



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

**Board Meeting Minutes**

August 10, 2022

APPROVED

**Directors attending:** Julie O'Dwyer, Ed Claassen, Mark Gibbs, Joanna Wnorowski, Bob Kaplan, Melissa Scudder, Larry Cooper.

**Others attending:** Emile Amarotico, General Manager; Abby Lazerow, Board Administrator. **Absent:** Erica Thompson.

Facilitator: Ed Claassen

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

ITEM #	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	<b>Positive Affirmation</b>	<ul style="list-style-type: none"><li>Larry Cooper led the positive affirmation.</li></ul>	
2.	<b>Land Acknowledgement</b>	<ul style="list-style-type: none"><li>Mark Gibbs led the land acknowledgment.</li></ul>	
3.	<b>Owners Forum</b>	<ul style="list-style-type: none"><li>Store manager Barry Haynes attended the meeting. He welcomed new Board directors and appreciated their commitment to the Co-op.</li></ul>	
4.	<b>Announcements and Opportunities:</b> -	<ul style="list-style-type: none"><li>29<sup>th</sup> Annual Dog Wash, August 14, 2022 10 a.m. -2 p.m. Benefits FOTAS</li><li>Board Meeting, September 14, 2022</li></ul>	
5.	<b>Agenda Review</b>	<ul style="list-style-type: none"><li>Done.</li></ul>	
6.	<b>Consent Agenda:</b> -	The following Consent Agenda documents were approved: <ul style="list-style-type: none"><li>Board Meeting Minutes, 6-8-22 (Unapproved)</li><li>Executive Session Minutes, 6-8-22 (Unapproved, Confidential)</li><li>Board Finance Report, 5-22</li></ul>	The Board approved the Consent Agenda documents.

		<ul style="list-style-type: none"> <li>• Board Finance Report, 6-22</li> </ul>	
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7.	<b>Approval of Board Officer and Board Committee Slate, 2022-2023</b>	<ul style="list-style-type: none"> <li>• The Board approved the slate of Board officers and Board committee chairs and members.</li> <li>• The Board officers for 2022-2023 are Julie O'Dwyer, President; Ed Claassen, Vice President; Bob Kaplan, Secretary and Mark Gibbs, Treasurer.</li> <li>• The Board committee chairs are: Executive Committee, Julie O'Dwyer; Finance Committee, Mark Gibbs; Board Development Committee, Larry Cooper; AFC Gives Melissa Scudder; Strategic Planning Steering Committee, Ed Claassen, co-chair; EDI Committee, Erica Thompson.</li> <li>• The Board approved the officer and committee slate.</li> <li>• Directors with questions about committees should reach out to the committee chair.</li> </ul>	The Board approved the officer and committee slate.
8.	<b>New Director Mentor Assignments</b>	<ul style="list-style-type: none"> <li>• Mentors were assigned to the four incoming directors. Ed Claassen will be the mentor for Bob Kaplan, Mark Gibbs for Melissa Scudder, Larry Cooper for Joanna Wronowski and Julie O'Dwyer for Erica Thompson.</li> </ul>	
9.	<b>Land Acknowledgment Update</b>	<ul style="list-style-type: none"> <li>• The GM and Store Manager recently met with Dr. Brook Colley, professor at SOU and Chair of Native American Studies, to discuss creating a land acknowledgment process. To offer consideration for her time, AFC would like to donate to her pantry for indigenous students. There are also sponsorship opportunities for Native American events. EDI member Eleanor Hobson will be the liaison.</li> <li>• The Co-op is sitting on the site of sacred springs. Research about the history of the site would be very valuable.</li> <li>• AFC Gives will also be designating an indigenous organization to receive Change for Good funds for the month of November.</li> </ul>	
10.	<b>Meeting Break</b>	<ul style="list-style-type: none"> <li>• A ten-minute break was taken.</li> </ul>	
11.	<b>Strategic Planning Refresh Update</b>	<ul style="list-style-type: none"> <li>• Julie O'Dwyer reported the Board and the MT will meet in September and October in the Ashland Springs Hotel ballroom to discuss current and past strategic initiatives,</li> </ul>	

		<p>financial resources, and to develop new priorities. There will be a presentation about recent owner forum data and a campus redesign presentation by architect Chris Brown.</p> <ul style="list-style-type: none"> <li>• A survey will be sent to participants by early September and the results summarized in the first session. Some group work about specific initiatives will also occur between the two sessions. Facilitation will be shared by different directors.</li> </ul>	
12.	<b>AFC Gives Update</b>	<ul style="list-style-type: none"> <li>• In June, \$2977.99 was raised for Change for Good partner The Maslow Project. Ashland Food Angels received \$3,988.07 in July.</li> <li>• AFC Gives members will meet in late August to determine the organizations that will receive Community Grants funding in September. Community Grants are funded by \$0.08% of store sales.</li> <li>• Uncashed patronage dividend checks that are more than four years old are forfeited and are designated for AFC Gives project. In 2018, the total of uncashed checks was \$3444.</li> <li>• Julie O'Dwyer will work with outgoing AFC Gives Chair Melina Barker to update incoming Chair Melissa Scudder about sources and uses of AFC Gives funds.</li> </ul>	
13.	<b>Scheduling October Closed Work Session</b>	<ul style="list-style-type: none"> <li>• The Executive Committee recommended holding a Closed Work Session on October 12, 2022 only if there is a compelling agenda item that needs to be addressed. The Board was in agreement.</li> <li>• The September 7 and November 2 Closed Work Sessions will be held from 6 to 7 p.m the Wednesday before the Board meeting. .</li> </ul>	
14.	<b>Board Finance Report</b>	<ul style="list-style-type: none"> <li>• Board Treasurer Mark Gibbs asked the Board to approve the forfeiture of the 2018 uncashed patronage dividends. The Board approved the forfeiture of uncashed 2018 patronage dividends and empowered AFC Gives to designate the funds and inform the Board how the funds will be allocated.</li> <li>• The largest variance item in Q2 impacting the bottom line is health care costs. Costs were \$174,000 over last year. It is</li> </ul>	The Board approved the forfeiture of uncashed 2018 patronage dividends and empowered AFC Gives to designate the funds and inform the Board how the funds will be allocated.

		<p>expected costs will go down in the second half of the year. AFC is self-insured but once the limit is reached there is reinsurance that kicks in.</p> <ul style="list-style-type: none"> <li>• The productivity bonus funds were \$17,000 for the first half of the year.</li> <li>• The store is tracking just above last year in sales. Margins are slightly above budgeted levels. \$152,000 in patronage dividends are being accrued.</li> <li>• The Finance Committee recommended Conde Cox as the new Finance Committee owner volunteer. The Board approved Conde Cox as the new owner volunteer.</li> </ul>	<p>The Board approved Conde Cox as the new Finance Committee owner volunteer.</p>
<p>15.</p>	<p><b>GM Report</b></p>	<ul style="list-style-type: none"> <li>• The store has had negative growth with inflation. August is down almost 9%..</li> <li>• The 2021 Sustainability Report is now available. Sustainability Coordinator Rianna Koppel is on a 3-month leave of absence. Her routine duties will be covered by the Strategic Energy Management Intern.</li> <li>• The facilities team doubled the dunnage racking capacity in the barn. They procured a slightly used system at the fraction of the cost of a new system. Floor supports were retrofitted to support the weight.</li> <li>• The EDI Committee is still working to find a facilitator. Candidates will be forwarded to the committee. Meetings are currently co-facilitated.</li> <li>• Negative air pressure needs to be tracked over time and opportunities for improvement will be identified. A 4<sup>th</sup> air scrubber has been added and has positively impacted air quality.</li> <li>• Equipment and upgrade priorities will be discussed at the strategic planning refresh.</li> <li>• Six months ago the GM met with MFC GM Ann Carter to explore the logistics and impacts of consolidating the two organizations. The MFC Board was already looking at the feasibility of a new location or a new building behind the existing store. Their Board decided to pursue a new building as its single highest priority at this time and to resume a conversation about a merger sometime in the</li> </ul>	

		<p>future.</p> <ul style="list-style-type: none"> <li>● Emile is looking for an online library to provide micro-learning opportunities for employees.</li> <li>● Discussions are continuing how to use restorative justice techniques for offenders in the workplace, similar to the youth offender restorative justice techniques in-house.</li> <li>● Contract bargaining with AFCEA is continuing.</li> <li>● National Cooperative Grocers recently published a participation report for our Co-op, showing how we compare to our peers.</li> <li>● A new energy assessment showed our score improved from 17 to 75 since entering the program in 2019.</li> </ul>	

The meeting was adjourned at 8:04 p.m. Minutes were prepared by Abby Lazerow, Board Administrator.