



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

**Board Meeting Minutes**

October 9, 2019

APPROVED

**Directors present:** Julie O'Dwyer, Ed Claassen, Trine Ostergaard, Charlie Douglass, Annie Hoy, Steve Bowman, Melina Barker and Lisa Beam. **Others present:** Emile Amarotico, General Manager; Abby Lazerow, Board Administrator.

Facilitator: Charlie Douglass    Timekeeper: Annie Hoy

	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	<b>Positive Affirmation</b>	<ul style="list-style-type: none"><li>Melina Barker led the Positive Affirmation.</li></ul>	
2.	<b>Owners Forum</b>	<ul style="list-style-type: none"><li>Owner and Co-op employee Charles Popelka attended the meeting.</li></ul>	
3.	<b>Announcements and Opportunities</b>	<ul style="list-style-type: none"><li>Board Retreat, October 12, 2019, 9 a.m. -3 p.m.</li><li>Directors were asked to volunteer for the Cookie Decorating Party, December 7.</li><li>There will be a Co-op table November 9 at the Ashland Culinary Festival</li><li>The AFC Employee Holiday Party will be held on December 7 at the Ashland Springs hotel.</li></ul>	
4.	<b>Agenda Review</b>	<ul style="list-style-type: none"><li>Done. An additional agenda item was added.</li></ul>	
5.	<b>Consent Agenda</b>	The following Consent Agenda documents were unanimously approved: <ul style="list-style-type: none"><li>Board Meeting Minutes, September 11, 2019</li><li>Executive Session Minutes, September 11, 2019</li><li>Board Finance Report, August 2019</li><li>SPSC Charter, Revised October 2019</li></ul>	The Consent Agenda documents were approved by the Board.
6.	<b>Results, Action</b>	<ul style="list-style-type: none"><li>On September 18, 2019, the Board of Directors unanimously approved</li></ul>	Read into the

	<b>without a Meeting</b>	holding an action without a meeting and approved the proposal to authorize and empower Emile Amarotico, AFC General Manager, to act for and on behalf of the Corporation to secure a \$3.0MM Line of Credit with Wells Fargo Bank. This resolution will be effective 9/23/19.	minutes.
7.	<b>BDC Candidate Information Night Before March 11, 2020 Board Meeting</b>	<ul style="list-style-type: none"> <li>The Board Development Committee Chair proposed that the 2020 Board Candidate Information night be held from 5:00 to 6:00 on March 11, directly before the March Board meeting.</li> <li>The Board unanimously approved the proposal.</li> </ul>	
8.	<b>BDC Proposal – Board Work Meeting end of June 2020</b>	<ul style="list-style-type: none"> <li>The Board Development Committee proposed new directors receive training within a week of their election. The BDC also proposed holding a non-public Board work session in late June where Board officers and committee chair assignments would be discussed, followed by an action without a meeting to elect Board officers and committees. This would ensure there are Board officers during the transition from one Board slate to the next when a Board officer is retiring.</li> <li>The Board Administrator will draft a written calendar, listing the proposed suggested steps.</li> <li>A director proposed a retiring Board officer could be assigned to continue as director pro-tem until the August Board officer elections.</li> <li>The BDC will discuss Board officer transitions further at their next meeting and present a proposal to the Board in November.</li> </ul>	
9.	<b>MEETING BREAK</b>	<ul style="list-style-type: none"> <li>A five-minute meeting break was taken.</li> </ul>	
10.	<b>Board Retreat</b>	<ul style="list-style-type: none"> <li>The Board retreat will be held on October 12, from 9 to 3 p.m. at Peace House.</li> </ul>	
11.	<b>October Round up for Change for Good Program Proposal</b>	<ul style="list-style-type: none"> <li>The goal of the AFC Gives Committee funding proposal is to create self-sufficient fund and use the interest to fund small grants. It will take 17 years to build the foundation to the \$800,000 needed.</li> <li>To date, funds collected at the registers for the October for the Change for Good program have been low.</li> <li>The grants application process for the Change for Good program would be the same. However, recipients of Change for Good awards would have more requirements.</li> <li>The AFC Gives Committee proposed implementing Change for Good</li> </ul>	

		<p>program at the registers to raise money for local organizations for 11 months per year. Funds collected during October, Co-op month, would go to build the fund. The committee would also continue to use funds for small grants (\$1500 and under), as per the Co-op financial policy (.08% of sales.)</p> <ul style="list-style-type: none"> <li>• The AFC Gives Committee proposed to the Board that unclaimed owner dividends greater than 4 years be automatically distributed to the foundation. (Last year this amount was approximately \$5000.)</li> <li>• The AFC Gives Committee proposed that Co-op owners could choose to contribute their dividend to the AFC Gives fund instead of cashing it out.</li> <li>• The AFC Gives Committee proposed that the yearly 3% interest on the existing balance of the Twin Pines fund be automatically funded into the AFC Gives program.</li> <li>• The Board unanimously approved the four AFC Gives Cooperative Community Fund proposals.</li> </ul>	
12.	<b>Board Finance Report</b>	<ul style="list-style-type: none"> <li>• The Board Treasurer reported that sales have been positive for the past 12 months. YTD budgeted sales were only 1.1% negative. Store sales typically increase from September to December.</li> <li>• The Co-op continues to accrue savings. The Co-op has \$4.2 million for investments for future use.</li> <li>• Emile and Mel are working on metrics to determine if specific department promotions are profitable.</li> </ul>	
13.	<b>GM Report</b>	<ul style="list-style-type: none"> <li>• Customer comments and suggestions will now be sent via email through a form on the Co-op website. Comments will be categorized and saved in a database for later reference. Curated comments and responses will be posted online as well.</li> <li>• September 2019 sales were 2.9% over September 2018 sales.</li> <li>• Information on transactions by department is now available to the MT. This will allow departments to develop strategies to increase their customer and basket counts.</li> <li>• Private label standards have now been developed and approved. The GM is developing a way to capture ideas for products and to review and</li> </ul>	

		<p>select for implementation.</p> <ul style="list-style-type: none"> <li>• Some air scrubbers will remain in the store to improve air quality during periods of air inversions in the winter.</li> <li>• At the last NCG meeting, PCC gave a presentation about delivery services. A number of tested delivery services have not yet been showed to be profitable.</li> <li>• Briarpatch Co-op has reported that using AbleCarts has helped build their community connections.</li> <li>• The Co-op recently began a partnership with Emerging Futures, a grassroots organization working to reduce food waste at a scale sufficient to reduce Ashland's greenhouse gas emissions and meet the City's goal of 50% food waste reduction by 2030.</li> </ul>	
14.	<b>Board Meetings Occurring on Yom Kippur</b>	<ul style="list-style-type: none"> <li>• Board meetings have always been held on the second Wednesday of every month, except for July and December.</li> <li>• The Board agreed to consider important religious holidays such as Yom Kippur when setting the annual calendar. Advance notice of any Board meeting changes could be given to owners.</li> </ul>	
15.	<b>Board Holiday Party</b>	<ul style="list-style-type: none"> <li>• Trine, Annie and Abby will work on the Board holiday party.</li> </ul>	

The meeting was adjourned at 8:00 p.m. Minutes were prepared by Abby Lazerow, Board Administrator.