



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

Board Meeting Minutes

April 8, 2020

APPROVED

Attending via video conference: Julie O'Dwyer, Ed Claassen, Trine Ostergaard, Charlie Douglass, Annie Hoy, Steve Bowman, Melina Barker, Lisa Beam, Emile Amarotico, Abby Lazerow.

Facilitator: Steve Bowman

Timekeeper: Ed Claassen

The meeting was called to order at 6:02 p.m. by Steve Bowman.

	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	Positive Affirmation	<ul style="list-style-type: none">• Ed Claassen led the positive affirmation.	
2.	Owners Forum	<ul style="list-style-type: none">• Owners Carolina Livl, Linda Madge and Donnie Maclurcan attended the meeting.• Donnie Maclurcan appreciated Emile and his team for their excellent communication and signage at the Co-op during the quarantine. He suggested the Board consider issues facing the Co-op for the long term, as in his opinion it may take 10 to 15 years for the economy to be restored. He also suggested the Co-op be proactive, encouraging owners to garden, planning for food insecurity and finding ways to assist each other. He encouraged owners to share their stimulus checks with community members who are food insecure.	
3.	Announcements and Opportunities	<ul style="list-style-type: none">• Due to Covid-19, there will not be an AFC Gives live awards ceremony. The AFC annual meeting will be held online from 5:00 to 6:00 p.m., immediately before the May Board	

		<p>meeting. Candidates for the Change for Good round up program will be announced at the annual meeting and Board candidates will be introduced.</p> <ul style="list-style-type: none"> • Annie is recommending that the External Relations Committee be decommissioned as an AFC Board standing committee. AFC Board directors already represent the Board to the community. The operations staff of each of the local co-ops will be representatives in Rogue Co-ops. The recommendation will be considered at the May Board Meeting. 	
4.	Agenda Review	<ul style="list-style-type: none"> • Done. 	
5.	Consent Agenda:	<p>The following Consent Agenda documents were unanimously approved:</p> <ul style="list-style-type: none"> • Board Meeting Minutes, March 11, 2020 • Executive Session Minutes, March 11, 2020 • Board Finance Report, March 2020 	Approved.
6.	Results of Actions without a Meeting: Employee Pay Increases	<ul style="list-style-type: none"> • Results of an action without a meeting: Retroactive to March 1 and through March 15, employees will receive an additional \$1.00 per hour of hero pay differential per regular and overtime hour worked. This differential will be over and above the budgeted labor cap and any productivity bonus earned during the quarter. • Results of an action without a meeting: On March 24, 2020, the Board of Directors unanimously approved an increase to \$2.00/hour for hero pay differential for all staff for the period March 16 to April 15, 2020. This increase is outside the calculation of the productivity bonus. • Results of an action without a meeting: On March 24, 2020, the Board of Directors unanimously agreed to pay out 100% of the earned 2019 patronage dividend. The Board will encourage owners to donate their dividends to the Ashland Emergency Food Bank. 	Read into the minutes.

7.	Hero Pay Differential	<ul style="list-style-type: none"> • The Board proposed giving the General Manager the discretion to extend employee hero pay differential through May 15, 2020. • The Board unanimously approved this motion. 	The Board approved giving the GM the discretion to extend hero pay through May 15, 2020.
8.	Board Discount	<ul style="list-style-type: none"> • The Board made an agreement in the fall of 2019 to make a change in director stipends to reach the average of comparable co-ops. They also agreed to increase the Board shopping discount from 15% to 20% as an attempt to attract a more diverse director pool. There was acceptance of the change in the stipend, but the increase in the Board discount was viewed by employees as a divisive decision that would create a hierarchy in the organization. The Board agreed not to implement the discount increase on January 1, 2020 and to discuss the discount again at the April Board meeting. • The Board President proposed the Board agree to keep the stipend at 15%, the same as the employee discount. • The Board unanimously agreed to adopt the decision to keep the Board discount at 15%. 	The Board unanimously agreed to keep the Board discount at 15%.
9.	MEETING BREAK	A 5-minute meeting break was taken.	
10.	Feedback about GM Evaluation Process	<ul style="list-style-type: none"> • The Board recently conducted the 2019 GM evaluation. This year the Board asked for attributed feedback from the GM's five direct reports and from the eight Board directors. • The GM reported it was very helpful to have clear and frank feedback from his managers. • Board directors also appreciated the new evaluation format. • The Board President will contact the GM's direct report managers to gather their feedback about the evaluation process. 	
11.	Forwarding Board Candidates	<ul style="list-style-type: none"> • Steve Bowman, Chair of the Board Development Committee, proposed forwarding Board candidates Mark Gibbs, Rebecca Bjornson, Carolina Livi, Ed Claassen and Julie O'Dwyer. • The Board unanimously approved the slate of 2020 candidates. 	The Board unanimously approved the slate of 2020 Board candidates.

12.	Board Finance Report	<ul style="list-style-type: none"> ● The Finance Committee is responsible for overseeing the annual audit review by Wegner CPAs. The audit results were excellent. According to the CPAs, AFC has a strong balance sheet and has virtually no debt. AFC had growth in 2019 as opposed to many other co-ops who did not. AFC is in the top tier compared to other co-ops. Mel and Emile are doing an outstanding job in managing the finances of the Co-op. ● If the Co-op were to conduct a large development project, the CPAs suggested hiring a consultant so as not to overload the GM with that work and to use a conservative estimate of added sales. 	
13.	GM Report	<ul style="list-style-type: none"> ● Three days in March were record sales dates. Currently sales are down but basket size has increased. Prepared foods sales are down 60%. ● The operations team and staff at the Co-op have been incredible during this time. Employees morale has been high despite unprecedented sales and stresses. At this time, all employees are receiving a \$5.00 meal allowance each day. ● Some employees are working remotely when possible. ● The State Accident Insurance Fund (SAIF) has made a fund available for masks, register shields and out of pocket expenses related to maintaining a safe work environment related to Covid-19 impacts. ● Childcare at the YMCA has been extended to the children of AFC employees. ● The store will close on Easter, and it will be a paid holiday for employees. ● A team is developing a plan for curbside pickup of online orders. Drive up pick up will most likely be staged in front of the store. ● Touchless chip card readers are now at the registers. No signatures are required for sales under \$100. ● Some members of the Board and community have made masks for employees. Each employee will receive at least 	

		<p>two masks.</p> <ul style="list-style-type: none"> • The Parking Ambassador service has been dropped during this time. • The Specialties Manager is working on purchasing masks for sale at the store. • HR is keeping meticulous records about any employee illness. • The Store Manager is the social distancing officer; his work is fully supported by the Management Team. • The Prepared Foods Manager is working on made to order meals. The Deli will be offering a special Easter meal package, much the way Thanksgiving meals are offered. 	
14.	Patronage Dividend	<ul style="list-style-type: none"> • The Board had unanimously agreed to return 100% of the 2019 patronage dividend to owners this year. This was an unprecedented action, made with the intention to fully support AFC owners to weather this difficult and extraordinary time. The distribution of this dividend will inject more than \$600,000 into the local community. The Board will encourage owners to use their patronage dividend to support the needs of family, friends and community. AFC will especially encourage owners to donate to the Ashland Emergency Food Bank to help community members with limited access to healthy foods. • The Marketing Team created an inspiring message to the community. The IT team will work on a system for owners to automatically contribute some or all of their patronage dividend to the Ashland Emergency Food Bank at the register. • The Board unanimously approved the wording of the owner dividend document developed by the Marketing Department. 	The Board unanimously approved the wording of the owner dividend document developed by the Marketing Department.

The meeting was adjourned at 7:59 p.m. Minutes were prepared by Abby Lazerow, Board Administrator.