

# Board of Directors Meeting

November 9, 2005

## APPROVED

Ashland Food Cooperative  
237 North First Street  
Ashland, OR 97520

Board members present: Erik Wallbank, Joe Golton, Herb Heiman, Glenn J. Hill, Richard "Ric" Sayre, Gwyneth Bowman and Serena St. Clair. Staff present: Richard Katz, General Manager; Christina Oliver, Financial Manager; Annie Hoy, Outreach/Owner Services Manager; Kevin Bendaw, Staff Council Liaison. Guests: Velda Welch, Owner Andrew Sarhanis, Owner Vicki Fox

The meeting was called to order at 5:30 p.m. by facilitator, Erik Wallbank.

1. Announcements: The Board Management lunch will be held on November 10th. Annie Hoy read what she says about the Co-op Board in her "Co-op 101" workshops. Herb Heiman reported that the picnic area at Emigrant Lake has been reserved for Sunday, June 25, 2006 for the annual meeting. The Board social dinner will be held at Pilaf's on Wednesday, December 14th following a short meeting. The all-staff holiday party will be on Sunday, December 11th starting at 7:30.

2. Check In: Done.

3. Agenda Review: The agenda was reviewed, amended and accepted.

4. Staff Council: Kevin Bendaw, Staff Council, passed out invitations to the holiday party. John Miller was elected to Staff Council and will be helping with the Staff Council manual. The Council will be distributing AFC t-shirts to staff and Board members and will be selling AFC sweatshirt hoodies and vests.

5. Medford Market Update: Velda Welch, the newly elected chair of the Medford Market committee, spoke thanking the Board for their assistance and reporting on the progress being made by the committee. The committee has begun selling subscriptions to the market and will soon be using a call center to make calls soliciting subscriptions. On December 3rd, the committee is holding a fundraising event featuring an evening of local food, art, and music. Velda extended an invitation to the AFC Board to attend the event.

6. Update on 501(c)(3): This item was tabled for a future meeting.

7. Strategic Plan: The Board will meet at 9 am on Saturday, January 7, 2006 in the Community Classroom for a day of strategic planning with Stephen Bowman.

8. Board Self-evaluation: The Board is working on developing self-evaluation forms to be used to evaluate the Board as a whole and each officer individually. Erik Wallbank will use board member comments on the form distributed earlier to design the forms which will be emailed to the members. Board members will complete the evaluations before the next meeting.

9. Report on Directors' Insurance: After comparing our D&O policy with others being offered locally, the Board will renew the policy it currently has.

10. Outreach Proposal for Owner Appreciation Day and Outreach Committee meeting: Herb Heiman presented management team's reasoning for changing the quarterly Owner Appreciation Days to a different form of appreciation, stating that the OAD's have gotten to be stressful and difficult for the front end staff. The Board agreed with the committee's conclusions, and management may suggest an alternative way to express appreciation to the owners.

11. Provender and CCMA: The Board discussed the merits of sending members to both Provender and CCMA. It was agreed that there are many compelling reasons to send members to one or the other, or both events. How many Board members can attend which events will need to be decided annually.

12. Board Budget for 2006: The Finance Committee reviewed the proposed 2006 budget for the Board of Directors and sent it to the Board for approval. The Board unanimously consented to the budget as proposed.

13. Financial Report: Financial Manager Christina Oliver reported that although the September average daily sales were lower than August's, the October figures are the highest ever. Christina noted that there was a correction to the August membership sales percentage. The correct percentage of sales to owners is 54.7%. Christina also reminded the Board that the figures on the financial statements for profit sharing, profit, patronage refund, and taxes are only estimates. The final figure is calculated by our CPA firm after the end of the fiscal year.

14. Minutes Review. The October minutes were reviewed, amended and accepted by the Board.

15. Finance Committee Report. Treasurer Joe Golton provided the Finance Committee to the Board.

16. Growth Committee Report: The committee met to set up criteria for exploring various growth options (including doing nothing) based on cost, risk and other factors. During the coming year, the committee will use this matrix to explore growth options.

17. Non-Board Committee Members: Joe Golton pointed out that the requirement approved by the Board in October for non-board committee members to work a specific number of hours to maintain their 15% store discount is not necessarily a relevant measurement for Finance Committee members whose usefulness is often related to the skills they bring, rather than the amount of time they spend on committee business. The Board agreed to change the "Guidelines for Non-Board Committee Members" to reflect this concern. The policy adopted in October will be revised and brought to the Board at the January meeting for final approval.

17. General Manager Report: Richard Katz responded to questions put to him by the Board regarding insurance for Board members.

18. Meeting Evaluation: Done

The meeting was adjourned at 8:40 p.m. The next Board meeting will be on Wednesday, December 14th, 2005 at 5:30 p.m. with Erik Wallbank facilitating.

The GM report and Committee reports are available on request.

**BOARD ACTIONS:**

The Board reviewed and approved the 2006 Board budget.

Minutes were amended and approved by the Board on December 14, 2005.