



**Board Meeting Minutes**  
 Wednesday, April 10, 2019  
 APPROVED

**Present:** Gwyneth Bowman, Julie O'Dwyer, Charlie Douglass, Ed Claassen, Mira Wonderwheel, Trine Ostergaard, Stephen Bowman. **Others present:** Barry Haynes, Store Manager, Abby Lazerow, Board Administrator. **Absent:** Emile Amarotico.

Facilitator: Gwyneth Bowman Timekeeper: Mira Wonderwheel.

	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	<b>Positive Affirmation</b>	<ul style="list-style-type: none"> <li>Julie O'Dwyer led the Positive Affirmation.</li> </ul>	
2.	<b>Owners Forum</b>	<ul style="list-style-type: none"> <li>Owners Lisa Beam and Steve Maryanoff attended the meeting.</li> <li>Steve Maryanoff suggested the Co-op acquire an electric vehicle and use it for the business or create a sustainable delivery service. The Board President noted one of our priority initiatives for 2019 is investigating online ordering, pick-up and/or delivery of groceries.</li> </ul>	
3.	<b>Announcements and Opportunities:</b>	<ul style="list-style-type: none"> <li>The Grants Awards event is Wednesday, May 22, from 5-7 p.m. at the Ashland Hills Resort.</li> <li>Board elections begin on Thursday, May 23 and end on June 13.</li> <li>The Co-op will have a booth at Earth Day on April 20 and 2 board members will volunteer</li> <li>The Board/MT Strategic Planning meetings will be held on April 25 and May 15.</li> </ul>	
4.	<b>Agenda Review</b>	<ul style="list-style-type: none"> <li>The Board Attendance Policy was pulled from the Consent Agenda and will be discussed at the May Executive Committee meeting.</li> <li>The AFC Gives Charter was pulled from the Consent Agenda to discuss some revisions.</li> <li>Some small revisions were made to the Board Terms of Office Policy.</li> </ul>	Done.
5.	<b>Review of AFC Gives Charter and Manual</b>	<ul style="list-style-type: none"> <li>The word "financial " was removed from the AFC Gives Charter and Manual.</li> <li>The Board asked the AFC Gives Committee to provide a concise annual report, in addition to the monthly meeting minutes.</li> </ul>	

		<ul style="list-style-type: none"> <li>The AFC Gives Charter and Manual were forwarded to the Consent Agenda, with the revisions approved by the Board.</li> </ul>	
6.	<b>Consent Agenda:</b>	<p>The following Consent Agenda items were approved:</p> <ul style="list-style-type: none"> <li>Board Meeting Minutes, March 13, 2019</li> <li>Executive Session Minutes, March 13, 2019</li> <li>Board Finance Report, February 2019</li> <li>Board Terms of Office Policy, Revised March 2019</li> <li>Board Food and Discount Policy, Revised March 2019</li> <li>AFC GIVES Charter, April 2019</li> <li>AFC GIVES Manual, April 2019</li> </ul>	
7.	<b>Elections Update</b>	<ul style="list-style-type: none"> <li>There are seven strong Board candidates this year.</li> <li>Election ballots will be available online on May 23. Elections will close on June 13.</li> <li>Owners will also be asked to vote on three bylaw revisions.</li> </ul>	
8.	<b>Monthly Review of Status of Board Goals</b>	<p>The Board reviewed the status of their annual goals.</p> <ul style="list-style-type: none"> <li>Space issues: Ongoing meetings are occurring with key players.</li> <li>Updating strategic plan: Joint meeting of the Board and MT are scheduled for April and May.</li> <li>BDC recommendations for optimal number of directors and change in stipend/benefits: A Bylaw change concerning Board compensation will be proposed to owners. The BDC will discuss recommendations for the optimal number of directors at their May meeting.</li> <li>Interface with Marketing and Education Department: The Board is developing a strong relationship with the Marketing and Education Department.</li> <li>AFC Gives Program: The 2019 grants process will be completed in May. In the summer the AFC Gives Committee will explore options for building a foundation and creating a round-up program.</li> <li>Diversity, equity and inclusion: The Board is forming an ad-hoc committee to draft a diversity statement.</li> <li>Impact of changing climate: The Co-op can no longer collect the plastic clamshells. The new sustainability coordinator is very effective in her position.</li> </ul>	
9.	<b>Board Finance Report</b>	<ul style="list-style-type: none"> <li>February sales were 2.4% better than last year. Year to date, sales are 2.8% above last year. March trends were positive and April started off very well.</li> <li>The Co-op is in excellent financial shape. AFC distributes more patronage dividends than most of its peers.</li> </ul>	
10.	<b>2018 Patronage Dividend</b>	<ul style="list-style-type: none"> <li>The Finance Committee initially recommended a 40-60 split patronage dividend.</li> <li>Directors had concerns that a substantial capital investment may be needed soon. Possibly a 20-80 split will be required for the next ten years.</li> <li>The Co-op has been retaining 50% for many years. Many co-ops feel fortunate to give out the minimum required 20% to owners and co-ops that do not achieve a positive net profit from owner sales do not give out any dividends.</li> </ul>	The Board unanimously agreed to a 30-70 patronage dividend split.

		<ul style="list-style-type: none"> <li>• The patronage dividend should be a reflection of the struggles and successes AFC had in 2018. The fire season had a significant impact in 2018. It is important owners know they share in the investment in their Co-op.</li> <li>• The Board President proposed the Board agree to the distribution of the patronage dividend, with 30% distributed and 70% retained.</li> <li>• The Board unanimously agreed to a 30-70 patronage dividend split.</li> </ul>	
11.	<b>GM Report</b>	<ul style="list-style-type: none"> <li>• The GM is attending the NCG conference in San Diego. Barry Haynes reviewed the GM Report.</li> <li>• Christopher Harding recently met with the MT to discuss three incidents where female shoppers felt threatened by male shoppers. He offered resources and staff training for providing a safe environment. Signage will be put in the restrooms, letting customers know if anyone makes them feel uncomfortable to speak to someone at Information Desk or speak to an employee.</li> <li>• Owners made up 83.5% of sales in February.</li> <li>• The GM, Store Manager, Marketing, Specialties and Deli Managers held their first meeting to develop a private label strategy. House made products will be organic and Oregon Tilth certified.</li> <li>• Some private label products will be launched soon. Private label supplements and tinctures were recently rebranded.</li> <li>• Ongoing research is being conducted about E-commerce and delivery services.</li> <li>• A smoke response is being developed. Key areas of focus are education, information, limited delivery service, promotion of AFC ready to eat foods and improved air quality in the store.</li> <li>• The recent plant sale doubled the sales of vegetable starts for those 3 days.</li> <li>• The Deli team did a fantastic job manually hand washing dishes during the two day gas outage to keep food being served in the Deli.</li> </ul>	
12.	<b>Proposed Bylaw Change</b>	<ul style="list-style-type: none"> <li>• The Board agreed on some bylaw change proposals. The attorney reworded one of the bylaws for clarity.</li> <li>• The Board discussed a potential bylaw change about individual and household ownership, but did not forward a proposal at this time.</li> </ul>	

*The meeting was adjourned at 7:55 p.m. Minutes were prepared by Abby Lazerow, Board Administrator.*