



**ASHLAND  
FOOD CO+OP**  
— BOARD OF DIRECTORS —

**Board Meeting Minutes**

August 9, 2017

**APPROVED**

**Prsent::** Gwyneth Bowman, Aaron Jarvi, Joanie Kintscher, Gary Einhorn, Julie O'Dwyer, Ed Claassen, Jeff Golden, Charlie Douglass. **Others present:** Emile Amarotico, General Manager, Jon Lange, Guest. **Attending Via Conference Phone:** Abby Lazerow, Board Administrator.

Facilitator: Gwyneth Bowman      Timekeeper: Gary Einhorn

	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	<b>Positive Affirmation</b>	<ul style="list-style-type: none"><li>Charlie Douglass led the positive affirmation.</li></ul>	
2.	<b>Owners Forum</b>	<ul style="list-style-type: none"><li>There were no owners present.</li></ul>	
3.	<b>Announcements and Opportunities</b>	<ul style="list-style-type: none"><li>The Co-op Anniversary party is September 30.</li><li>The employee fall assembly will be held on October 30 and November 1. All Directors are invited to attend.</li><li>A recent article about the Ashland Emergency Food bank mentioned cooperation, community and the Co-op.</li></ul>	
4.	<b>Agenda Review</b>	<ul style="list-style-type: none"><li>Done.</li><li>Charlie added a discussion about communication devices to the Finance Report.</li></ul>	
5.	<b>Consent Agenda:</b>	<p>The following Consent Agenda documents were approved:</p> <ul style="list-style-type: none"><li>June 14, 2017 Board Meeting Minutes</li><li>June 14, 2017 Executive Session Minutes</li><li>Board Finance Report, 2017</li><li>AFC Board President Job Description, Revised 7-2017</li><li>AFC Board President Manual, Revised 7-2017</li><li>AFC Board Vice-President Job Description, Revised, 7-2017</li><li>AFC Board Secretary Job Description, Revised 7-2017</li><li>AFC Board Treasurer Job Description, Revised 7-2017</li><li>Community Grants Committee Annual Report, 2016-2017</li></ul>	<p>The Board of Directors unanimously approved the August Consent Agenda.</p>



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		<ul style="list-style-type: none"> <li>• Executive Committee Annual Report, 2016-2017</li> <li>• BDC Annual Report, 2016-2017</li> <li>• Finance Committee Annual Report, 2016-2107</li> </ul>	
6.	<b>Welcome New Director Aaron Jarvi; Farewell to Joanie Kintscher</b>	<ul style="list-style-type: none"> <li>• On June 18, the Board of Directors voted by mail to approve the appointment of Aaron Jarvi as Board Director for a one-year term, effective July 1, 2017. The Board also voted by mail to approve Joanie Kintscher's continuation on the Board until September 1 to support Aaron's orientation to the Board.</li> <li>• The Board welcomed new Director Aaron Jarvi to the Board.</li> <li>• The Board thanked Joanie for her long service to the Board of Directors.</li> </ul>	
7.	<b>Secretary of External Relations Position</b>	<ul style="list-style-type: none"> <li>• A Director had unexpectedly stepped down from the Secretary of External Relations position last year, and the Executive Committee terminated the position in November 2016, absorbing the work of the position into the work of the Executive Committee.</li> <li>• The Director requested reinstating the position in mid-July and expressed new interest in the position. Involvement in Rogue Co-ops, CCMA, legislation and national and regional issues is needed.</li> <li>• Some Directors thought external relations could be a committee position, rather than a Board officer position. Others thought that the carrying out the SER duties as a Board officer would have more influence in the community.</li> <li>• One Director was concerned about the costs of adding another officer position.</li> <li>• Directors were in agreement that if the position were reinstated, the SER would not be a member of the Executive Committee and would attend Executive Committee meetings only as needed. The SER would also report monthly to the Board.</li> <li>• 5 Directors were in favor of reinstating the position and 3 Directors abstained.</li> <li>• The Board will elect the person who will assume the SER position in September.</li> </ul>	
8.	<b>Board Officer Elections</b>	<ul style="list-style-type: none"> <li>• The following Board officers were unanimously approved: Ed Claassen, Board President; Gwyneth Bowman, Vice President; Gary Einhorn, Board Secretary; Charlie Douglass, Board Treasurer</li> </ul>	



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9.	<b>Board Committee Selection</b>	<ul style="list-style-type: none"> <li>• The Board selected members of the Board standing committees.</li> <li>• The President and Vice President will discuss the chairing of the Executive Committee and the list will be finalized at the September meeting.</li> <li>• Directors signed up for Board meeting facilitation and time keeping for 2017-2018.</li> </ul>	
10.	<b>Virtual Annual Meeting Update and Assignments</b>	<ul style="list-style-type: none"> <li>• This year the Co-op annual meeting will be a virtual, online meeting. The meeting will be held on October 25 from 6 to 8 p.m.</li> <li>• The Virtual Annual Meeting team has been meeting regularly. A draft agenda was created and responsibilities are being assigned to Board Directors.</li> <li>• A small number of owners may attend the meeting in person at the Co-op classroom. Refreshments will be served.</li> <li>• The agenda will include introduction of the Board President, Directors and Board Officers, presentations about strategic initiatives, finances, and future owner engagement forums and opportunities. There will also be a live Q &amp; A session.</li> <li>• The team will conduct several trial runs to make sure everything is working seamlessly.</li> <li>• Owners will be able to view the annual meeting video on the Co-op website.</li> </ul>	
11.	<b>Meeting Break</b>	<b>A ten-minute break was taken.</b>	
12.	<b>Owner Engagement Ideas</b>	<ul style="list-style-type: none"> <li>• The new chair of the Owner Engagement Committee would like the OEC to focus on a vibrant and annual ownership drive. New members are the most active.</li> <li>• Owner forums could include patronage dividends and Co-op finances.</li> <li>• The OEC could find ways to work with operations to emphasize all of the benefits of ownership, including gift cards, discounts, and health and beauty discounts.</li> <li>• Owners are not aware about how the Co-op supports other cooperative startups and new co-ops. The Co-op is a strong organization and a centerpiece of Ashland, not just a grocery store. The Co-op could be a place for community conversations on topics such as housing, homelessness, parks, water and climate change.</li> </ul>	
13.	<b>Finance Committee Report</b>	<ul style="list-style-type: none"> <li>• Sales are down 3%, but margins are where they should be. Wage and benefit expenses are higher than predicted.</li> <li>• The GM will examine costs that can be controlled. It may be necessary to postpone some projects until the following year.</li> </ul>	The Board agreed the Executive Committee



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		<ul style="list-style-type: none"> <li>• Other ways to maximize revenue include another location, a Co-op line of products, a bakery and restaurant, food delivery, and meal prep delivery.</li> <li>• Next year's patronage dividend may be minimal because of negative revenues.</li> <li>• The Board Treasurer had questions about the Board computer policy. The Executive Committee agreed to discuss the issue September.</li> </ul>	review the computer policy.
14.	<p><b>Update on Juvenile Shoplifters; Update on Bike Discount Program</b></p>	<ul style="list-style-type: none"> <li>• The Y-Step program has been used once since April. There was one youth offender in the past six months, but the youth moved out of the area and did not take advantage of the program.</li> <li>• The Co-op is participating in a national biking program, offering a 5% discount to shoppers who purchase a sticker for their bike helmets. The Medford Food Co-op and a number of bike shops have also joined this program. Although some walkers have complained that they did not also receive a discount, the program is targeted at people who live 1-3 miles from the Co-op to encourage biking and to relieve parking pressures for others who must drive.</li> </ul>	
15.	<p><b>GM Report</b></p>	<ul style="list-style-type: none"> <li>• More owners are redeeming their coupons at the cash register.</li> <li>• The Finance Committee has been assessing other banks as an alternative to Wells Fargo, but so far those banks are not ready to provide the complex services needed. The Board agreed to inform owners about the process the Co-op is taking to investigate new banking services.</li> <li>• The Employee Fall Assembly will be held on October 30 and November 1.</li> <li>• The employee smoking area may be moved to a less trafficked location.</li> <li>• The Deli manager's office will be moved soon to allow for increased employee accessibility.</li> <li>• Emile will be in LA August 28-29 to participate in the new NCG GM training series. Emile will also be out of town for the September 2017 Board of Directors meeting. Barry Haynes, Produce Manager is scheduled to attend in Emile's absence.</li> <li>• A team is developing a PR crisis and response plan if urgent communication was ever needed. The Board recommended the President be the Board representative on the team.</li> <li>• The GM will provide updates about the progress of his goals and target deadlines for a store manager position at the October Board meeting.</li> </ul>	



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		The meeting was adjourned at 8:05 p.m.	
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