

# Board of Directors Meeting

October 5, 2004

## 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, Gwen Bowman and Serena St. Clair. The meeting was called to order at 6:30 p.m. by facilitator, Erik Wallbank. Others present: Richard Katz, General Manager; Anouschka Andresen, Staff Council Liaison.

1. Announcements: The date of the Board (plus GM) Social has been changed to Thursday, December 9th at Pilaf's Restaurant.
2. Check In: Done.
3. Agenda Review: The agenda was reviewed, amended and accepted.
4. Staff Council: Staff Council is working on the All-Staff meeting to be held on October 17th. The Council is also working on the Holiday party.
5. Code of Ethics: Gwen Bowman made a first draft of rewriting the AFC Board of Directors' Code of Ethics to conform to the By-laws. The new draft uses wording from the By-laws and has been rearranged to group similar issues together. Glenn Hill provided an addition which will be added as a new third paragraph. The new wording reads, "The Directors shall at all times hold the good of the Co-op to be above that of any interest group, individual Board member, owner or Co-op employee."
6. Updating Job Descriptions: The Board reviewed and revised the job description for the Board of Directors, making the following changes:  
  
The job descriptions for the officers and committees will be reviewed at a future meeting.
7. Signing Code of Ethics: The revised Code of Ethics will be sent by email to the Board Members for their review and will be signed at the November meeting.
8. 2005 Goals for AFC: The Board began compiling a list of possible goals for 2005. The Management Team has looked at the list, and the Staff Council is invited to give their input. So far, the list of possible goals includes:
  - Maximize sales potential (on-going and long-range)
  - Reduce out-of-stocks
  - Review/revise owner/senior benefits
  - Increase owner involvement, which might include objectives to:

- Have over 100 owners at the annual meeting
- Form more focus groups
- Include owners on committees
- Conduct a survey follow-up
- Lower UNFI cost of goods sold by at least 1% if our contract comes up for renewal
- Increase deli productivity and profitability
- Put together a strategic plan (Decide on having a second store or not)
- Complete the audit
- Simplify the staff benefit structure
- Implement owner benefits (group health insurance)
- Use proceeds from some of our cost cutting initiatives to improve retail prices
- Explore the possibility of day-care for children of employees
- Increase percentage of Latino shoppers at AFC

The Board will review the suggested goals and pick 4 or 5 of them to work on in 2005.

9. Board Member Recruitment: Serena, Ric and Leslie will continue to work on putting the packets together.

10. Board Absences Policy: Tabled

11. Financial Target & Profit Sharing: Tabled

12. Capital Structure: Tabled

13. GM Report: General Manager Richard Katz answered questions regarding his report for September. He agreed to compile the results of the recent survey and get them to the Board one week before the next Board meeting.

14. Minutes: The September minutes were reviewed, revised and approved.

15. Proposal to Amend the By-Laws: The General Manager passed out revised wording for the proposed By-Laws amendment which will go out to the owners this Fall. Glenn Hill motioned to accept the revisions. Ric Sayre seconded them, and the motion was passed by unanimous consent.

16. Finance Committee Meeting Minutes: Treasurer Joe Golton passed out a financial timeline for 2004-2005 which will be followed by the Committee.

16. Financial Report (Questions): Joe Golton, Treasurer, answered questions relating to the financial reports.

17. Outreach Committee: Herb Heiman will e-mail the minutes of the last meeting to the Board.

18. Meeting Evaluation: Done

The meeting was adjourned at 9:45 p.m. The next regularly scheduled Board meeting will be on Wednesday, November 10, 2004 at 6:30 p.m. with Erik Wallbank facilitating.

The GM report and Committee reports are available on request.

BOARD ACTIONS:

The Board agreed on revisions to the wording of the proposed amendment to section 4.3 of the Ashland Food Cooperative's By-Laws.

Minutes were amended and approved by the Board on November 10, 2004.