

# Board of Directors Meeting

November 8, 2006

## APPROVED

Ashland Food Cooperative  
237 North First Street  
Ashland, OR 97520

Board members present: Erik Wallbank, Joe Golton, Herb Heiman, Richard “Ric” Sayre, Gwyneth Bowman, and Danielle Amarotico.

Staff present: Richard Katz, General Manager; Annie Hoy, Outreach/Owner Services Manager; Christina Oliver, Financial Manager; John Miller, Staff Council Liaison; Leslie van Gelder, Board Assistant.

Absent: Serena St. Clair (excused)

Guests: Emile Amarotico, Finance Committee; Vicki Fox, former Finance Committee member; Velda Welch, Joan Parsons, Paige West, and Ward Riggins from the Medford Market.

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

1. **Announcements:** The Staff party will be held December 10th at 7:00 pm at the Standing Stone. Sign up sheets are at the store. There is an extra charge for spouses, family, or friends to come.
2. **Agenda Review:** The agenda was reviewed, amended and accepted.
3. **Owner Forum:** There was no owner discussion.
4. **Approval of Board Assistant Job Description:** The Board approved changes to the Board Assistant job description as suggested by Gwyneth Bowman, Secretary. Gwyneth urged Board members who hadn't already done so to send her their evaluations of the Board Assistant for her annual review.
5. **Financial Committee Report:** There were no questions about the finance report. Joe Golton reported that among natural/organic co-op grocers our gross sales exceeded all but one other store in the country last quarter.
6. **Outreach Proposal:** Herb Heiman made the following proposal to the Board: That Mary Shaw's position (Culinary Educator) be added to the discount volunteer list of the Outreach Committee, increasing the number from two to three members of the committee who receive the 15% register discount. The Board approved the proposal, contingent on Mary not becoming a store employee.
7. **2007 Board Budget:** The Board budget for 2007 totals a record high of \$44,000. This is the result of a \$5,000 increase for expenses of the new Social Responsibility Committee for a consultant and the annual social audit. The Board approved the budget with the additional \$5,000.

8. **Newsletter Assignments:** The Board volunteered to write articles for the 2007 newsletter. Topics will be decided by Annie and communicated to the Board.
  - o Jan/Feb – Herb Heiman
  - o Mar/Apr – Ric Sayre (Christina Oliver will write an article on the Patronage Refund)
  - o May/June – Gwyneth Bowman/Annual Meeting; Joe Golton/Annual Report
  - o July/Aug – Danielle Amarotico
  - o Sept/Oct – Erik Wallbank
  - o Nov/Dec – Serena St. Clair
9. **Conflicts of Interest:** Richard Katz (at the request of the Board) invited Bob Kuenzel, an attorney who has worked with the Co-op for a few years, to attend the meeting in order to advise the Board on some issues which might give the appearance of a conflict of interest.

After taking his advice into consideration, the Board approved Erik Wallbank working for the Medford Market on a volunteer basis. Joe Golton discussed with the Board the scope of work he is doing for the Medford Market and the compensation he is receiving for his work. The Board delayed further discussion of this issue until the executive meeting following this meeting.

The Board also agreed on the following:

1. The Board does not see the Medford Market as a missed corporate opportunity in terms of receiving money for assisting them.
  2. The Board sees the Medford Market as a friendly competitor.
  3. The Board has already assisted the Medford Market because of Co-op Principle Six, “Cooperation Among Cooperatives: Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional, and international structures,” which outweighs the issue of competition.
  4. In the 2005 feasibility study the Board explored opening a store in Medford and decided not to, hoping that a grassroots effort in Medford to start a co-op would succeed.
10. **General Manager’s Growth Report:** Richard presented a report to the Board regarding possibilities discussed at the Growth Committee meetings. The report includes an analysis of a matrix of options done by the committee. Some of the options presented are being explored, and the Committee will be reporting back to the Board on them.

Richard urged the Board to continue to develop a strategic plan in order to be able to make decisions regarding each expansion possibility. Erik asked the Board to email comments on the report to Richard with a copy to the Board. Erik also asked that the Growth Committee continue further analysis of the options.

11. **Review October Minutes:** The minutes were read, amended and approved.
12. **Meeting Evaluation:** Done

The meeting was adjourned at 9:00 pm.

The next regularly scheduled Board meeting will be on Wednesday December 13, 2006 at 5:30 p.m. with Herb Heiman facilitating.

The GM report and Committee reports are available on request.

#### **BOARD ACTIONS:**

- The Board approved changes to the Board Assistant job description.
- The Board agreed to increase to three the number of members of the Outreach Committee who can receive the 15% register discount, contingent on the Culinary Educator's position not being added as an employee.
- The Board approved the 2007 Board budget as presented with an addition of \$5,000 for the Social Responsibility Committee.
- The Board approved Erik Wallbank working for the Medford Market on a volunteer basis.
- The Board agreed that:
  - The Board does not see the Medford Market as a missed corporate opportunity.
  - The Board sees the Medford Market as a friendly competitor.
  - The Board has already assisted the Medford Market because of Co-op Principle Six, "Cooperation Among Cooperatives: Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional, and international structures," which outweighs the issue of competition.
  - In the 2005 feasibility study the Board explored opening a store in Medford and decided not to, hoping that a grassroots effort in Medford to start a co-op would succeed.

The minutes were amended and approved by the Board on December 13, 2006.