

Board of Directors Meeting

September 7, 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; Annie Hoy, Outreach/Owner Services Manager; Mark Fisher, Owner/Member.

1. Announcements: The next Board meeting will be held on Tuesday, October 5th. In November, the Board will meet on Wednesday, November 10th. Herb Heiman announced that the Product Standards Committee has asked for a Board member to sit on their committee. Gwen Bowman volunteered for the post.

2. Check In: Done.

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

4. Staff Council: Staff council was not present at the meeting.

5. Owner/Volunteer Hour Requirements: Herb Heiman announced that after researching, he found the required number of hours to qualify as an owner/volunteer is 15 hours per quarter. Diane Taudvin will be added to the discount list, and Jean Fife's participation will be renewed for a six month period.

6. Subjects for Newsletters: Board members volunteered to submit newsletter articles for the following issues:

- Nov/Dec - Erik Wallbank - subject to be determined
- Jan/Feb - Gwen Bowman -Systems theory
- Mar/Apr - Ric Sayre -Sustainability
- May/June - Herb Heiman -Owner/Membership
- July/August - Glenn Hill -Summer abundance
- Sept/Oct - Serena St. Clair - Back to school

Joe Golton will write an article about the annual Co-op financial reports and another article about the socially responsible measures.

7. Board member Recruitment Packets: Serena St. Clair and Ric Sayre presented ideas for materials to be included in a packet to be given to people interested in serving on the Board of

Directors. The Board contributed ideas for the packet. Serena and Ric will put the materials together and give them to the Board Assistant to make up the packets by next meeting. It was noted that there will be one owner/member and one staff/member position open on the Board next year.

8. Board and Election Calendars for 2005: Annie Hoy, Christina Oliver, and Richard Katz presented dates to be included in the 2005 calendars. The Board Assistant will add them to the draft calendars to be approved at the next meeting.

9. Outreach Committee: There have been two Outreach Committee meetings since the August Board meeting. Minutes of the first meeting were submitted. The second meeting was to review the Owner/Member Appreciation Day and the participation of all the Board members, which was very well received. The next Owner/Member Appreciation Day is on Saturday, October 23rd. Herb Heiman asked for Board member participation that day. Pictures of the Board members individually and as a group will be posted in the store and the staff area.

10. Provender and Board Involvement: Provender will be holding its next conference in Ashland on October 7, 8, and 9th. Annie Hoy invited the Board members to attend as much of the conference as possible. There will be many worthwhile workshops and networking opportunities with other co-op board members.

11. Financial Training: Joe Golton presented statistical figures from the Cooperative Grocers 2003 Retail Operations Survey and compared them to the AFC statistics. The Board asked Joe to give an analysis of the return on investment on the Co-op expansion as his next training.

12. Board Conflict of Interest: Herb Heiman reported that the Co-op By-laws and the Code of Ethics signed by the Board members annually covers conflict of interest issues.

13/14. Board Responsibilities and Consistency between Bylaws, job descriptions and Code of Ethics: The Board discussed inconsistencies between these three guiding documents. Herb, Gwen, Erik and other Board members who are interested will work to come up with new versions of the Board member job description and the Code of Ethics which will be consistent with the By-laws for the October meeting.

Erik talked about Board members' individual responsibilities:

- To attend meetings
- To serve on at least one committee
- To inform the President and/or Vice-President if they will miss a Board meeting
- To miss no more than two consecutive meetings or three meetings a year without Board approval
- To read materials in the Board packet

15. Board Social: A dinner for Board members will be held at Pilaf's on Wednesday, December 8th at 6:30 pm.

16. Are we a Public Corporation: According to our legal counsel, the Ashland Food Co-operative is a cooperative corporation, not a public corporation. The Board can call an executive session when it is deemed that there is cause for one.

17. General Manager Report: Richard Katz answered questions about his report for August.

18. Minutes Review: The Board reviewed, amended and accepted the August 2004 meeting minutes.

19. Finance Committee Meeting Minutes: The Finance Committee did not meet in August.

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

21. Meeting Evaluation: Done

The meeting was adjourned at 9:45 p.m. The next regularly scheduled Board meeting will be on Tuesday, October 5, 2004 at 6:30 p.m. with Erik Wallbank facilitating.

The GM report and Committee reports are available on request.

BOARD ACTIONS: (Note: There were no Board actions at the September 2004 meeting).

Minutes were amended and approved by the Board on October 5, 2004.