



Board Meeting Minutes
January 10, 2024

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

Facilitator: Erica Thompson Timekeeper: Ernesto Soto. The meeting was called to order at 6 p.m. by Erica Thompson.

	DESCRIPTION	DISCUSSION
1.	Positive Affirmation	<ul style="list-style-type: none"> Larry Cooper led the positive affirmation.
2.	Land Acknowledgement	<ul style="list-style-type: none"> Bob Kaplan led the land acknowledgement.
3.	Owners Forum	<ul style="list-style-type: none"> There were no owners present.
4.	Announcements/ Opportunities	<ul style="list-style-type: none"> There were no announcements.
5.	Agenda Review	<ul style="list-style-type: none"> Erica Thompson reviewed the agenda.
6.	Consent Agenda:	<p>The Board of Directors (BoD) approved the following Consent Agenda items: Board Meeting Minutes, 11-8-23</p> <ul style="list-style-type: none"> Executive Session Minutes, 11- 8-23 Board Finance Report, 11-23 Board Finance Report, 10-23

7.	Finance Committee Report	<ul style="list-style-type: none"> ● Finance Manager (FM) Mel Gedde presented the 2024 AFC budget. ● Sales are projected to be up as high as 4% this year. GM Nick Hardee and Managers are working to increase sales and to align efficiencies and costs. ● Labor costs have increased; with the new contract, all employees received an \$1/hr raise in the store. ● Costs of benefits and health insurance are increasing by a few hundred thousand dollars. AFC is self-insured; the stop loss per employee is now \$75,000. ● Prepared Foods sales are up about 10%. ● The current budget shows dividends of \$289,725 for 2024. ● The FM reviewed the CapX Budget. The GM and Store Manager are identifying CapX purchases to create more efficiencies and developed a list estimated to be \$495,000. These efficiencies could be transferred in case of expansion or growth. ● The BoD unanimously approved the 2024 labor cap. ● The BoD unanimously approved the 2024 CapX budget. ● The BoD unanimously approved the 2024 operating budget. ● The BoD unanimously approved the 2024 Board budget.
8.	Board Goals for 2024	<ul style="list-style-type: none"> ● Directors agreed to review a shared Google document to list potential 2024 BoD goals. ● Some of the 2023 strategic planning goals are operationalized and are in process. ● The BoD will hold a future work session for developing 2024 goals.
9.	AFC Gives Committee Update: AFC Gives Funding Policy and Nov.	<ul style="list-style-type: none"> ● Melissa Scudder reported in November, \$7152.96 was raised for Rogue Food Unites through the Change for Good (CFG) program. In December, \$8438.31 was raised for Rogue Valley Farm to School. ● The AFC Gives Committee will begin working on the next grant funding cycle soon. ● The committee will be looking for new owner volunteers soon. ● Currently there are buttons at the register which allow shoppers to donate for the Ashland Food Bank, Ashland Schools Foundation, Access and the Red Cross at the

	& Dec. Change For Good Totals	<p>register. However, few shoppers are aware of this. Possibly there could be links on our website for fundraising.</p> <ul style="list-style-type: none"> • Directors suggested reporting on the AFC website and newsletter how much was raised each month. • The BoD approved the AFC Gives Fund policy document.
10.	EDI Committee Update	<ul style="list-style-type: none"> • Erica Thompson reported there will be a screening of the March on Washington in the Community Classroom. • The Committee is promoting awareness about the use of the Community Classroom. Applications will include questions about content, what community members are served and the ages served. • At the recent meeting, Sara Huque presented research about ways other food co-ops share information about the work they do around EDI. Other co-ops have a page about EDI and some others have an online grievance/bias form. • An updated BLM letter needs to be written and posted. • The Board President sent a letter to directors about the 8th cooperative principle. Bob Kaplan will create a document for directors to respond to with a deadline for feedback.
11.	Meeting Break	<ul style="list-style-type: none"> • A ten-minute break was taken.
12.	Board Development Committee Update: Bylaw Changes and Calls for Potential Board Candidates	<ul style="list-style-type: none"> • Larry Cooper reported the Board Development Committee (BDC) is focused on the upcoming election cycle. • The BDC recently approved the Board candidate materials and application. • The BDC had selected Larry, Nick, Joanna and Abby as members of the Nominating Committee. Erica is also available to participate.

		<ul style="list-style-type: none"> • The BDC and VP Melissa Scudder are looking at the bylaws and items that need to be addressed for the future. After the suggested bylaw changes are shared with and reviewed by the BoD, they will be sent to the attorney for feedback.
13.	Employee Experience Initiative	<ul style="list-style-type: none"> • The Employee Experience Initiative was one of the five strategic initiatives brought forward by the BoD and the Management Team in late 2022. The GM reported that the decision was made at the January Strategic Planning Steering Committee to dissolve the Employee Experience Initiative because focus on employees is re-energized and operationalized by the HR Manager and the GM. • The labor attorney also advised that there should not be a committee with both board members and AFCEA members. • The GM will establish metrics through pulse surveys and reports. The BoD will also review these metrics as part of the GM performance review. • Directors were confident in the GM's and HR Manager's ability to continue shepherding the employee experience. • The BoD approved the dissolution of the Employee Experience Initiative.
14.	Board Training Needs for 2024	<ul style="list-style-type: none"> • The BoD will discuss ideas for training in February. Abby will make a document for directors to share ideas about training.
15.	Board Retreat Review and Next Steps	<ul style="list-style-type: none"> • Directors reviewed their recent retreat. Directors agreed future retreats should be held for a full day. • There were challenges with the library conference room. • The BoD will work on creating a yearly schedule for training. Two retreats yearly would be beneficial, one for on-boarding and the other for visioning and planning.

16.	GM Report	<ul style="list-style-type: none"> ● The GM reported November sales were up 4.5%. Sales in December were up 5% and total sales were up 4.3%. A 2% increase in sales had been projected for the past year. ● AFC has adopted North Mountain Park. Staff and directors will be involved in maintaining the park and its grounds. There will be 3-4 work parties per year, starting in March 2024. ● HR is working with the SART (Sexual Assault Response Team) to establish an in-house training opportunity available for all staff. Every new hire will have this training. ● AFC is looking for growth opportunities in alignment with our vision and mission. ● The GM is Identifying areas of opportunity within the current store that will open up retail space and allow more shopping space to accommodate volume. ● The store will be making more in-house products, such as artisanal rustic loaves and sandwich bread and making our own oat milk. ● Plastic and compostable silverware will be discontinued and replaced by reusable cutlery. Hot cup lids will also be paper. ● The Marketing Department will be price comparing and deliver the reality of what we are doing compared to our competitors. ● Nick is setting out a Calendly for the public in March, so shoppers can schedule a time to sit and talk to Nick. ● As of January 12, all shrink will be tracked in all departments except for Produce. This will expose opportunities for product ordering and selection. ● Nick has been meeting with some sustainability companies to help track our goals to become carbon-neutral. The companies can Input data and prepare a roadmap with benchmarks to reach our 2030 goals.
17.	Action Items	<ul style="list-style-type: none"> ● The BoD approved the Consent Agenda documents. ● The BoD will review a shared document to plan for 2024 goals. Goals will be discussed at the February 7, 2024 Closed Work Session. ● The BoD unanimously approved the 2024 labor cap.

		<ul style="list-style-type: none">• The BoD unanimously approved the 2024 CapX budget.• The BoD unanimously approved the 2024 operating budget.• The BoD unanimously approved the 2024 Board budget.• Bob will send out a document with the 8th principle suggestions and ask for comments.• The Board Administrator will contact Jack Davis to find out his timeline for reviewing the bylaws.• The BoD approved the dissolution of the Employee Experience Initiative.
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The meeting was adjourned at 9:25 p.m. Minutes were prepared by Abby Lazerow, Board Administrator.