



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

Board Meeting Minutes

February 8, 2023

Approved

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

Others attending: Barry Haynes, Interim General Manager, Abby Lazerow, Board Administrator; Melina Barker, Director Emeritus.

Facilitator: Erica Thompson

Timekeeper: Joanna Wnorowski

The meeting was called to order at 6:03 p.m. by Erica Thompson.

ITEM #	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	Positive Affirmation	<ul style="list-style-type: none"> Melissa Scudder led the positive affirmation. 	
2.	Land Acknowledgement	<ul style="list-style-type: none"> Larry Cooper led the land acknowledgement. 	
3.	Owners Forum	<ul style="list-style-type: none"> Owners Emile Amarotico and Amber Liebes attended the meeting. 	
4.	Announcements and Opportunities	<ul style="list-style-type: none"> Board Candidate Information Meeting, March 8, 5 p.m. CCMA in Sacramento, June 8-10 JPR Wine Event Volunteer Opportunity, February 9 Saturday/Sunday Lake of the Woods annual winter kite fest Saturday night market at Ashland Armory 	Erica Thompson will assist at the JPR Wine Event.
5.	Agenda Review	<ul style="list-style-type: none"> Done. 	
6.	Consent Agenda	<p>The following Consent Agenda items were approved:</p> <ul style="list-style-type: none"> Board Meeting Minutes, 1-22-23 (unapproved) Executive Session Minutes, 1-11-23 (unapproved, confidential) Board Finance Report, 12-23 	The Board unanimously approved the consent agenda.
7.	Results Action Without a Meeting	<ul style="list-style-type: none"> On Monday, February 6, 2023, the Board of Directors reviewed and approved the proposed changes to the Bargaining Unit Agreement that both Management and AFCEA have agreed upon. One director stood aside. The agreement will be presented to employees for a vote. 	
8.	EDI Committee Update	<ul style="list-style-type: none"> Director Emeritus Melina Barker, Tri Chair of the EDI Committee, reported the EDI committee has an excellent facilitator, Marvin Woodard. 	

		<ul style="list-style-type: none"> • The employee affinity group, coordinated by Sara Huque, has been very successful. Sara is also one of the tri-chairs of the committee. Melina recommended that Sara present to the Board at a future meeting. • The Marketing Department is helping coordinate regular communication and updates from the EDI Committee with staff. • The Project WHEN survey data is being gathered and the results will help further EDI work at the Co-op. • The EDI Committee will participate in the new GM hiring process, suggesting interview questions. • A new vendor application has been developed to collect data on diversity within our vendors as part of the inclusive trade program. • Melina will leave the tri-chair role in the summer and a new director will step into the tri-chair role. • The Committee is engaging with the greater community. Vesper Meadows and Truth to Power have made presentations at recent EDI meetings. • Melina was asked to consider how the EDI Committee could contribute to the annual meeting report. 	
9.	AFC Gives Update; Change for Good Applications and Information Meeting	<ul style="list-style-type: none"> • The AFC Gives Change for Good application has been updated and will be posted online in mid-February. The committee is developing the scoring rubric. • In January, Ashland Food Angels received \$6070.65 in round-up funds. This represented 13857 donations for an average of 44 cents each. • The February Change for Good organization is OHRA (Options for Helping Residents of Ashland.) • There will be a webinar on February 21, 2023 for new Change for Good and Community Grants applicants. • Directors appreciated how cashiers are steadily asking customers to round-up at the register. • The committee plans to host a celebratory event for Change for Good and Community Grants organizations in the summer. 	
10.	Board Goals	<p>In November, the Board/Management Strategic Planning Refresh developed five strategic goals:</p> <ul style="list-style-type: none"> • Update and expand current facility • Strengthen partnerships with local growers and producers • Strengthen the local cooperative economy • Review and update employment practices in compensation, career and safety • Increase community engagement with youth 	

		<p>The Board of Directors recently held a retreat in January where they discussed goals for 2023. Potential goals included:</p> <ul style="list-style-type: none"> • Identify opportunities to increase owner engagement • Create opportunities for owners to become actively engaged in AFC governance and educate the community, owners and employees about the cooperative model • Grow Prepared Foods offerings • Make restorative justice principles and practices a more integral part of AFC culture • Support sustainability across all aspects of our organization <p>• The Board President will work with the Board Administrator to schedule focused time for directors to discuss and confirm 2023 Board goals.</p>	
11.	BDC Report: Board Candidate Information Meeting in March; Directors Requesting to Attend CCMA; Exit Interview	<ul style="list-style-type: none"> • This year there will be three open Board director positions. There will be a Board candidate information meeting March 8 at 5 p.m. Interested owners should contact the Board Administrator for meeting details. • Five directors are interested in attending CCMA in Sacramento. • The BDC is soliciting questions for the former GM's exit interview. The interview will take place after his evaluation is completed. 	
12.	Sustainability Coordinator Update	<ul style="list-style-type: none"> • Chris Byrne is AFC's new part-time sustainability coordinator. He is interested in climate, micro grid strategies, emergency backup power, and community sustainability. • Chris has recently attended a climate justice conference. He is very excited about the expansion initiative and seeking out sustainable and efficient equipment. Chris will be invited to make quarterly presentations to the Board. • Sustainability coordinator Rianna Koppel has taken a new position at True South Solar. The Board acknowledged and appreciated the great work that Rianna Koppel has done in her former role as sustainability coordinator. The Board would like to donate to a sustainable organization in her name. 	
13.	Board Finance Report	<ul style="list-style-type: none"> • Treasurer Mark Gibbs reported there will be a CPA audit this year. Full audits are conducted every four years unless there is a new financial manager or new GM. • 2022 sales were \$31.8 million, approximately 4.5% below budget. • Gross margins came at 38.3%. • Employee benefit costs were \$1.2 million, up \$160,000 over last year. • The 4th quarter was under the Labor Cap by \$90,987.12 after removing the cost of the Board Authorized Hardship Pay. This created a bonus of \$83,221 	

		<p>after including the negative carry-over of \$7,766 from 3Q22 Patronage dividend.</p> <ul style="list-style-type: none"> • The Finance Committee will recommend a 100% patronage dividend payout for 2022. Most co-ops pay out 20%. Next year more of the patronage dividend may be withheld to help finance capital requirements for the facility refresh. 	
14.	GM Report	<ul style="list-style-type: none"> • January sales were up by 2.3% over prior year. • The Interim GM Barry Haynes has been meeting with Daniel Wu, DEI coordinator at RFCU and they have been sharing resources and ideas. • AFC will honor Black History Month in February. • The MT is exploring ways to hold an all-store spring assembly for employees. The Board supported closing the store to allow all employees to attend. • The Collective Bargaining agreement will be put to a vote soon. • February 22 is Grocery Employee Appreciation Day. The GM will hand out \$25 gift cards to employees. Melissa Scudder will also draft a letter of appreciation to employees from the Board. • Project WHEN received feedback from 68 employee respondents. The GM and HR will receive a comprehensive report and recommendations for improvement. • NCG assisted resets for the center store are taking place February 7 to 9. • The Ashland Food Co-op was presented with an award for energy Team Engagement, which recognized the Co-op's commitment to the Strategic Energy Management program and meeting its requirements and milestones. 	

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