



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

Board Meeting Minutes

April 13, 2022

(APPROVED)

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

Facilitator: Julie O'Dwyer Timekeeper: Mark Gibbs

	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	Positive Affirmation	<ul style="list-style-type: none">• Lisa Beam led the positive affirmation.	
2.	Land Acknowledgement	<ul style="list-style-type: none">• Annie Hoy led the land acknowledgement.	
3.	Owners Forum	<ul style="list-style-type: none">• Owners Jeff Yockers, Erica Thompson, Donnie McClurcan, Bob Kaplan, John Rinaldi, Linda Thomas, Anne Eldridge and Joanna Wnorowski attended the meeting.• Donnie McClurcan thanked the Board for all of its work. He is leaving the area and moving to Argentina. He noted more than 10% of Argentina's GDP comes from cooperatives.	
4.	Announcements and Opportunities	<ul style="list-style-type: none">• The Marketing Department requested Board volunteers for the Earth Day Event.	
5.	Agenda Review	<ul style="list-style-type: none">• Done.	

6.	Consent Agenda	<p>The Board unanimously approved the Consent agenda documents:</p> <ul style="list-style-type: none"> • Board Meeting Minutes, 3-9-2 (Unapproved) • Executive Session Minutes, 3-9-22 (Unapproved, Confidential) • Board Finance Report, 2-22 	The Board unanimously approved the Consent agenda documents.
7.	Results, Action without a Meeting Additional Donation to NCG's Cooperative Development Foundation's Disaster Recovery Fund	<ul style="list-style-type: none"> • On Friday, March 18, 2022 the Board of Directors voted to approve an additional donation of \$2000 from the Board and AFC budgets to an NCG matching fund for the Cooperative Development Foundation's Disaster Recovery Fund to benefit Ukrainian cooperatives. AFC had already donated \$500 to the fund, bringing the total to \$2500. 	
8.	Forwarding of Board Candidates	<ul style="list-style-type: none"> • The Board Nominating Committee forwarded the following candidates: Melissa Scudder, Bob Kaplan, Erica Thompson and Joanna Wnorowski Pecoraro. • The Board unanimously approved the slate of candidates. • The election will be uncontested. Although the candidates cannot formally be directors until after the Annual Meeting, the Board would like to train and engage them in Board activities earlier. 	The Board approved the 2022 slate of candidates.
9.	June 8, 2022 Annual Meeting Overview	<ul style="list-style-type: none"> • The Annual Meeting will be presented virtually and recorded so owners can access it at their leisure. Owners will also be invited to attend in real time. • This year's Annual Meeting will acknowledge the rich legacy of the last 50 years and look to the next 10 years in future. 	
10.	Meeting Break	<ul style="list-style-type: none"> • A ten-minute meeting break was taken. 	
11.	AFC Gives Update	<ul style="list-style-type: none"> • The Southern Oregon Land Conservancy raised \$3717 in March. • The April Change for Good partner is Options for Homeless Residents of Ashland. • The committee is in the process of evaluating the scoring of 	

		the first round of CFG applications. There were 24 applicants for 10 monthly spots.	
12.	Board Finance Report	<ul style="list-style-type: none"> • An audit is conducted every four years. AFC received a clean opinion letter from Wegner and Associates, a firm that specialized in co-op audits, showing that AFC's processes and financial strength is excellent. Nothing was noted in the Auditor's report for improvement or enhancement. • The Finance Manager's excellent work was appreciated by the Board. • The store should receive the employee retention credit (ERC) by the end of this calendar year. The 2021 financials have been adjusted to reflect these funds as income . • February sales are 5.2% down from budget. Gross margins 38%. Managers continue to discuss inflation and its impacts. Average baskets remain high, approximately \$40/basket. • The daily customer count is trending up, but it is still down 25% from pre-pandemic counts. Cash flow is positive. 	
13.	AFC Investment Strategy Preliminary Report	<ul style="list-style-type: none"> • Bob, Mel and the Finance Committee team are refining the draft of a revised Investment Policy. Mark will share a working draft with the Board in advance of the next Board meeting to solicit comments and questions. The revised policy will be reviewed in full at the May Board meeting. 	
14.	GM Report	<ul style="list-style-type: none"> • The EDI Committee is reforming. At least one director will be needed to serve on the committee. • Emile has been in touch with Brook Colleyof SOU and Shane Abrams, a humanities teacher at AHS, to advise in crafting a land acknowledgment. Emile has also attended several informative trainings at an SOU forum about common ground conversations on race. Emile attended Peter Buckley's ACEs training (Adverse Childhood Experiences) that influences how people behave. He has also met with the new DEI coordinator at the Rogue 	

		<p>Credit Union and continues to meet with David Schmitz, Executive Director at OSF.</p> <ul style="list-style-type: none"> ● Marquess Engineering is developing a design for an new makeup air unit in the Prepared Foods Department to offset negative air pressure. ● Emile took a tour of OSF's generators. Designs for an emergency backup generator will be bid on and sent to the City for approval. ● Emile was grateful to Larry Cooper and Bob Kaplan for meeting with him about resiliency goals. ● Covid is low-impact on operations at the moment. No employee has tested positive since mid-February. Many customers and employees continue wearing face coverings. ● Hardship pay is stepping down \$1 and is scheduled to sunset completely on June 1. ● The bargaining process with AFCEA has begun. ● There will be an employee summer solstice celebration on June 21 at the Caldera Brewing company. The store will be closed for the evening. ● The CAN program has almost 77 owners and now up to \$2600 discounts to low-income owners. 	

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