

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

**Board of Directors Meeting
November 11, 2009**

APPROVED

Board Members Present: Gwyneth Bowman, Guy Nutter, Ric Sayre, Elizabeth Robinson, Peter Hoyt, Glenn Hill, Joanie Kintscher **Others present:** Richard Katz, General Manager; Leslie van Gelder, Board Administrator; Matthew Hartman, Facilitator, Joseph Tokarz, HABA Staff and owner.

The meeting was started at 6 pm by the Facilitator

1.	Announcements: Gwyneth Bowman will email the board to ask for their ideas for a one-item agenda for the December board meeting. Peter Hoyt announced that on the Tues and Weds before Thanksgiving, board members will be able to bag for owners from 4-6 pm and wish them a happy holiday. He will email them regarding signing up. Peter also announced that he has been doing an unofficial survey of AFC discounted gift cards and finds that both staff and owners really like them, not just because of the discount, but also for the ease of use.
2.	Owner Forum: The owner present at the meeting did not wish to speak to the board.
3.	Agenda Review: Done
4.	Consent Agenda: The board approved the following items: <ul style="list-style-type: none">o October Board Meeting Minuteso Committee Meeting Minutes: Management Relations Committee (10/14/09), Outreach Committee (11/3/09), Finance Committee Minutes (8/10/09)o Outreach Event Calendar 2010o Budget Proposal for AFC Board Banner
5.	GM and Board Administrator Evaluations: Gwyneth Bowman reported that the Management Relations Committee has been working on the General Manager evaluation form and process. Our consultant Cheryl Good suggested that next year the board may want to look at weighting the questions in the evaluation. Gwyneth suggested that the board may want to look at the information identified in the evaluation when developing the board strategic plan for the coming year. The finished evaluation tool will be accessed via Survey Monkey on the internet. Cheryl will compile the results. The tool will be ready for the Management Team to use in January, and the process should be complete by March. Gwyneth also reported that she and Leslie are revising the Board Administrator evaluation tool and will get it out within the next week.
6.	GM Report: Richard Katz answered questions from the Board regarding his report which had been emailed to the Board previously. Guy Nutter asked for an update on the POS system. Richard said that the problems with the slow touch screens seem to have identified and currently being resolved.
7.	Review 3rd Qtr Financial Statements: Guy Nutter commended Richard and the Management Team for their outstanding financial management of the Co-op during an extremely difficult year. Richard Katz reported that the year started slow, but picked up in the second and third quarters. He said the fourth quarter has begun well with a 7% growth in sales so far, although the average basket has been low and the customer count is high. Year-to-date non-labor costs are in line. The budget, which was revised after the beginning of the year to accommodate the changing financial climate, has been

	<p>remarkably accurate given the many uncertainties. Employee productivity has been at an all-time high. Current projections predict that the Co-op will see an overall 4% to 5% growth for the year.</p>
8.	<p>Review and Approve 2010 Board Budget/ D&O Policy: Guy Nutter presented the 2010 Board Budget to the directors for their approval. This revised budget included a change in the amount budgeted for the Provender conference, increasing it to \$1,600, and an increase of \$300 for the board banner. Guy requested that board members let him know if there are any items that come up during the year which should be added to the budget. The board discussed the cost of training and the process used to decide what training is necessary and relevant. It was suggested that the board annually discuss their training needs for the coming year, using a survey or discussing training needs at a board meeting. It was suggested that the issue of training be the focus of the December board meeting. The board agreed by consensus to approve the budget as presented.</p> <p>Errors & Omissions Insurance coverage: Guy has reviewed this policy and believes it is adequate. The Finance Committee has asked Christina Oliver, Finance Manager, to look into additional liability coverage for the board. Elizabeth Robinson suggested that the Finance Committee also check the insurance company's Weiss rating. Guy Nutter agreed to do that.</p>
9.	<p>What Kind of Boss Are We? Gwyneth Bowman asked the board members to mark a spot on a continuum from 1 to 10 (10 being high) where they felt the board ranked as being an effective boss of the General Manager. Following this exercise, she presented content from a course that she and Richard went to at the NCGA conference about the role between the GM and Board. It stressed the importance of what the board can do to help create a healthy relationship between our G.M. and our Board. A handout was given out citing seven examples that the Board can use to measure their behavior to determine "What Kind of Boss We Are". Gwyneth suggested that next year the board may want to look at weighting the questions in the evaluation. She also suggested that the board may want to look at these issues when developing the board strategic plan for the coming year. One of the issues that may need some clarification is "We are clear in our delegation and expectations".</p>
10.	<p>Template for Committee Work: Richard offered his suggestions for a template for committees to use in helping orient new committee chairs and guiding the work of the committee. Using Richard's suggestions, each committee will develop their own template to be shared with the board and members of their committees. It is recognized that the form will vary for each committee.</p>
11.	<p>Meeting Evaluation: Done</p>

The meeting ended at 8:05 pm.

Board Actions:

- **Approved consent agenda items:**
 - **October Board Meeting Minutes**
 - **Committee Meeting Minutes: Management Team (10/14/09), Outreach Committee (11/3/09), Finance Committee Minutes (8/10/09)**
 - **Outreach Event Calendar 2010**
 - **Budget Proposal for AFC Board Banner**
- **Approved the 2010 Board Budget**

The next regularly scheduled Board meeting will be on Wednesday, January 13th at 6:00 p.m. with Matthew Hartman facilitating.

The GM report and Committee reports are available on request.

The minutes were accepted by the Board of Directors at their January 13, 2010 meeting.