



Board Meeting Minutes

March 9, 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: Ed Claassen Timekeeper: Julie O'Dwyer

	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	Positive Affirmation	<ul style="list-style-type: none"> Ed Claassen led the positive affirmation. 	
2.	Land Acknowledgement	<ul style="list-style-type: none"> Julie O'Dwyer led the land acknowledgement. 	
3.	Owners Forum	<ul style="list-style-type: none"> Owners Farinaz Wadia, Erica Thompson, Gretchen Roberts, Lawrence Nagel, Amey Broeker, Bob Kaplan and Joanna Wnorowski attended the meeting. 	
4.	Announcements and Opportunities	<ul style="list-style-type: none"> Board Candidate applications are available online March 1- March 24. Board and MT Strategic Planning meeting dates are September 21, 8 to 1 and October 26, 8 to 1. AFC Applications for Change for Good are open; the deadline is March 21 9 p.m. 	
5.	Agenda Review	<ul style="list-style-type: none"> Done. 	
6.	Consent Agenda	<ul style="list-style-type: none"> The following Consent Agenda documents were approved: <ul style="list-style-type: none"> - Board Meeting Minutes, 2-9-22 (unapproved) - Executive Session Minutes, 2-9-22 (unapproved, confidential) - Board Finance Report, January 2021 	The Consent Agenda was unanimously approved.
7.	Board Goals	<p>The proposed 2022 Board Goals and committees responsible for implementing them are:</p> <ol style="list-style-type: none"> Promote a Latinx community based co-op (Strategic Planning 	The Board adopted the 2022 Board goals.

		<p>Steering Committee)</p> <ol style="list-style-type: none"> 2. Develop a socially responsible and proactive investment strategy (Finance Committee) 3. Develop an AFC Specific land acknowledgement (Executive Committee in collaboration with the Equity, Diversity and Inclusion Committee and the Marketing Department). 4. Strategies and practices for developing Board leadership (Executive Committee) <ul style="list-style-type: none"> • Directors said it was important to build relationships with local tribal leaders before asking for their feedback about an AFC land acknowledgement. • When considering Board leadership it is also important to consider processes to optimize director's time, skills and efforts to make directors as effective as possible. • The Board unanimously adopted the four 2022 Board goals. 	
8.	GM Priorities	<ul style="list-style-type: none"> • The GM presented eight priorities for 2022 with objectives, key milestones and timing for each. These priorities are in addition to his regular work as General Manager. Board comments included: • Provide support in operational and sustainability priorities so the GM can be engaged strategically. • The Rogue Co-op concept must be a shared vision and come from the entire community, not just two boards of directors. • The Board supported the eight priorities and reminded the GM that because the list was ambitious there can be flexibility in completion dates. The GM will work to advance them in a timely fashion and change the timelines as needed. • Instead of reporting monthly on each priority in the GM Report, the GM could review his progress in 4 to 6 months. There could also be a document on the Board wiki with real time updates. • The Board approved the 2022 GM Priorities, with the caveat that the GM has flexibility in his timelines and goals. 	The Board approved the 2022 GM Priorities.
9.	Meeting Break	<ul style="list-style-type: none"> • A five minute break was taken. 	
10.	AFC Gives Update	<ul style="list-style-type: none"> • AFC Gives Committee Chair Melina Barker reported that in February Rogue Farm Corps received \$3568.90 from register 	

		<p>roundups.</p> <ul style="list-style-type: none"> • The March CFG partner is Southern Oregon Land Conservancy. 	
11.	Board Finance Report	<ul style="list-style-type: none"> • Board Treasurer Mark Gibbs reported AFC would receive a \$2.1 million employee retention tax credit for 2021. This sum will significantly reduce taxes owed and improve the store balance sheet. • The Finance Committee is considering inflation, supply chain disruption, increased cost of goods and the impact on AFC customers. • Sales were \$2.6 million for the month, down 2.3% to budget. Average daily sales were down in December. The customer count was down but up from January 2021. • Wage increases have impacted labor expenses. Employee benefit costs are up \$19,000 over actual last year; there have also been higher health claims than budgeted. • A director encouraged the Finance Committee to discuss ways to attract long-term staff and pay them appropriately, creating an environment to make them want to stay. There are many young talents who are interested in sustainability and healthy food. 	
12.	Patronage Dividend Distribution	<ul style="list-style-type: none"> • The Board Treasurer presented information about dividend distributions from 2018 through 2021. In 2020, AFC paid out 100% of allowable distribution to support community hardships from Covid. AFC received additional income in 2021 from PPP, and again paid out 100% of the allowable distribution generated from business itself. • The Finance Committee recommended paying out 100% of the allowable patronage dividend distribution generated from the operations of the business for 2022, which would be approximately \$509, 527. Payments will be made to 7200 owners who are sharing in the success of the Co-op. The checks would represent a 2% rebate of what each owner spent at the Co-op over the year. • The Board of Directors unanimously agreed to pay out 100% distribution of patronage dividends of income generated from owner sales, which is approximately \$509,527.00 	<p>The Board of Directors unanimously agreed to pay out 100% distribution of 2022 patronage dividends of income generated from owner sales.</p>
13.	GM Report	<ul style="list-style-type: none"> • The GM reported the CAN program is up and running but it is 	

		<p>underperforming compared to budget. Marketing will promote the program to make more people aware of it.</p> <ul style="list-style-type: none"> ● February sales were up 1.6% over 2021. ● Emile met with a Cummins representative to discuss the pros and cons of natural gas versus diesel fuels to run a backup generator for the store. ● The mask mandate ends on Friday, March 11 at midnight. Some shoppers and employees will continue to wear face coverings. Some shoppers have contacted Emile to request continuing the mask requirement. E-grocery is still available for people who do not want to be inside the store. Indoor Deli seating will be re-opened soon. ● \$2 hour hardship pay will continue to the end of the month. Hardship pay will be stepped down on April 1 to \$1 month and end on June 30. ● This is the 4th year AFC has enrolled in the Energy Trust of Oregon's Strategic Energy Management (SEM) program. The program also offers a \$10,000 annual stipend to be used toward the cost of retaining an SEM Intern. Intern Nina Friedman has moved on after three successful years reducing AFC's natural gas consumption, and AFC has recently hired Jon Theodore to continue these efforts this year. For the third year in a row, AFC reduced natural gas consumption. 	

The meeting was adjourned at 8:10 p.m. Minutes were prepared by Abby Lazerow, Board Administrator.