



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

**Board Meeting Minutes
August 8, 2018
APPROVED**

Present: Gwyneth Bowman, Julie O'Dwyer, Ed Claassen, Jeff Golden, Charlie Douglass, Dean Williamson, Mira Wonderwheel, Trine Ostergaard. **Others present:** Emile Amarotico, General Manager. **Attending by conference phone:** Abby Lazerow, Board Administrator.

Facilitator: Ed Claassen Timekeeper: Jeff Golden

	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	Positive Affirmation	<ul style="list-style-type: none"> • Jeff Golden led the positive affirmation. 	
2.	Owners Forum	<ul style="list-style-type: none"> • Rebecca Torpie, interim Co-op Marketing Manager, attended the meeting. 	
3.	Announcements and Opportunities	<ul style="list-style-type: none"> • The Board retreat will held on October 6, from 9 to 1. Location TBA. • The Beer with the Board owner social event will be held on Wednesday, September 26. • The Employee Fall Assembly will be held on October 22, 23 and 25. Directors should RSVP to Emile. • Ed presented a gift certificate of appreciation to outgoing director Charlie Douglass. The Board also appreciated Gary's Einhorn's many years of service. 	
4.	Agenda Review	<ul style="list-style-type: none"> • Done. 	
5.	Results, Vote by Mail	<ul style="list-style-type: none"> • On July 26 the Board of Directors unanimously voted to approve the process for voting for the chairs of the Board committees at the August Board meeting with an open vote with the majority winning. • On July 25 the Board of Directors unanimously voted to approve the appointment of Mira Wonderwheel to fill the remainder of the term of the AFC Board position vacated by Gary Einhorn. 	Read into the minutes.
6.	Welcome New Directors Dean Williamson, Trine Ostergaard and Mira	<ul style="list-style-type: none"> • The Board expressed a heartfelt welcome to the outstanding group of new directors. They have already begun actively serving on Board committees. • The BDC did an excellent job attracting good candidates. • Gwyneth and Abby's orientation process was appreciated. 	

	Wonderwheel	<ul style="list-style-type: none"> Julie volunteered to be Mira's mentor. 	
7.	Board Secretary Job Description	<ul style="list-style-type: none"> The Board discussed the Board Secretary job description included in the Consent Agenda. The responsibility for the annual meeting will be with the Board President and the OEC. The document should more clearly delineate the responsibilities of the Board Secretary and the Board Administrator. The Secretary and Administrator will work on document revisions. Job descriptions and committee goals, charters and manuals need to be reviewed and updated annually. 	
8.	Consent Agenda	<p>The following Consent Agenda items were approved:</p> <ul style="list-style-type: none"> Board Meeting Minutes, June 13, 2018 Board Finance Report, May 2018 Board Finance Report, June 2018 Board Secretary Job Description, Revised August 2018 Board of Directors Job Description, Revised July 2018 	The Board unanimously approved the Consent Agenda.
9.	Board Officer Elections	<ul style="list-style-type: none"> The Board approved the slate of Board officers: Ed Claassen, Board President; Gwyneth Bowman, Vice-President; Trine Ostergaard, Board Secretary; Jeff Golden, Board Secretary for External Relations; Dean Williamson, Board Treasurer. One director requested eliminating the Secretary for External Relations position and only having an External Relations Committee. The Board President requested the BDC consider the SER position when they are making recommendations for the size of the Board. Six directors approved the slate of officers and one abstained. 	Six directors approved the slate of officers and one abstained.
10.	Board Committee Chair Elections	<ul style="list-style-type: none"> The Board approved the slate of Board Committee chairs. Executive Committee – Gwyneth Bowman Finance Committee – Dean Williamson Board Development Committee – Julie O'Dwyer Owner Engagement Committee – Trine Ostergaard External Relations Committee – Jeff Golden Ed and Emile will co-chair the Strategic Planning Steering Committee. The Real Estate and Space Initiative teams are ad hoc committees. 	The Board approved the slate of Board Committee chairs.
11.	Board Committee Selection	<ul style="list-style-type: none"> Board directors discussed which committees they wished to join. Executive Committee: Gwyneth, Ed, Abby, Emile and Dean; optional for Board Secretary to attend. Finance Committee: Dean, Ed, Financial Manager, GM, two rotating non-voting members from MT (Steve Davidson and Sharon Van Duker), and Larry Cooper (owner volunteer with a two year term). BDC: Julie, Abby, Dean and Mira, Marketing Manager or GM. 	

		<ul style="list-style-type: none"> • OEC: Trine, Abby, Gwyneth, Marketing Manager, front end employee representative. • External Relations: Jeff, Mira, owner representatives Steve Bowman, and Annie Hoy; Ann Carter, MFC; representatives from Grange Co-op, RFCU, and SOREDI. • SPSC: Emile and Ed, co-chairs, Gwyneth, possibly Trine and Julie in the future. • Ad hoc Real Estate – Ed, Emile and owner representatives Richard Katz, Steve Sendar and Tom Bradley. • An ad hoc development and project committee may be needed soon. • A director asked that all directors be invited to attend planning meetings with architects. It would also be helpful to have a point person for the Board to contact with questions. 	
12.	MEETING BREAK	<ul style="list-style-type: none"> • A five-minute break was taken. 	
13.	Code of Ethics Document	<ul style="list-style-type: none"> • The Board Code of Ethics document was recently revised with change that Board directors current and past agreed to keep confidential matters confidential after leaving the Board. • A director asked for clarity about speaking with one voice and found the policy restrictive. • The GM noted all productive co-op boards speak with one voice. There is power in collective wisdom and collaboration. The Board can take its time and express dissenting opinions while trying to reach consensus. If a director strongly disagrees, they have the option to block an action. • Board unanimously agreed to accept the revisions to the Code of Ethics statement. The Board President and the facilitator will identify confidential subjects for the Board. Personnel issues are always confidential. 	Board unanimously agreed to accept the revisions to the Code of Ethics statement. The Board President and the facilitator will identify confidential subjects for the Board.
14.	Finance Report	<ul style="list-style-type: none"> • The GM has been doing a good job controlling labor costs and recently there have been lower benefit expenses compared to labor costs. • Sales look good and margins are strong. However, sales at the end of July were down community-wide due to the smoke. The impact of summer fires must be budgeted for in the future. • Health care costs cannot be easily managed. The Co-op has a self-funded plan and health care costs depend on what health services employees may need. Traditional plans would be 20% higher than what the Co-op is currently paying. • There may be a shared insurance pool through NCG in the future. 	
15.	GM Report	<ul style="list-style-type: none"> • Labor expenses were \$30,000 less than costs last year. • The GM is working with the MT to mitigate the impact of sales losses from smoke • The 5-year pro forma will be ready for the Board after review by the Finance Committee. 	

		<ul style="list-style-type: none"> • July sales were initially high but lower sales due to smoke has significantly impacted the store. • Next year some small changes will be negotiated in the two to three year AFCEA agreement. • The recent farm tour was brilliant and it paid off to have people drive themselves rather than one bus limit to transport people. Barry has gone from tremendous produce manager and a peer among his equals to taking strong leadership as Store Manager. The GM has not heard of any issues or problems from the MT, other than that the SM is working too many hours. Barry has also been assisting department managers with their projects. • The Deli is considering purchasing a gluten-free bread recipe and equipment; a local producer would offer expertise and supervision to make the recipe work in our facility. • A director asked to utilize the A-Street food production space to the utmost. It is important to create more Co-op value-added products. 	
16.	New Business	<ul style="list-style-type: none"> • The External Relations committee has been considering how the Co-op can become more accessible and inclusive to the community. A recent meeting with the Racial Equality Coalition offered many ideas, including nametags that identify if an employee speaks Spanish, expanding the Hispanic food isle, offering classes in Spanish and partnering with La Clinica and Walker Elementary School, the most diverse school in Ashland. The owner packet could also be translated into Spanish. 	
17.	Action Items	<ul style="list-style-type: none"> • The Board approved the Board officer slate. • The Board approved the Board committee chairs. • The Board approved the Board committee members. • Board unanimously agreed to accept the code of ethics statement. 	
		<p>The meeting was adjourned at 8:12 p.m.</p> <p>Minutes were recorded by Abby Lazerow, Board Administrator.</p>	