



## Board Meeting Minutes

February 14, 2024

APPROVED

**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.

Facilitator: Melissa Scudder Timekeeper: Kevin Bendaw.

The meeting was called to order at 6:10 p.m. by Melissa Scudder.

ITEM #	ITEM DESCRIPTION	DISCUSSION	ACTION
1.	<b>Positive Affirmation</b>	<ul style="list-style-type: none"> <li>Ernesto Soto led the positive affirmation.</li> </ul>	
2.	<b>Land Acknowledgement</b>	<ul style="list-style-type: none"> <li>Kevin Bendaw led the land acknowledgement.</li> </ul>	
3.	<b>Owners Forum</b>	<ul style="list-style-type: none"> <li>HR Director and owner Jen Trumm and owner employee and AFCEA member Benjamin Kramer attended the meeting.</li> </ul>	
4.	<b>Announcements and Opportunities</b>	<ul style="list-style-type: none"> <li>Board Candidate Information Meeting, March 13, 2024, from 5-6 p.m.</li> <li>AFC had a wonderful presence at the JPR wine event.</li> <li>The Change for Good application went live today. There will be a webinar on February 20 at 5:30 p.m.</li> </ul>	
5.	<b>Agenda Review</b>	<ul style="list-style-type: none"> <li>Melissa Scudder reviewed the agenda.</li> </ul>	Done.
6.	<b>Consent Agenda</b>	<p>The following Consent Agenda items were unanimously approved:</p> <ul style="list-style-type: none"> <li>Board Meeting Minutes, 1-10-24 (unapproved)</li> <li>Board Finance Report, 12-23</li> <li>Board Finance Report, 11-23</li> <li>2023 Board Actions</li> </ul>	The consent agenda items were unanimously approved.

7.	<b>Bylaw Change Updates; Reminder, Final Board Review</b>	<ul style="list-style-type: none"> <li>• Directors had reviewed the bylaw changes.</li> <li>• The Board Administrator will send an updated copy to directors for a final review before it is sent to the Board attorney.</li> </ul>	
8.	<b>Treasurer's Report</b>	<ul style="list-style-type: none"> <li>• Board Treasurer Larry Cooper reviewed the Finance Committee minutes. Sales are relatively flat but gross margins are strong.</li> <li>• AFC has earned \$400,000 in investment income this past year due to higher CD interest rates.</li> <li>• We are required by law to distribute at least 20% of our profit each year. AFC may be making some investments that will require substantial capital. The Board will need to decide on the patronage dividend in the coming months. Information from the upcoming meeting with the CPAs in March will be helpful to make the recommendation.</li> </ul>	
9.	<b>Board Device Policy</b>	<ul style="list-style-type: none"> <li>• Board Co-President Kevin Bendaw had thought he was eligible to purchase a tablet for board work. However, prior to 2019, Board directors were able to purchase laptops during their tenure. After 2019 it was decided most people had computers and the policy was discontinued.</li> <li>• Larry Cooper suggested a policy to assist new or current directors with appropriate technology to participate in meetings if needed and upon request. Older Apple and MS operating systems eventually lose support and some applications used for virtual meetings no longer can be updated or function properly. Additionally, data in older computers may not be secure. He suggested offering a fixed sum when such a need arises, understanding that the director has an obligation to return a portion of the funds when their tenure ends if they have not served a full term.</li> <li>• GM Nick Hardee will check to see if each director could have an ashlandfood.coop email address.</li> <li>• Larry and Kevin will develop a proposal for the March board meeting.</li> </ul>	Larry and Kevin will develop a proposal for supporting Board computers for the March board meeting.

9.	<b>Board Goals for 2024</b>	<ul style="list-style-type: none"> <li>Board Directors discussed potential goals for 2024. Directors wrote down three ideas for goals and shared them with the group. The Board Co-President will email the list to all directors, who will reply with their top 5 or 6 goals.</li> </ul>	
10.	<b>Eighth Cooperative Principle</b>	<ul style="list-style-type: none"> <li>Melissa Scudder reported that verbiage for the 8<sup>th</sup> cooperative principle was presented to the EDI committee. Committee members made a suggestion for the wording, following the National Cooperative Grocer's (NCG) version as suggested by the International Cooperative Alliance (ICA.)</li> <li>Board directors suggested changing the wording to: In addition to these, AFC has chosen to incorporate an 8<sup>th</sup> principle. "At the Ashland Food Co-op, we accept all identities and cultivate a culture of belonging. "</li> <li>The Board approved the wording for the 8<sup>th</sup> principle. Melissa will send an update to the EDI Committee.</li> <li>The 8<sup>th</sup> principle will be included in a list of suggested bylaw changes. Owners will vote whether to approve the bylaw changes in May.</li> <li>The Board appreciated the thoughtfulness of the EDI Committee membership.</li> <li>Melissa will work with Kevin, Joanna to craft the BLM letter for posting at the store.</li> </ul>	The Board approved the wording for the 8 <sup>th</sup> principle. Melissa will send an update to the EDI Committee.
11.	<b>Meeting Break</b>	A ten-minute meeting break was taken.	
12.	<b>AFC Gives Update and Change For Good Totals</b>	<ul style="list-style-type: none"> <li>AFC Gives will be receiving Change For Good (CFG) applications soon.</li> <li>The Culinary Arts Program at Ashland High School received \$6376.20 in January through the CFG program.</li> <li>The February CFG organization, Rogue Climate, has \$1729.87 to date.</li> </ul>	.

		<ul style="list-style-type: none"> <li>• Owners have the option to automatically round up.</li> </ul>	
13.	<b>EDI Committee Update</b>	<ul style="list-style-type: none"> <li>• Some EDI members are taking an EDI &amp; Belonging training through Columinate. They are studying best practices and learning where we stand, what we have been doing and what we can do better.</li> <li>• Committee members are working on how we quantify and measure the work we do.</li> <li>• The Committee plans to incorporate an educational piece with AFC's Cinco de Mayo celebrations.</li> <li>• The Committee discussed access to SART, staff training and lowering barriers for reporting.</li> <li>• The Committee will be looking for a community committee member.</li> <li>• Board Secretary Bob Kaplan offered to attend the March EDI Committee meeting. Director Mark Gibbs was interested in attending in April and Board Co-President Joanna Wnorowski was interested in attending in May.</li> </ul>	
14.	<b>GM Report</b>	<ul style="list-style-type: none"> <li>• Nick Hardee reported that Jan sales increased 1.8% over the same month in January 2023.</li> <li>• AFC is creating a value-added program, baking our own bread. The goal is to deliver a good product at an affordable price.</li> <li>• AFC will purchase a nut milk maker. The store plans to sell nut milk in our case and in our coffee bar.</li> <li>• AFC has adopted North Mountain Park. Ten owners and ten employees can sign up for the park clean-up day. Board members may support the effort by setting up a table with drinks and snacks for part of the day.</li> </ul>	

		<ul style="list-style-type: none"> <li>● Ashland City Councilor Gina DuQuenne will lead a conversation on looking at our similarities and not our differences on Feb 28 from 6 to 7:30 at AFC in the Community Classroom.</li> <li>● Sales of Co-op basics and Field Day products sales have increased.</li> <li>● Nick is working with NCG to establish a plan to improve different departments.</li> <li>● Nick will be presenting a report about shrink and waste to establish best practices at the end of March.</li> <li>● AFC has received organic certification again this year, marking our 17<sup>th</sup> year of organic certification.</li> <li>● The GM has been talking with two organizations to determine how to meet 2030 sustainability goals. These include zero waste, carbon neutrality, and the elimination of toxic chemicals.</li> </ul>	
15.	<b>GM 6- Month Evaluation Process</b>	<ul style="list-style-type: none"> <li>● Bob, Kevin and Joanna will work on a process for the GM's 6-month evaluation and the process for his annual review.</li> </ul>	

*The meeting was adjourned at 8:16 p.m. Minutes were prepared by Abby Lazerow, Board Administrator.*