



Board of Directors Meeting Minutes
 March 13, 2019
APPROVED

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

Facilitator: Mira Wonderwheel

Timekeeper: Gwyneth Bowman

The meeting was called to order at 6:02 p.m. by Mira Wonderwheel.

	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	Positive Affirmation	<ul style="list-style-type: none"> Gwyneth Bowman led the positive affirmation 	
2.	Owners Forum	<ul style="list-style-type: none"> Owners Ray Barry, Al Karger and Dan Maymar attended the meeting. 	
3.	Announcements and Opportunities:	<ul style="list-style-type: none"> The strategic planning meeting will be held on April 25. Candidate information night is March 20. Emile will be at the NCG Spring meeting in April; Barry will attend the April Board meeting. Ed will be out of town and will attend the April meeting by phone. 	
4.	Resignation of Dean Williamson; Proposal to Fill Director Vacancy	<ul style="list-style-type: none"> Ed Claassen proposed the Board accept the resignation of Dean Williamson as Board Director and Board Treasurer, effective February 2019. Dean had to move out of state for family reasons. The Board unanimously accepted his resignation. Ed Claassen proposed appointing Charlie Douglass to fill Dean's position until the end of June. Charlie has previous experience on this Board and has served as Board Treasurer. The Board unanimously agreed to appoint Charlie Douglass as Board Director. Ed Claassen proposed appointing Charlie Douglass as Board Treasurer. The Board unanimously agreed to appoint Charlie Douglass as Treasurer. 	<p>The Board unanimously accepted Dean Williamson's resignation.</p> <p>The Board unanimously agreed to appoint Charlie Douglass as Board Director.</p> <p>The Board unanimously</p>

			agreed to appoint Charlie Douglass as Treasurer.
5.	Owner Volunteer for External Relations Committee	<ul style="list-style-type: none"> • Steve Bowman proposed to appoint Annie Hoy as the owner volunteer of the External Relations Committee and to receive the 10% owner volunteer discount. She has been active since September 2018 and is vital to the work on this committee. • The Board unanimously approved this proposal. One director abstained because there was not an opportunity for other people to potentially apply. • The ERC will consider new owner volunteers in September. 	The Board unanimously approved the appointment of Annie Hoy as owner volunteer and to receive the 10% owner volunteer discount..
6.	Agenda Review	<ul style="list-style-type: none"> • The Board Terms of Office policy, The Board Food and Discount Policy and the Board Attendance Policy were removed from the March consent agenda and will be added to the April 2019 consent agenda. • The Grants Committee Charter, although listed, was not on the consent agenda. The OEC Charter and Manual were added to the consent agenda 	Done.
7.	Consent Agenda:	<ul style="list-style-type: none"> • The following consent agenda documents were approved: • Board Meeting Minutes, February 13, 2019 • Executive Session Minutes, February 13, 2019 • Board Finance Report, January 2018 • Names of 2019 Nominating Committee • Owner Engagement Committee Charter, revised February 2019 • Owner Engagement Committee Manual, revised February 2019 • External Relations Committee Charter • External Relations Committee Manual 	The Board unanimously approved the consent agenda.
8.	Proposed Bylaw Changes	<ul style="list-style-type: none"> • The Board discussed four proposed Bylaw changes to be considered by owners in the May-June election: • The Board unanimously approved the proposal to amend Bylaws 4.4, 7.3, 4.3 and 4.2 and forward these to the ownership for the May/June election. 	The Board approved four bylaw changes to be forwarded to the ownership for the May/June election.
9.	Elections Update	<ul style="list-style-type: none"> • Directors were encouraged to attend the March 20, 2019 Candidate Information night. Steve, Emile, Gwyneth, Ed, Julie and Abby will attend. 	
10.	Monthly Review of Status of Board Goals	<ul style="list-style-type: none"> • Space: Emile and Ed said there are several confidential activities advancing this goal. • Strategic Plan: There will be two half-day strategic planning sessions with the Board and MT; planning is well underway. • Optimal Number of Directors, Stipend and Benefits: A proposed bylaw change responds to Board compensation. The BDC will consider term limits for board directors in the future. 	

		<ul style="list-style-type: none"> • Grants Program: Ed, Emile and Julie spoke with David Thompson of Twin Pines Foundation about creating a foundation. • Commitment to Diversity and Inclusion. The Board created an ad hoc committee to create a diversity statement at their March Closed Work Session. Opportunities to Minimize Impact of Business on the Environment and Changing Climate on the Business: The Co-op is working on sponsoring a talk by an internationally known speaker about minimizing household waste. <p>The 2018 sustainability report is in draft and should be out in a month.</p>	
11.	Annual Meeting Update	<ul style="list-style-type: none"> • The 2019 Annual Meeting will be held on June 7 from 4 to 5 p.m., followed by First Friday festivities at the store. There will be a Board table for directors to meet owners. The meeting will be recorded and put on the AFC website. • Emile, Abby, Ed, Steve Davidson, Tracy and Trine are members of the ad hoc annual meeting committee. The group will meet again on May 13, three weeks before the annual meeting. 	
12.	Termination of Board Computer Agreement	<ul style="list-style-type: none"> • The Executive Committee discussed terminating the Board computer agreement. The agreement was set up many years ago when the Board was invested in going electronic to save paper and not all directors had a computer. Because everyone now has a laptop or another device, the benefit is no longer needed • The Board unanimously agreed to terminate the Board computer agreement. Current agreements will be honored. 	The Board unanimously agreed to terminate the Board computer agreement.
13.	Board Finance Report	<ul style="list-style-type: none"> • Although typically a slow month, January was off to a good start. The store sustained multiple weeks of positive sales. The MT did an excellent job with holding the expense of labor and managing hours. • There were no unusual variances in the recent finance report. • February was very strong. It was a 10% discount month, and there were many promotions around it. • A director requested a future discussion of the financial impacts of the marketing campaign. 	
14.	GM Report	<ul style="list-style-type: none"> • Representatives from KAWS (Keep Ashland Women Safe) have asked to meet to share experiences about some men approaching women in the store and the women feeling unsafe. The Racial Coalition of Southern Oregon also requested a meeting with staff about some other shoppers not respecting boundaries. This is a community issue and the Co-op is happy to support any community-wide efforts in this regard. • The Board suggested posting information in the bathrooms about what to do if you feel you are in danger, being harassed, threatened or harmed. This is done in other public spaces such as airport bathrooms. 	

		<ul style="list-style-type: none"> ● The Tech Department has recently been leading an initiative to prepare for and implement an online "Make to Order" application that would allow customers to pre-order and pay for Deli menu items. They hope to begin offering the service by this summer. ● Emile is continuing to work with the smoke response team. ● The City has renegotiated a contract with parking services. Emile and the ACE Hardware owner met with officials about adding additional coverage on First Street and A Street in front of ACE Hardware. Parking on A Street to the Grange Co-op would ideally be two hours. Parking on First Street would be one hour. ● Shoppers may now sign up online to become owners. ● The Board appreciated the monthly GM Reports. The reports are invaluable for conducting the yearly evaluation, and getting new directors up to speed. ● The Board requested monthly updates on marketing initiatives. 	

The meeting was adjourned at 7:39 p.m.