



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

Board Meeting Minutes
Wednesday, April 11, 2018
APPROVED

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

Facilitator: Ed Claassen Timekeeper: Julie O'Dwyer

The meeting was called to order at 6:00 p.m.

	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	Positive Affirmation	<ul style="list-style-type: none">Aaron Jarvi led the positive affirmation.	
2.	Owners Forum	<ul style="list-style-type: none">Owner Deborah Wilson would like the Deli to carry more than one plant-based meal and use unfermented soy products. She offered to provide more material about what she perceives to be the negative effects of all oils.	
3.	Announcements and Opportunities	<ul style="list-style-type: none">Board officer annual reports have been submitted.The Owners Forum will be held April 18 at 6 p.m. in the Co-op classroom.The Virtual Annual Meeting will be held on May 2 at 6 p.m. in the Co-op classroom.The Ashland Film Festival begins Thursday.	
4.	Agenda Review	<ul style="list-style-type: none">Done.There will be two new Board Directors in July. Gwyneth volunteered to be a mentor to a Board Director; another mentor is still needed.	
5.	Consent Agenda	Consent Agenda: <ul style="list-style-type: none">Board Meeting Minutes, March 14, 2018Executive Session Minutes, March 14, 2018Board Finance Report, February 2018	<ul style="list-style-type: none">The Board unanimously approved the consent agenda documents.
6.	Owners Forum Planning	<ul style="list-style-type: none">An Owners Forum will be held on April 18.The Finance Manager will discuss patronage dividends and what other discounts are available to owners. The Board Treasurer will provide a statement about how the	

		<p>Board determines the patronage dividend and will describe to owners where a dollar goes for the Co-op.</p> <ul style="list-style-type: none"> • A roundtable about benefits, what works and what does not, will also be held. • RSVP's to the event are low. The Board was asked to personally invite as many owners to attend as possible. • The Owners Forum agenda will be sent to the Board. 	
7.	Annual Meeting Planning	<ul style="list-style-type: none"> • The Annual Meeting will be split into a two-part meeting. The Board had originally planned to post only a PowerPoint presentation, followed by a roundtable discussion several months later. However, the marketing team advertised the event stating there would be a live meeting on May 2. • If the annual report is ready, it could be available to all attendees. Julie will contact Annie to determine the availability of the annual report. • The Board agreed the online portion on May 2 will be just the PowerPoint and there will be a roundtable Owners Forum to be recorded as a follow-up meeting, date TBD. 	
8.	Finance Report	<ul style="list-style-type: none"> • An audit was required this year because there was a new Finance Manager. The audit was laudatory and concluded all practices were normal and well run. • The Co-op is healthy financially. The GM can take on a CEO position now that there will be a Store Manager. • The FC did an excellent job in his first year. 	
9.	Patronage Dividend Proposal	<ul style="list-style-type: none"> • The Board Treasurer requested a recommendation on the patronage dividend ratio. • He presented a breakdown of the 50/50 split and the 60/40 split. There was a relatively small difference in the dividend between the two ratios, but there was a large savings for the Co-op for investment with the 60/40 split. • The GM had recommended a 50/50 split. • The Board discussed the two options. • The Treasurer recommended a 60/40 split. Five directors were in favor, with one standing aside. • The director standing aside expressed disappointment that a decision was made before pertinent information could be made available to owners. 	<ul style="list-style-type: none"> • The Board agreed to do a 60/40 split on the Patronage Dividend.
10.	GM Report	<ul style="list-style-type: none"> • Store Manager Barry Haynes gave the GM Report. Emile was away attending the NCG Spring Meeting. • Labor expenses are increasing due to the \$.50/hour employee raise. Next year there will be a \$.75 cent raise. • The Sustainability Coordinator position has not yet been posted. • Plastic is being collected again. The Co-op is investigating charging for produce bags or offering reusable produce bags. • The employee Spring Assembly will be held soon, with 5 sessions over 3 days. • Chris Harding led a good leadership development session for managers. • A director requested removing the words " Safeway effect" from reports and 	

		<p>replacing it with “competitor effect.”</p> <ul style="list-style-type: none"> • April sales are not yet positive. An early Easter had a negative impact thus far. • Abby, Annie, Ed, Jeff, Kelly, Lynn and Emile will attend CCMA. Annie, Ed, Jeff and Emile will present at the meeting. • The Co-op has been looking into distributing patronage distributions electronically. The requirement is that every owner is contacted about this change and confirms receipt of this information. This year checks will be printed again. 	
11.	Forwarding of Board Candidates	<ul style="list-style-type: none"> • The nominating committee forwarded the Board candidacy of Mira Wonderwheel, Dean Williamson and Trine Ostergaard. • The Board unanimously accepted the candidacy slate. 	<ul style="list-style-type: none"> • The Board unanimously forwarded the three candidates.
12.	Owners Forum	<ul style="list-style-type: none"> • Owner Al Karger suggested owners should be given a “carrot” in return for accepting the patronage dividend of 60/40. He also expressed concerns about the trash epidemic. He takes everything to a transfer station and wants to be able to recycle milk cartons and other plastics from the Co-op. 	

The meeting was adjourned at 7:30 p.m. Minutes were prepared by Aaron Jarvi and Abby Lazerow.