Board agreed to adopt the recommendation to set the allocation for Community Grants at 10% of earnings before taxes.
12.	December meeting and Board Xmas dinner: The Board agreed to hold a short meeting in December in order to formulate an action plan based on the results of the board self-evaluation before their holiday dinner on December 10th.
13.	Board Wiki – how to use it and what to use it for: The Board discussed the use of the board wiki on the AFC website, agreeing that it would be valuable to be able to use less paper and to have meeting materials, policies, and committee minutes in one central location. The Board committed to using the wiki more in the future.
14.	Social Responsibility Committee Report: Serena discussed how the Social Responsibility Committee (SRC) and the AFC Sustainability Committee (SC) will be distinct from each other. The SRC provides the “why” and the SC provides the “how”. The Social Responsibility Committee provides oversight for the Sustainability Committee. The Board and General Manager discussed the next steps in implementing The Natural Step program. Peter asked that Richard include information on the Sustainability Committee’s activities in his reports to the board.
15.	Meeting Evaluation: Done.

The meeting was adjourned at 9:20 pm.

[The GM report and Committee reports are available on request.](#)

BOARD ACTIONS:

- Approved the consent agenda, which included the September Executive Session minutes and the October Board minutes, and reviewed the Outreach Committee minutes and survey.
- Elected Holly Berquist Wells to the office of Board Secretary.
- Agreed on a three-month trial using Matthew Hartman of Mediation Works as meeting facilitator beginning in January.
- Approved the 2009 Board of Directors Budget.
- Approved to expand the General Manager’s financial authority by giving the General Manager the authority to fund unbudgeted and unplanned opportunities that (s)he feels would be beneficial to our organization, our local economy, sustainability, support of NCGA co-ops and programs, etc. within our Mission Statement and the Co-op Principles. The amount of this discretionary spending authority will not exceed \$20,000 annually without prior Board approval. The General Manager will inform the Board of any single expenditure of \$5,000.
- Set the allocation for Community Grants at 10% of earnings before taxes.

Minutes were approved by the Board at their January 14, 2009 meeting.

Minutes were kept and prepared by Board Assistant Leslie van Gelder.