



Board Meeting Minutes

September 16, 2020

(APPROVED)

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

Facilitator: Ed Claassen Timekeeper: Lisa Beam

The meeting was called to order at 6:03 p.m. by Ed Claassen.

	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	Positive Affirmation	<ul style="list-style-type: none"> Annie Hoy led the positive affirmation. 	
2.	Owners Forum	<ul style="list-style-type: none"> Owners Mary McHughes and John Fridinger attended the meeting. John Fridinger had emailed the Store Manager about his concerns about the efficacy of face shields and asked for those emails to be shared with the Board, but has not heard back from the Board. The GM responded the State of Oregon permits face shields in grocery stores and therefore AFC allows employees and shoppers to wear face shields. AFC follows the guidelines and enforces them. If it is inappropriate for shoppers to be in an environment where employees wear face shields, shoppers may order groceries online and participate in a pick-up or delivery program. The Board President appreciated John's thoughtful concerns. The 	

		Board sees its role as governance rather than operations, recognizing there are professional staff running the operations of the organization and the Board has put their trust in them to use their best judgment.	
3.	Announcements and Opportunities	<ul style="list-style-type: none"> • Annie will lead the new employee orientation on October 7. • Other new employee orientation dates: November 4, December 3, December 30 and February 4. The Board Administrator will send out an email requesting Director participation. 	
4.	Agenda Review	Done.	Action
5.	Consent Agenda:	<p>The following Consent Agenda items were unanimously approved:</p> <ul style="list-style-type: none"> • Board Meeting Minutes, August 12, 2020 • Executive Session Minutes, August 12, 2020 • Board Finance Report, July 2020 • Board Treasurer Job Description, Revised August 2020 • Meeting Facilitation Calendar, 2020-2021 (revised 9-20) 	Approved.
6.	Results, Actions without a Meeting Extension of Hero Pay; Solar Subscription Agreement; Matching Donations to the Alameda/Glender Fire Relief Fund	<p>Results of Actions without a Meeting, Vote by Email:</p> <ul style="list-style-type: none"> • On August 26, 2020, the Board of Directors of the Ashland Food Co-op. authorized Emile Amarotico, General Manager, to act on behalf of Ashland Food Co-op in entering into an agreement with Ashland Community Solar 2, LLC to purchase solar energy credits and to subsequently purchase and own the Company's solar project assets and to sign for and perform any and all responsibilities in relation to such agreement. <p>Results of Action without a Meeting, Vote by Email:</p> <ul style="list-style-type: none"> • On August 18, 2020, The Board of Directors unanimously approved to reinstate the \$2/hour employee Hero Pay, effective the second pay period of August 16, 2020 through to October 31, 2020. The Hero Pay will be excluded from the Labor Cap calculation. The status of the Hero Pay program will be reassessed in early October. 	

		<p>Results of Vote by Mail, Action Without a Meeting</p> <ul style="list-style-type: none"> Unanimously approved on September 14, 2020 by the Board of Directors: A Board Resolution for an AFC pledge to match the second \$25,000 collected for people affected by the Alameda Fires. 	
7.	Board Training Report	<ul style="list-style-type: none"> Annie Hoy reported she receives a monthly study guide for <i>The Abolitionist's Challenge</i>. The sessions are very deep, powerful and moving. She is part of a small group with GMs and board members of other food co-ops. They also meet after their sessions with LaDonna, debriefing about what they are learning and feeling. She is watching a PBS program about reconstruction, learning things that she never knew about reconstruction and the history of the civil war. There are many connections from then to now and so much is still not resolved. Much of the early co-op movement was led by abolitionists. 	
8.	EDI Committee Updates	<ul style="list-style-type: none"> Last year the Board had put forward the goal to enhance and build equity, diversity and inclusion at every level of the organization. The EDI committee is creating a charter and structure for this group and is recruiting employees, managers and community members to the committee. Julie O'Dwyer, GM, Board President, HR Manager, Marketing Manager, and consultant Gilda Montenegro-Fix have been working as a response team to address issues as they arise. They created a message that went out to the full staff about what AFC means by saying Black Lives Matter. Employee feedback has been overwhelmingly positive. Committee members have been reaching out heavily to the migrant and agricultural workers in the Rogue Valley. There is a much stronger alliance and they are seeing AFC as part of their community. 	
9.	Board Retreat	<ul style="list-style-type: none"> La Donna Sanders-Redmond has been asked to facilitate the Board retreat to help the Board in its EDI work. The goal is to help communicate why this work is so important to the Board and our 	

		<p>community.</p> <ul style="list-style-type: none"> • The October date was preferable to some directors. Annie Hoy will contact LaDonna Sanders-Redmond for confirmation. 	
10.	2020-2021 GM Priorities	<ul style="list-style-type: none"> • The GM presented his 2020-2021 GM Priorities: <ol style="list-style-type: none"> 1) Advance expansion initiative 2) Increase accessibility to good food for the economically disadvantaged 3) Champion development of operational resilience for climate change and other threats 4) Advance EDI mission and initiatives in AFC operations • The Board supported the GM priorities. 	
	Board Finance Report	<ul style="list-style-type: none"> • Treasurer Mark Gibbs reported the Finance Committee met recently and renewed owner Larry Cooper's participation for an additional year. He has been a strong contributor to the committee. • The committee is starting the 2021 budget process. • The committee reviewed the initial summary of the AFC Gives endowment proposal. They will meet with Bob Kaplan and Julie O'Dwyer to discuss it more thoroughly. • The September 10% owner coupon was extended to October. • July sales were up 5%. Gross margins were down slightly to budget. The average basket is high. Customer counts are starting to trend up. August sales are looking very positive, showing a 10% growth in sales. • Labor costs are coming in close to budget. Operating income was slightly under budget. • \$564,000 of the 2019 patronage dividends have been redeemed, representing 91% of all dividends. • Cash holdings are very strong and are positioned well in medium and short-term investments, allowing AFC to invest and contribute to the community. 	

	<p>GM Report</p>	<ul style="list-style-type: none"> ● Sales trends exceeded 10% in August. There is increasing shopper confidence in the Co-op's Prepared Foods department. ● AFC responded to an OSHA complaint for "refusing to follow Oregon face covering laws." OSHA could see that AFC had made earnest efforts to enact and enforce face-covering policies. ● CYA security employees have been enforcing mask wearing at the store entrance. ● Wegner CPA will recommend to the Finance Manager when to submit paperwork for forgiveness of PPP loan. ● E-grocery and delivery continues to work well. The e-grocery team is building strengths and efficiencies. New opportunities for home delivery are being explored. ● The Solar Agreement was recently signed. The company is getting permits and submitting paperwork. Solar panels are ready to go. ● The Prepared Foods team is serving people their food and it is working very well. This creates a much more connective experience for shoppers. ● A recent employee survey showed 19 out of 27 employees agreed the annual evaluation process provided them with useful feedback on how they were doing and where they needed to continue to grow their skills. 6 employees neither agreed nor disagreed with the statement and 2 disagreed. 	

The meeting was adjourned at 7:08 p.m. Minutes were prepared by Abby Lazerow, Board Administrator.