



Board Meeting Minutes

March 11, 2020

APPROVED

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: Julie O'Dwyer Timekeeper: Steve Bowman

The meeting was called to order at 6:00 p.m. by Julie O'Dwyer.

	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	Positive Affirmation	<ul style="list-style-type: none"> Trine Ostergaard led the positive affirmation. 	
2.	Announcements and Opportunities	<ul style="list-style-type: none"> Board candidate applications are due on March 26. AFC Gives Grants applications are due on March 18. 	
3.	Agenda Review	<ul style="list-style-type: none"> Done. 	
4.	Consent Agenda	<p>Consent Agenda</p> <ul style="list-style-type: none"> February 12, 2020 Board Meeting Minutes February 12, 2020 Executive Session Minutes Board Finance Report, January 2020 Board Actions, 2019 Patronage Dividend Communication, 3-19 	The Board unanimously approved the consent agenda, noting small corrections on the Board Actions document.
5.	CCMA Attendance	<ul style="list-style-type: none"> Ed Claassen and Annie Hoy are interested in attending CCMA. 	Approved.

		The Board approved their attendance.	
6.	NCG Authorization	<ul style="list-style-type: none"> The General Manager presented the NCG and Member Agreement. He requested the Board approve a resolution to sign the document. The Board President recommended the Board approve the document. The Board unanimously agreed that the General Manager will be the designated representative and sign NCG documents on behalf of the Co-op. The Board President will sign the document. 	Approved.
7.	External Relations Committee Assessment	<ul style="list-style-type: none"> The members of the ERC have agreed Rogue Co-ops need to form their own organization. The purpose of Rogue Co-ops is to advance the cooperative model in the region and to represent the different sectors of co-ops in the community. Annie Hoy and Steve Bowman will meet to discuss if there is still a compelling need to continue the ERC. If this Board committee will continue, the charter/manual will be rewritten. The GM will communicate with his peers to get their commitment to Rogue Co-ops, including designating Rogue Co-ops representatives. 	The GM will communicate with his peers to get their commitment to Rogue Co-ops, including designating Rogue Co-ops representatives.
8.	Annual Meeting Date	<ul style="list-style-type: none"> The 2020 Annual Meeting was originally scheduled on June 12, but the GM cannot attend. The BDC proposed two alternate dates. The Board unanimously approved holding the Annual Meeting on May 13 from 5-6 p.m. immediately before the May Board meeting. 	The Board approved the new 2020 Annual Meeting date.
9.	Owner Engagement Committee Volunteer	<ul style="list-style-type: none"> Trine introduced owner Olivia Batt, who had applied to be the OEC owner volunteer. Olivia is trained in organizational development and community marketing. She is excited to connect with AFC. The Board unanimously approved Olivia Batt as an owner volunteer. 	Olivia Batt was unanimously approved as an owner volunteer for the OEC.

10.	Finance Report	<ul style="list-style-type: none"> ● January sales are 1.5% ahead of last year and 1.5% short of budget. ● The Finance Committee will conduct a call with the CPAs on March 31. ● The Treasurer presented the Finance Committee recommendation for a 1/3-2/3s patronage dividend split. This offers a larger distribution to owners. Last year the patronage dividend was a 30/70 split. The Co-op is required by law to give out a 20% distribution as a minimum. ● Over the next few years during expansion, the patronage dividend may continue to be 1/3-2/3. The Board's intention is to eventually go back to the 50/50 distribution when development funds are no longer needed. ● The Board President proposed the Board adopt the FC recommendation for a 1/3-2/3 split (1/3 to owners and 2/3s retained). The FC will draft a letter to owners. ● The Board unanimously approved this proposal. 	Approved.
11.	GM Report	<ul style="list-style-type: none"> ● The City is initiating two hour parking on both sides of First Street and on A Street between Oak Street and Second Street. ● Twenty years of owner records will be digitized. ● The store has a new monitoring system for the refrigeration and cooling system. ● Sales through February are up 2.9% over 2019. The store is up 12% in March to date. Basket sizes are very large. ● Deli sales have been flat. ● The Wellness department has consistently had 40-50% growth days. Many items are out of stock. Hand wipes are unavailable. ● The Co-op is investigating the feasibility of an electric micro grid. The next step is to compile an electrical load profile to highlight critical vs. normal electric power needs and then to 	

		<p>analyze and estimate the cost benefit of preparing for each system to run during power outages.</p> <ul style="list-style-type: none"> • The owner of 222 A Street is officially marketing his building, listing it at \$1.65 million. • As part of the required NCG agreement, the bimonthly NCG promotional flyer will be made available to shoppers. • The Spring Assembly may be cancelled to eliminate close contact. Emile will investigate alternative ways to deliver the information to employees. • Employee and Board meetings may also have to be conducted electronically. 	
12.	Ongoing Discount for AFC Owner Volunteer	<ul style="list-style-type: none"> • The GM requested approval to have the chair of the Multi-Location task force receive an ongoing 10% discount during his term as chair. The Board unanimously approved this proposal. 	Approved.
13.	Owners Forum	<ul style="list-style-type: none"> • Owners Mark Gibbs, Robert Kaplan and Olivia Batt attended the meeting. The owners shared their opinions about the patronage distribution. 	

The meeting was adjourned at 7:15 p.m. Minutes were prepared by Abby Lazerow, Board Administrator.