



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

Board Meeting Minutes

November 10, 2021

APPROVED

Directors attending via video conference: Julie O'Dwyer, Ed Claassen, Annie Hoy, Melina Barker, Mark Gibbs, Lisa Beam, Trine Ostergaard, Larry Cooper.
Others attending: Emile Amaratoco, General Manager; Abby Lazerow, Board Administrator **Absent:** Kamilah Long.

Facilitator: Mark Gibbs

Timekeeper: Melina Barker

	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	Positive Affirmation	<ul style="list-style-type: none"> Larry Cooper led the positive affirmation. 	
2.	Land Acknowledgement	<ul style="list-style-type: none"> Melina Barker led the land acknowledgement. 	
3.	Owners Forum	<ul style="list-style-type: none"> Owner Amey Broeker attended the meeting. 	
4.	Announcements and Opportunities	<ul style="list-style-type: none"> Owner Bob Kaplan was chosen to be the new Finance Committee volunteer. 	
5.	Agenda Review	<ul style="list-style-type: none"> Done. 	Done
6.	Consent Agenda:	<p>The following Consent Agenda documents were unanimously approved:</p> <ul style="list-style-type: none"> Board Meeting Minutes, 10-13-21 (Unapproved) Executive Session Minutes, 10-13-21 (Unapproved, Confidential) Board Finance Report, September 2021 	The Consent Agenda documents were unanimously approved.
7.	Impressions from CBL 101 Training	<ul style="list-style-type: none"> Larry Cooper found the training very helpful, especially meeting other directors from other regions. Training leaders were also available for future assistance. There were several financial exercises during the training; AFC's balance sheet was unique compared to other co-ops. 	

8.	Change for Good Update	<ul style="list-style-type: none"> • In October, the AFC Community Grants program received \$4172.99 from Change for Good. • To date \$ 43,115.54 has been donated in 2021. There were 101,701 Change for Good transactions in 2021 as of last month. The average round up was \$.42. • Owners can ask for an automatic Change for Good enrollment. When the credit card readers are updated, there will be a question on the reader asking if the shopper wants to round up. 	
9.	Investing Funds from Twin Pines Fund into AFC Gives; Request for Finance Committee to Determine How to Invest Funds	<ul style="list-style-type: none"> • The AFC Gives Committee has been looking into creating an investment fund for Community Grants. Currently the number distributed for Community Grants is a percentage of the store profits, based on a specific formula. • Julie O'Dwyer proposed the Board ask the Finance Committee to formally investigate possible socially impactful investment options for the Community Grants program • Typically AFC gives \$5000/year to the Twin Pines Foundation. The Foundation invests in co-ops; those funds are theirs to use and cannot be withdrawn. AFC also receives a yearly interest payment from Twin Pines, which was \$2800 this year based on an investment of approximately \$100,000. • The Board approved requesting the Finance Committee to examine and recommend how to invest 1) the \$5000 typically donated to Twin Pines, 2) the interest received from AFC's Twin Pines investment, 3) forfeited patronage dividends after 3 years, and 4) the October AFC Change for Good roundup funds into a socially conscious investment fund. Annie Hoy stood aside. She felt it is AFC's responsibility to keep funding Twin Pines to support cooperative development as a whole. • Seventeen community grants were awarded at a recent AFC Gives committee meeting. Two organizations were not funded. A follow-up letter will be sent to each organization to give them feedback on their applications. 	The Board approved requesting the Finance Committee approve diverting 1) the \$5000 typically donated to Twin Pines, 2) the interest received from AFC's Twin Pines investment, 3) forfeited patronage dividends after 3 years, and 4) the October AFC Change for Good roundup funds into a socially conscious investment fund.
10.	Meeting Break	<ul style="list-style-type: none"> • A five-minute break was taken. 	

11.	Preparing for 2022 GM Evaluation	<ul style="list-style-type: none"> ● Evaluating the GM is one of the most important Board responsibilities. ● At the beginning of February, each director will be asked to complete an evaluation form considering GM performance and the performance of specific GM priorities for the previous calendar year. Completed director evaluations are due February 23. ● Evaluations by the GM's direct reports are attributed evaluations. Directors will receive the GM's self-evaluation and a summary of evaluations by GM's direct reports. Evaluation of GM Priorities will take place in Executive Session on February 9 and the evaluation of overall performance will take place on March 9. 	
12.	Board Finance Report	<ul style="list-style-type: none"> ● Sales for September were down 3.2% to the prior year, and down 12% to budget. 3rd quarter sales were down 4.9% and 8% respectively. Lower sales may have been due to smoke and less visitors to the area. ● Gross margins helped to partially offset lowered sales. Labor and non-labor expenses are down. There have been increased expenses for safety, Hero Pay, and legal fees. ● The Patronage Dividend accrual is \$203,000 to date. ● There were 7992 active owner shoppers in September, down 2% for the month. The average daily sales were \$82000, up slightly by \$800/day over August sales. The average daily customer count in 2021 was 2160. ● YTD utility expenses are down \$20,000 due to savings from virtual net metering from the solar farm. Lorrie Kaplan wrote an excellent article about the solar array in the newspaper. Directors suggested a simple info-graphic about the project be included in the newsletter or posted at the store. 	
13.	GM Report	<ul style="list-style-type: none"> ● Sales numbers are improving as the holidays approach. ● The Access to Healthy Foods program will be called CAN (Community Accessible Nutrition) and will be launched in the new year. Shoppers can sign up for the program in December. ● The GM recently attended a two day NCG sponsored EDI training which increased his understanding and vocabulary about these important concerns. 	

		<ul style="list-style-type: none"> • It was determined that the cost of a microgrid project at the store would be about \$400,000 for a day's worth of stored energy. A generator will be purchased instead for emergencies. • North Coast Food co-op received a free microgrid system from Tesla with a California state grant. The GM will investigate if a similar grant is feasible for AFC. • An indoor air quality company from Portland may be hired to remedy negative air pressure in store. It will cost approximately \$11,000 to get a stamped engineering design. • HR Manager John Strange is researching how to craft store policy to meet the OSHA requirements that are projected to become effective on January 4. • A formal proposal was made to AFCEA to increase the starting wage to \$15/hr. The proposal will be brought to employees. A wage increase could occur before the end of the year. • Once the salary increase is implemented, Hero pay may be sunsetted by early January. As of last month, Hero Pay has used up about half the PPP. • The cost of PPE and security at the front door is \$10000/month. • Because of Covid restrictions, employee assemblies have been held virtually, and have been presented in ten 3 to 5 minute segments per week. Employees who participate are entered into a drawing for a \$10 gift card. 	
14.	Board Online Holiday Party Planning	<ul style="list-style-type: none"> • Meeting in person, even in an outdoor setting, was not considered this year because of the need to take off masks to eat and drink. • Directors will meet for an hour on Zoom at 5 p.m. on December 8. Each director will receive a Co-op gift card and will be asked to purchase a favorite product from the store; they will meet in 10 minute break out rooms to socialize and to hear about each other's product choices. 	

The meeting was adjourned at 8:17 p.m. Minutes were prepared by Abby Lazerow, Board Administrator.