

Board of Directors Meeting

October 10, 2007

APPROVED

Ashland Food Cooperative
237 North First Street
Ashland, OR 97520

Board members present: Erik Wallbank, Danielle Amarotico, Ric Sayre, Gwyneth Bowman, Guy Nutter, Serena St. Clair (arrived at 6:15 pm), and Peter Hoyt

Staff present: Richard Katz, General Manager; Annie Hoy, Outreach/Owner Services Manager; Leslie van Gelder, Board Assistant; James Dills, Staff Council Liaison.

The meeting was called to order at 5:35 p.m. by facilitator, Erik Wallbank.

1. **Announcements:** Erik asked the Board to limit announcements to Board issues and not make personal announcements. Gwyneth Bowman announced that all Board proposals and actions will now be written on the white board and also recorded on the digital recorder. Leslie will be on vacation from October 25 to November 10 and won't be able to get Board packets out until November 11th or 12th. James Dills introduced himself as the new Staff Council Liaison to the Board. Gwyneth announced that she attended half of a training day for new employees and recommended it to all Board members. Board members can ask Richard or Sharon about them.

2. **Agenda Review:** The agenda was reviewed and amended.

3. **Owner Forum:** No owners were present

4. **Changing Board Meeting Date:** The Board agreed to change the date of their meetings to the second Thursday of each month beginning January 2008. The meeting time will be changed to 6 pm on a 3 month trial basis at that time.

5. **Setting Oct 18th Retreat Agenda:** The Board retreat will be held from 12:00 to 5:00 (tentatively) in the Community Kitchen. The following agenda items were proposed:

- a. Discuss how to coordinate the work of the Community Grants Committee, the Social Responsibility Committee, and Outreach to best meet our strategic goals.
- b. Review of the 2007 strategic plan. For the first hour and a half the Management Team will participate in the review.
- c. Discuss ways to streamline Board meetings.

6. **Setting Date for December Board Dinner:** In place of the December 12th Board meeting, the Board will have their holiday dinner together. The restaurant and time to meet will be decided at a later date.

7. Review of D&O Insurance Policy: Richard Katz stated that the policy has not changed during the past year and will renew automatically. The Board agreed to renew the policy as is.

8. Advertising and Promotions Strategy: Annie Hoy, Outreach/Owner Services Manager presented an overview of the Co-op advertising and promotion program and explained how they coordinate with the Co-op mission, vision, values, and principles. She passed out copies of her marketing plan, discussed the elements of the plan in detail, and answered questions from the Board.

9. General Manager's Report: Richard Katz answered questions regarding his report for October. He said that costs related to the deli remodel are coming in over budget, because the scope of the project has broadened to include repairs and equipment that weren't in the original plan. On the other hand, some small items included in the capital budget have not been purchased this year. Board members congratulated Richard on the successful All Staff meeting.

10. Proposal for 2008 Ballot Counting Process: Gwyneth passed out a ballot counting proposal for the 2008 elections. The Board discussed and accepted the proposal (attached).

11. Approval of 2008 Activities and Election Calendars: The Board approved the calendars with the following changes: the ballot counting date is dependent on the auditors' schedule, the date and time of Board meetings, winners of elections to be announced within 24 hours after receiving election results.

12. Board Gift Policy: Erik proposed that the Board give a \$200 in-store credit as a departure gift to outgoing board members in good standing. The Board approved the proposal.

13. Using Staff Survey as Part of General Manager Evaluation: Richard pointed out that the survey is scheduled to be done every other year, and asked what the Board would use for his evaluation on the off years? Gwyneth suggested that the Management Relations Committee draft questions to be added to the All Staff Survey relating to the GM evaluation. Guy proposed that the questions be added to the survey without coming back to the Board. The Management Relations Committee will decide if the survey needs to go out every year. The Board approved this proposal. James Dills asked if the survey could be added to an online database and guarantee privacy. He was asked to find out if that would be possible and will get back to Erik with the results.

14. Manager's Evaluation of General Manager: The Board discussed whether the form the used by the manager for evaluating the GM should be changed and decided to keep the form as it is. The Board may interview managers personally in addition to the written form if they see fit.

15. Sacramento CCMA Board Training Report: Erik, Guy, Danielle and Richard reported on their recent trip to Sacramento for board training. They were very impressed by the quality of the program, enjoyed the opportunity to exchange ideas with Board members of other co-ops and recommended the training to other Board members. Danielle will lend Gwyneth a copy of the training manual given out at the training.

16. Request for Professional Services Budget Item: Serena's request for the Social Responsibility Committee was tabled for discussion at the retreat. Serena will email her proposal to the Board before the retreat.

17. Outreach Committee Report: Peter reported that the Committee will visit the four possible sites for the 2008 Annual Meeting this coming month. Mary Shaw asked Peter to remind the Board that they can attend any cooking class for half price.

18. Review September Minutes: The minutes were reviewed, corrected, and accepted.

19. Meeting Evaluations: Done

The meeting was adjourned at 9:48.

The GM report and Committee reports are available on request.

BOARD ACTIONS:

- The Board agreed to change the date of their meetings to the second Thursday of each month beginning January 2008. The meeting time will be changed to 6 pm on a 3 month trial basis at that time.
- The Board agreed to renew Directors and Officers insurance policy.
- The Board approved a ballot-counting proposal for the 2008 elections (attached).
- The Board approved the 2008 election and activities calendars.
- The Board approved a proposal to give a \$200 in-store credit as a departure gift to outgoing board members in good standing.
- The Management Relations Committee will add questions relating to the GM evaluation to the All Staff Survey and will decide if the survey needs to go out annually.

The minutes were approved by the Board on November 14, 2007

AFC Ballot Counting Process

Proposal: Procure a bonded professional auditor to count the AFC owner ballots for our AFC Board Election.

Process: Completed ballots will be mailed or submitted to the AFC during our advertised election process and deposited in a secured locked container.

Weekly, all new ballots submitted will have their owner signature and owner number validated by our Board Assistant using a recent computer printout of all AFC owners.

After validation the ballots will be placed in a second secured locked container which is labeled "Validated Ballots".

The day following the advertised deadline for ballot submission, all remaining ballots will be validated and placed in the locked "Validated Ballots" container.

The locked "Validated Ballots" container will be transported to our procured auditor for the counting of the ballots. Our Board Development Committee will be responsible for transporting the ballots to the auditor.

After the counting of the ballots our Auditor will provide a validated report indicating the total amount of ballots received and counted, and a breakdown of the total number of votes for each board candidate. This report will be submitted to the Board Development Committee.

The Board Development Committee will immediately notify all board members and candidates of the results. In the event a candidate cannot be personally contacted during the day of the announced results it will be permissible to leave a phone voice message with the results of the election and follow up with a personal phone call at a later date.

Approved October 10, 2007