



Board Meeting Minutes

September 13, 2017

APPROVED

Present: Gwyneth Bowman, Aaron Jarvi, Gary Einhorn, Julie O'Dwyer, Ed Claassen, Jeff Golden, Charlie Douglass. **Others present:** Barry Haynes, Produce Manager; Abby Lazerow, Board Administrator, Jon Lange, Facilitator. **Absent:** Emile Amarotico, General Manager.

Facilitator: Gary Einhorn Timekeeper: Aaron Jarvi

The meeting was called to order at 6:06 p.m.

	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	Positive Affirmation	<ul style="list-style-type: none"> Ed Claassen gave the positive affirmation. 	
2.	Announcements and Opportunities	<ul style="list-style-type: none"> The 45th Anniversary Celebration will be held on Saturday, September 30 from 12 to 4 p.m. in the Umpqua Bank parking lot. The Virtual Annual Meeting will be held on Wednesday, October 25 at 6 p.m. Owners may attend in the Co-op classroom or participate at home using their computer or mobile device. 	
3.	Agenda Review	<ul style="list-style-type: none"> The Newsletter Article Schedule was removed from the Consent Agenda. 	Done.
4.	Consent Agenda:	<p>The following Consent Agenda Documents were approved:</p> <ul style="list-style-type: none"> August 9, 2017 Board Meeting Minutes August 9, 2017 Executive Session Minutes Board Finance Report, June 2017 Board Committee List, 2017-2018 Positive Affirmation Calendar, 2017-2018 Board Meeting Facilitator List, 2017-2018 	The Consent Agenda documents were unanimously approved.
5.	Board Retreat	<ul style="list-style-type: none"> The BDC is looking for a location for the October Board retreat. Facilitator Jon Lange will interview Board Directors, the GM and 	



ASHLAND FOOD CO+OP

— BOARD OF DIRECTORS —

		the Board Administrator in the coming week. He will develop an agenda based on the interviews. The BDC will share the agenda with the Board before it is finalized.	
6.	Board Secretary Position and Appointment of Board Director to Secretary of External Relations Position	<ul style="list-style-type: none">• Traditionally the Board Secretary chairs one significant Board standing committee. That requirement was modified last year. Currently a non-officer is chairing two committees• The Board discussed whether the Board Secretary must chair at least one significant committee. Board officers take a leadership role in each committee's direction.• The Board unanimously agreed that the Board Secretary must chair at least one significant standing Board committee.• Julie O'Dwyer was willing to serve as Board Secretary. The Board unanimously agreed that Julie would take this position.• Jeff Golden had submitted an application for the position of Secretary of External Relations. Six directors were in favor of his serving in this position, with one abstention.• Jeff and Ed agreed to discuss the appropriate committee for the Secretary of External Relations to chair and bring their ideas back to the Board.	<p>The Board unanimously agreed that the Board Secretary must chair at least one significant Board standing committee.</p> <p>The Board approved Julie O'Dwyer as Board Secretary and Jeff Golden as Secretary of External Relations.</p>
7.	Co-op 45th Anniversary Party, Board Table	<ul style="list-style-type: none">• The Board will host the cake table at the Co-op 45th Anniversary party, greeting owners and cutting and serving cake.• There will be a place by the cake table where owners may write questions for the Board, which will be answered at the October 25, 2017 Virtual Annual meeting.	
8.	Virtual Annual Meeting Update	<ul style="list-style-type: none">• The Virtual Annual meeting team is working on content for the event. Presentations will include Strategic Planning, Co-op Finances and Owner Engagement.• During the Q & A section, the Board will answer live questions from owners, as well as questions submitted by owners at the Anniversary Party.	



ASHLAND FOOD CO+OP

— BOARD OF DIRECTORS —

9.	Authorization for Mel Geddes and Emile Amarotico to Conduct Transactions with Primary Financial	<ul style="list-style-type: none">The Board unanimously agreed to authorize Finance Manager Mel Geddes and GM Emile Amarotico to conduct transactions with Primary Financial.	Authorization was unanimously approved.
10.	Finance Committee Report; Patronage Dividend	<ul style="list-style-type: none">Sales continue to be down 3.3%.Produce has had positive growth over the past few months.There were some costs in 2017 that had not been budgeted, including rent on 222A Street. Additionally, the cost of employee benefits have been higher than budgeted.Member sales are steady. 76.78% of sales are from members.The Finance Committee is working on next year's budget. The Board should inform Charlie of any projected expenses for 2018.The Patronage Dividend is based on available funds above and beyond operating costs. Negatives in expenses and sales may take away from the 2018 dividend.	
11.	Board Computer Policy Update	<ul style="list-style-type: none">Board Directors receive computers during their term. Some Board Directors prefer to use Apple computers. However, the AFC IT Department does not support Apple products.To accommodate Directors who want to use Apple products, the Board computer policy was amended to include a provision that Directors with an Apple computer must purchase an Apple Care plan and maintain the computer. The computer cannot be returned to the IT Department.The Board unanimously approved the changes to the Board Communication Device document.	The Board unanimously approved the changes to the Board Communication Device document
12.	GM Report	<ul style="list-style-type: none">GM Emile Amarotico was attending the NCG conference in Minneapolis. Manager Barry Haynes presented the GM Report.The cost of food at the hot and cold bar will be raised to	



ASHLAND FOOD CO+OP

— BOARD OF DIRECTORS —

		<p>\$10.95/pound. Members of the Board asked to communicate the reasons for the increase to owners and shoppers.</p> <ul style="list-style-type: none">• The discount stacking policy was updated. The discount will be applied to the gross amount.• Mel will research and provide information to the Board about the costs of discounts.• Members of the Board and MT recently met with Wells Fargo Bank representatives.• The Employee Fall Assembly will be held on October 30 and November 1, from 10:00 to 11:30 a.m. and 1-2:30 p.m.	
13.	Owners Forum	<ul style="list-style-type: none">• Owner Al Karger asked questions about sales and the Virtual Annual Meeting.• The Board appreciated Al's regular attendance.	

The meeting was adjourned at 8 p.m.