



Board Meeting Minutes

August 9, 2023

Approved

Directors attending: Mark Gibbs, Joanna Wnorowski, Kevin Bendaw, Bob Kaplan, Erica Thompson, Larry Cooper and Ernesto Soto. **Others attending:** Nick Hardee, Incoming General Manager; Barry Haynes, Interim General Manager; Abby Lazerow, Board Administrator. **Absent:** Melissa Scudder.

Facilitator: Joanna Wnorowski

Timekeeper: Bob Kaplan

ITEM #	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	Land Acknowledgement	<ul style="list-style-type: none">Bob Kaplan led the land acknowledgement.	
2.	Welcome to New GM Nick Hardee	<ul style="list-style-type: none">Joanna Wnorowski welcomed the new AFC GM Nick Hardee.	
3.	Owners Forum	<ul style="list-style-type: none">Owner Charles Netzow attended the meeting.	
4.	Announcements and Opportunities	<ul style="list-style-type: none">The 15th Annual Monster Dash, the main fundraiser for the Ashland Schools Foundation will be held on October 28 in Lithia Park. AFC is one of the main sponsors.The Community Grants deadline is August 15.Barry will be out of town for the next Board meeting, September 13.	
5.	Agenda Review	<ul style="list-style-type: none">Done.	Reviewed.
	Consent Agenda	The Board unanimously approved the following Consent Agenda documents:	The Consent Agenda documents

6.		<ul style="list-style-type: none"> ● Board Meeting Minutes, 6-14-23 ● Executive Session Minutes, 6-14-23 ● May Board Finance Report ● June Board Finance Report ● Board Facilitation and Timekeeper Calendar, 2023-2024 ● Land Acknowledgement Calendar, 2023-2024 ● Positive Affirmation Calendar, 2023-2024 	were unanimously approved.
7.	<p>Results: Action without a Meeting. Confirmation of Board Officers and Board Committee Chairs</p>	<ul style="list-style-type: none"> ● Results of an action without a meeting and vote by email. On July 26, the Board of Directors discussed and approved the selection of the new Board officers and committee chairs. The Board officers are: Joanna and Kevin, Co-Presidents, Melissa Scudder, VP, Bob Kaplan, Secretary, Larry Cooper, Treasurer. Board committee chairs are: Executive Committee: Joanna Wnorowski Finance Committee: Larry Cooper BDC: Larry Cooper SPSC: Kevin Bendaw and Nick Hardee AFC Gives: Melissa Scudder EDI Co-Chair: Melissa Scudder ● Board committee members are: Executive Committee: Joanna, Kevin, Melissa, Larry, Bob, Abby Finance Committee: Larry, Kevin, Mark BDC: Larry, Ernesto, Joanna, Abby SPSC: Kevin, Bob, Joanna, Abby AFC Gives: Melissa, Erica, Mark, Abby EDI: Melissa, Erica ● Larry encouraged all committee chairs to identify a vice-chair to learn about the committee. 	

8.	AFC Gives Update	<ul style="list-style-type: none"> ● In June, the Southern Oregon Land Conservancy earned \$7100 through the Change for Good program. In July, the Maslow Project earned \$9129. ● The committee will be assessing Community Grants applications in September. There will also be an event on September 28 to celebrate recent grant recipients. 	
9.	EDI Committee Report	<ul style="list-style-type: none"> ● Erica Thompson reported the EDI Committee is exploring ways AFC can honor December holidays across different cultures. The EDI Committee is also working on finalizing the committee charter, developing a process for nominations and elections of members and tri-chairs, and are creating a succession plan. ● Melissa will complete the nomination form to be tri-chair and then the committee will vote. ● Interest in the Affinity Group for staff members is growing and expanding. ● Sara Huque sends out a monthly communication to staff. ● The committee is developing clear parameters for the Marketing Team to handle requests to use classroom space. ● Barry Haynes reported NCG added an 8th cooperative principle of diversity, equity and inclusion. Many credit unions have already adopted this principle. The EDI Committee recommended to the Board that AFC stands behind the principle and use it in public facing opportunities. It is important to make sure we are looking through a DEI lens throughout the organization. ● Board agreed to explore adopting the 8th principle and to discuss it further at the September Board meeting. 	
10.	Board Finance Report	<ul style="list-style-type: none"> ● Treasurer Larry Cooper reported AFC finances are doing well. July sales were higher compared to May 2023 and June 2022. Some improved gross margins may be a result of delays in some declining wholesale prices. Department heads are trying to rein in margins so they can have more margin flexibility 	

		<p>during holidays to utilize towards sales.</p> <ul style="list-style-type: none"> The productivity bonus (\$43K) was appreciated by staff. The store has been doing well on labor percentages due to improved sales in prepared foods. Investments of \$432,192 are in short-term CDS at 31 different banking institutions. Working capital on June 30, 2023 was \$7,692,826. The patronage dividend accrual to date is \$355K. The credit line at Wells Fargo Bank was reduced to save some administrative fees. Stracker Solar recently proposed that AFC invest in a solar installation at Science Works. It was determined the proposal was not a good investment for the Co-op. An owner recently wrote a letter about patronage dividends and the CAN program. The owner had thought that the 10% discount also reduced their dividend. However, patronage dividends are based only on what owners spend. All discounts, including CAN, are treated the same. 	
11.	GM Report	<ul style="list-style-type: none"> Interim GM Barry Haynes reported June and July sales were up 6.9% compared to 2022. There are more tourists at the store this summer than last. The air quality has been clear. AFCEA and Management have come to another agreement with collective bargaining negotiations. AFCEA and Management wrote a joint statement to employees expressing support for the proposal. There is currently a 7-day comment period before a vote. Customer feedback from NCG online surveys revealed that out of all co-ops nationwide, AFC was ranked 5th in improvement and overall satisfaction over the last period. Aisle space and ease of moving through the store received low scores. There will be an employee barbecue in the parking lot on September 1 from 11 a.m. to 4 p.m. in appreciation of AFC 	

		<p>employees. Morale has been high in the store compared to past years.</p> <ul style="list-style-type: none"> • A documentary is being made about people who have gone through incarceration and entering the workforce, featuring one of the Prepared Foods employees. Some scenes were shot at the Co-op. The film will be shown at the Old Armory. • NCG experts in the western corridor visited in April .They spent time with the MT and visited our competition in town. They provided a report with suggested short-term improvements and upgrades. 	
12..	Appreciation of Barry Haynes	<ul style="list-style-type: none"> • The Board shared their appreciation for Barry Haynes and his excellent and dedicated service as interim GM. Directors praised his expertise, humility, calmness, genuine desire to always assist, and his caring for employees. 	

The meeting was adjourned at 7:17 p.m. Minutes were prepared by Abby Lazerow, Board Administrator.