



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

### Board Meeting Minutes

May 13, 2020

APPROVED

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

Facilitator: Ed Claassen Timekeeper: Charlie Douglass

	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>Announcements and Opportunities</b>	<ul style="list-style-type: none"><li>Board candidate elections and voting for Change for Good organizations will begin on May 27 and end on June 10. Voting is online only. Owners will receive an official email link to the ballot from SimplyVoting.</li></ul>	
3.	<b>Agenda Review</b>	<ul style="list-style-type: none"><li>Done.</li></ul>	
4.	<b>Consent Agenda</b>	The following Consent Agenda documents were unanimously approved: <ul style="list-style-type: none"><li>Board Meeting Minutes, April 8, 2020</li><li>Executive Session Minutes, April 8, 2020 (confidential)</li><li>Board Finance Report, April 2020</li></ul>	Approved.

5.	<b>Status of Board Goals</b>	<ul style="list-style-type: none"> <li>● <b>Space Solutions:</b> A team has been considering the implications of expansion beyond the current store. Dean Williamson has stepped down as one of the champions and the committee is looking for a replacement. The team will reconvene next month.</li> <li>● <b>New Product Development:</b> A new leader for the Prepared Foods department has been hired. The team has not met recently due to Covid-19.</li> <li>● <b>EDI Initiative:</b> EDI training for all employees has been completed. The goal to form a task force of employees to collaborate with the EDI consultant has been put on hold due to Covid-19. Julie and Emile will meet soon with Melina, Steve and the HR Manager to get the effort started.</li> <li>● <b>Online Ordering and Delivery Assessment:</b> A program is being developed in house. Items still need to be added and better categorized to make the shopping experience more accessible. Pilot shoppers have been participating in test runs. The delivery piece worked beautifully.</li> <li>● <b>Preparation for Climate Change:</b> The goal of preparing for climate change has been parked to focus on the Covid-19 efforts. In addition to solar power, the GM has been looking into purchasing a generator, which would be needed if the grid goes down. Hours for the Sustainability Coordinator have been increased to three days a week. Grant funding for a sustainability intern was also renewed this year.</li> <li>● <b>Owner Involvement:</b> The OEC is considering ways to engage owners during times of social distancing.</li> <li>● <b>Reassess Policy Governance:</b> Annie Hoy is continuing to do research and will send reading materials to the Board.</li> </ul>	
6.	<b>Attending CCMA Webinars, June 8-12</b>	<ul style="list-style-type: none"> <li>● The BDC recommended all members of the Board and MT attend the virtual CCMA event. There will be one webinar each day.</li> <li>● The Board agreed to facilitate CCMA enrollments.</li> </ul>	
7.	<b>Decommissioning External Relations Committee</b>	<ul style="list-style-type: none"> <li>● Annie Hoy proposed the Board formally decommission the External Relations committee. The work of the committee is written into the job description of all Board directors.</li> <li>● A Rogue Co-ops committee, outside the jurisdiction of AFC, has been formed. Annie Hoy will attend those committee meetings.</li> </ul>	The External Relations Committee was formally decommissioned

		<ul style="list-style-type: none"> <li>• The Board agreed to decommission the committee.</li> </ul>	d.
8.	<b>MEETING BREAK</b>	<ul style="list-style-type: none"> <li>• A 10-minute break was taken.</li> </ul>	
9.	<b>AFC Gives Update</b>	<ul style="list-style-type: none"> <li>• Twelve Change for Good finalists were selected and owners will vote for their top ten choices in the elections. The top ten organizations will participate in the new Change for Good round up register program.</li> <li>• Community Grants awards will be announced in mid-June, after the Change for Good organizations are selected.</li> <li>• Next year applications for Change for Good will be submitted first and then there will be a call for small community grants.</li> <li>• The Twin Pines Community Fund has grown by 4%. Forfeited patronage dividends will be donated to the fund.</li> <li>• The hard work of the AFC Gives committee members was greatly appreciated.</li> </ul>	
10.	<b>Online Meeting Format</b>	<ul style="list-style-type: none"> <li>• The Board agreed to purchase a Zoom Pro subscription. The GM and Board Administrator will facilitate the process.</li> <li>• Donnie Maclurcan recently gave the Board excellent training about improving online meetings.</li> </ul>	The Board agreed to purchase Zoom Pro.
11.	<b>Board Finance Report; Recommended Forfeiture of Patronage Dividend Checks &gt; 4 Years Old</b>	<ul style="list-style-type: none"> <li>• The Board Treasurer reported first quarter sales were 6.5% favorable to budget. April was down 9.4%.</li> <li>• As of May 5, 75% of patronage dividends had been distributed. \$628,000 went to the community, due to the decision by the Board to distribute 100% of the patronage dividends this year. Owners, to date, have donated approximately \$16,000 of their dividends to the Ashland Emergency Food Bank.</li> <li>• There is \$3,226 in patronage dividend checks outstanding for more than four years. The Finance Committee has diligently tried to locate those owners. The Treasurer proposed forfeiting the uncashed checks.</li> <li>• The Board unanimously agreed to forfeit those checks and donate that amount to the Twin Pines Community Fund.</li> </ul>	The Board agreed to forfeit patronage dividend checks outstanding for more than four years.
12.	<b>GM Report</b>	<ul style="list-style-type: none"> <li>• Prepared foods sales are down over \$210,000 Department sales were down as much as 58% but were slowly recovering to 49% down the past few weeks.</li> <li>• The store closed on Easter Sunday. The store usually does \$70,000 in business on Easter. Having a paid vacation day was significant for the morale of the staff.</li> </ul>	

		<ul style="list-style-type: none"> <li>• The exploration of the purchase of Umpqua Bank has cooled.</li> <li>• Conversation about renting the Starbucks location has been limited.</li> <li>• Fifty curbside deliveries were piloted over three weeks, along with ten home deliveries. The home deliveries went very well. A survey of test shoppers revealed some were very satisfied but many were unsatisfied about product selection and product availability. Order accuracy and delivery had good marks. The goal is to build a seamless and enjoyable experience for online shoppers, before a full roll-out.</li> <li>• AFC's merchant card processor agreement does not allow the sale of CBD and alcohol for curbside pick up and delivery.</li> <li>• AFC recently received over \$11,000 from SAIF, our workers comp carrier. The funds were to reimburse the Co-op for improvements to keep the employees safe during Covid-19.</li> <li>• The meal credit for employee meals has been well received. The cost is projected to be \$100,000 per year.</li> <li>• It is now mandated that grocery employees wear facemasks and AFC has asked all shoppers to wear masks as well. The GM received many responses to the requirement for face coverings for shoppers. Some shoppers are opposed to being asked to wear masks in the store. The vast majority of owners and shoppers have indicated how grateful they were for this decision.</li> <li>• There is a greeter outside the store to slow entry into the store so there are not too many people inside at one time. Shoppers are encouraged to have only one shopper per party/family.</li> <li>• The need for a parking ambassador will be revisited in June.</li> <li>• Trucks are coming on time but some manufacturers are still out of stock. Stocking and ordering has been challenging.</li> </ul>	
13.	<b>Covid-19 Impacts</b>	<ul style="list-style-type: none"> <li>• Employees come into contact with many people and there will be more shoppers as the area re-opens. Safety of employees and shoppers is of foremost importance.</li> <li>• The strategic planning process will be reconvened this summer to discuss if priorities need to be reframed.</li> <li>• If an employee became ill, the Jackson County Health Department would be contacted and would instruct the Co-op how to proceed. Owners and employees would also be informed.</li> <li>• Many architects are now considering changes in design and how</li> </ul>	

		<p>spaces are used because of the pandemic. Some employees are in closed spaces for long periods of time, and that may be evaluated.</p> <ul style="list-style-type: none"> <li>• Sales and prepared foods sales are dropping, and new ways of doing prepared foods must be considered. There is no longer self-service at the Deli.</li> <li>• At the start of the pandemic, there were 2500-3000 shops per day; now shops are approximately 1700 per day. Basket sizes are higher.</li> <li>• Sustainability goals in this new normal must be reevaluated.</li> </ul>	
14.	<b>Owners Forum</b>	<ul style="list-style-type: none"> <li>• Owners Mark Gibbs, Carolina Livi, Donnie Maclurcan, Phil Johnson, Sonia Munoz, Steve Maryinoff, Amey Broeker, Camp Kaye, John Scarborough, Olivia Batt and Robert Kaplan attended the meeting.</li> <li>• Owner Sonia Munoz, an intensive care nurse at RVMC, said wearing facemasks for hours at time may pose serious risks such as hypoxia and immune suppression for healthy people. She referred to an article that opposed mask wearing and will drop it off at the Coop.</li> <li>• Owner Camp Kaye suggested there be alternate days for mask wearing.</li> <li>• Owner Steve Maryinoff thought pick up and delivery service was very important in these times. Steve appreciated Charlie Douglass' many years of service.</li> <li>• Donnie Maclurcan asked if an assessment of the impact of the bike benefits program had been made. He also asked if financials were available about the costs of energy and water offsetting programs at the store. He noted that while an owner referred to an article about the potential risks of using masks, there were also studies showing the effectiveness of masks.</li> <li>• Carolina Livi supported the AFC mask requirement. She suggested AFC continue to have a virtual presence for Board and annual meetings even after meeting in person is possible.</li> <li>• Robert Kaplan appreciated the discussion about the strategic implications of Covid-19.</li> </ul>	

The meeting was adjourned at 7:43 p.m. Minutes were prepared by Abby Lazerow, Board Administrator.