

# Board of Directors Meeting

September 12, 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, and Peter Hoyt

**Staff present:** Christina Oliver, Financial Manager; Annie Hoy, Outreach/Owner Services Manager; Leslie van Gelder, Board Assistant

**Absent:** Richard Katz, General Manager; Staff Council Liaison. **Guests present:** Art Bullock, Peter Silverman.

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

1. **Announcements:** Serena announced that her doctoral work was awarded the "Dissertation of the Year" by the National Council on Student Development. She also announced that her son, Aidan, had just left to assist with a "Boys to Men Initiation" in Capetown, South Africa as part of the New Warrior Project.
2. **Agenda Review:** The agenda was reviewed and amended.
3. **Owner Forum:** No owners were present.
4. **Committee Schedule of Meetings:** The Finance Committee will meet in the General Manager's office six times a year (Jan, Feb, May, August, Nov, Dec) with other meetings added as needed. The Outreach Committee will meet in the Community Kitchen the first Tuesday of every month a minimum of ten times per year. The Management Relations Committee will meet in the General Manager's office every other month on the even months, starting with October with additional meetings scheduled as needed. The Board Development Committee will meet as needed in the Community Kitchen. The Social Responsibility Committee will meet ten times a year on the Tuesday before the Board meeting from 8- 10:15 with the location to be decided. The Community Grants Committee will meet monthly in the Community Kitchen on the day of the Board meeting from 11 am to 12 pm.
5. **Finance Committee Report:** Guy Nutter asked the Board's approval to hire someone to take minutes at the Finance Committee meetings, as he is finding it burdensome to facilitate the meeting and also take notes and then transcribe them afterwards. Guy asked the Board to approve hiring Leslie van Gelder, Assistant to the Board, to take minutes at the Finance Committee meetings. The Board approved Guy's request.

Guy believes the Finance Committee is doing a great job under Richard and Christina's direction, and he feels that the Co-op is in great financial shape.

Guy would prefer that the Finance Committee have their meetings the same week as the Board meeting in order to be free to travel the other three weeks of the month. Erik reminded the Board of the need to keep reasonable time requirements for meetings in order to attract qualified prospective Board members in the future. The Board discussed the possibility of changing their meetings to Thursdays beginning January 2008 in order to give more time for all Board committees to meet and to prepare for the Board meeting in the same week of the month. The Finance Committee members present (Guy (chair), Erik, and Christina) agreed to hold their meetings the Monday before the Board meeting from 1 – 3pm. The Board will move the discussion of meeting on Thursdays to the October agenda.

**6. Updating Staff Survey:** Ric reported to the Board on his meeting with Sharon Carrigan, the Human Resources Manager. They talked about the General Manager's evaluation by staff and proposed some questions which could be used on a survey of the staff. The Board discussed the proposed questions and their relevance and usefulness to the GM evaluation process. Erik proposed that the Board no longer include the formal staff evaluation as part of the General Manager's evaluation, and instead include a few questions relating to the GM in the store-wide Staff Survey. The Board will discuss questions which could be added to the Staff Survey at the October meeting. Ric will send out a copy of the Staff Survey to the Board before then. The Board requested that the GM add his thoughts about what should be included in his evaluation in his October report to the Board. The Management Team will also discuss the GM evaluation form at their next meeting and share their thoughts with the Board.

**7. Updating Strategic Goals: Review of Progress:** Erik will send a request to each Committee head for updates on their part of the strategic plan. A full review will be done in October.

The Board agreed to appoint Danielle as the chair of the Community Grants Committee and asked Peter Hoyt to continue as Outreach Committee. Guy Nutter asked to be on the Community Grants Committee.

**8. Promotions Budget & Advertising:** Erik asked the Board to consider several questions related to promoting the Co-op: Do we need to do television advertising? Is advertising significant to our growth? Do we need management to propose a strategic plan for advertising in 2008? After discussing certain advertising and promotion decisions made for 2007, the board asked that as part of the 2008 budgeting process, Annie Hoy be able to present her advertising and promotions strategy before board members receive budget documents. The presentation will also show how the strategy fits in with other strategic organizational goals.

Christina explained to the board how the budgeting process works, when Annie Hoy's deadlines are, and the opportunity the Finance committee and full board would have to fully review the advertising and promotions budgets before approving them

Gwyneth said that she has seen some very good ads recently that the Co-op is using and requested that the Board be advised where and when they can be viewed.

Guy expressed the need to question advertising expenditures without moving into micromanagement.

**9. October 17th Owner Dinner:** Outreach will feature the Community Oven culinary program and Meal Solutions demo program by providing the food for Dinner with the Directors. Outreach Assistant Maria Katsantones has developed a menu she will prepare that is focused on local ingredients and uses recipes from the Pantry Basics cooking class and Meal Solutions recipe cards. Serena and Danielle will attend the dinner as representatives of the Board. Outreach members Charlie and Herb will help with setup and cleanup. There was a discussion of the cost of the dinners and where those costs are allocated.

**10. Web Update:** The Board wanted to know when the Board website (or wiki) will be completed. Tom Schuetz, who is working with us on the Board wiki, works for the Co-op 15 hours a week and has other tasks which he needs to do in addition to helping us. Tom will train Leslie to upload information to the wiki, which will speed up the process.

**11. Management/Board Lunch:** The lunch will be held on Thursday, October 18th at 12:00 in the Community Kitchen, with the Board Retreat immediately following.

**12. Calendar of Events for 2008:** A draft of the Calendar of Events and the Election calendar was given to the Board for their comments.

**13. Board Planning Retreat in October:** The Board proposed that a planning session be held on Thursday, October 18th from 1:30 – 6, immediately following the Management/Board lunch. The Board will research venues for the meeting and will discuss the agenda at the next Board meeting.

**14. Sacramento Board Training Update:** Richard, Guy, Danielle and Erik will be going to the Co-op Board Training workshop on Sept 28th and 29th. The Board approved a \$75 gas expense per car for two cars to be paid to Erik and Danielle after their return.

**15. Outreach Committee Report:** Peter Hoyt gave the Outreach Committee report. Herb, Charles, and Gwyneth will work at the Harvest Festival on October 20th from 12 – 4 pm.

The Committee discussed where and when to have the next Annual Meeting. We can no longer use Emigrant Lake, because there is not adequate parking. Peter proposed that the meeting be held at Briscoe School, which has handled events of up to 4,000 people a day and has adequate parking and space for serving food. Peter is researching the possibility of holding the annual meeting there the weekend of June 21st/22nd. Erik asked the Committee to consider renting the church across the street at the same time as a backup in case it rains.

Outreach Committee had several suggestions and recommendations regarding next year's Board election which the Board Development Committee will take under advisement when making a proposal to the Board about the elections.

Peter asked the Board to approve revisions of the Outreach Committee charter to change the name of the charter and to make changes to other wording. The Board approved the revised version with the addition of Section G. from the older version.

**16. Outgoing Board Member Consultation Policy:** The Board approved a policy providing paid consultation services from outgoing Board members for the month following the end of their term of office, in order to provide continuity for the Board. The Board also approved the payment of \$150 each to Herb Heiman and Joe Golton for their services in July 2007. The Board approval for this payment was originally given by a phone survey but was never formalized. Guy will discuss with the Finance Committee where to put the expense in the Board budget.

**17. Gifts:** Historically, outgoing Board members have received a two night stay on the Coast. This year, Joe and Herb received \$200 each in store credit instead. Gwyneth said that there is a Board budget item for gifts, but we need a formal policy regarding gifts for outgoing Board members. Guy proposed that the Board approve the \$400 gift expense and the Board approved the expense. The Board will address the gifts policy at the October meeting.

**18. Grants Committee:** Danielle presented the board a report of the Committee's first meeting.

**19. Review August Minutes:** The minutes were reviewed, corrected and accepted.

The meeting was adjourned at 9:06.

The GM report and Committee reports are available on request.

#### **BOARD ACTIONS:**

- The Board gave approval for the Finance Committee to hire someone to take minutes at their meetings.
- The Board approved the revisions to the Outreach Committee charter (attached).
- The Board approved a policy providing paid consultation services from outgoing Board members for the month following the end of their term of office.
- The Board also approved the payment of \$150 each to Herb Heiman and Joe Golton for their services in July 2007.
- The Board approved gifts of \$200 each of in-store credit to Herb Heiman and Joe Golton.

The minutes were approved by the Board on October 10, 2007.