



## Board Meeting Minutes

May 8, 2024

Approved

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

Facilitator: Kevin Bendaw. Timekeeper: Bob Kaplan The meeting was called to order at 6:06 p.m. by Kevin Bendaw.

ITEM #	ITEM DESCRIPTION	DISCUSSION
1.	<b>Positive Affirmation</b>	<ul style="list-style-type: none"> <li>• GM Nick Hardee led the positive affirmation.</li> </ul>
2.	<b>Land Acknowledgement</b>	<ul style="list-style-type: none"> <li>• Bob Kaplan led the land acknowledgement.</li> </ul>
3.	<b>Owners Forum</b>	<ul style="list-style-type: none"> <li>• Steve Brown, a new owner, attended the meeting. He is looking forward to seeing the Board in action. Owners Maria Martonffy, Becky Brown and Jude Mona also attended.</li> <li>• Becky Brown was impressed with the work being done with reducing shrink.</li> </ul>
4.	<b>Announcements and Opportunities:</b>	<ul style="list-style-type: none"> <li>• The North Mountain Park work party has been rescheduled for May 18, starting at 10 a.m. Bob, Kevin and Mark will attend. There are 10 volunteer spots for the public and 10 for the staff and it is sold out.</li> <li>• There will be a Board/MT meeting the first week of August.</li> </ul>

5.	<b>Agenda Review</b>	<ul style="list-style-type: none"> <li>● The Board reviewed and approved the agenda.</li> </ul>
6.	<b>Consent Agenda:</b>	<p>The following Consent Agenda documents were approved:</p> <ul style="list-style-type: none"> <li>● Board Meeting Minutes, 4-10-24 (unapproved)</li> <li>● Executive Committee Minutes, 4-10-24</li> <li>● Board Finance Report, 3-24</li> </ul>
7.	<b>Approval of Patronage Dividend Language; Approval of Patronage Dividend Forfeiture for 2029; Corporate Resolution Request</b>	<ul style="list-style-type: none"> <li>● Finance Manager Mel Gedde presented a letter that will be sent to owners about the 2023 Patronage Dividend distribution. This year \$692,000 in profits will be distributed to owners. This is the largest amount ever distributed by AFC to owners..</li> <li>● Directors made several wording changes to the letter.</li> <li>● Joanna Whorowski proposed approving the letter with the wording changes. The Board unanimously approved the 2023 Patronage Dividend letter.</li> <li>● Mel Gedde requested the Board approve the forfeiture of 2020 uncashed dividend checks. Bylaw 8.5 allows for the forfeiture of dividend checks that are not cashed after four years. The total amount of uncashed checks from 2020 is \$5601.00.</li> <li>● Melissa Scudder made a motion to approve the forfeiture as presented by Mel Gedde. The Board unanimously approved the forfeiture of 2020 uncashed checks.</li> <li>● Mel Gedde presented a Corporate Resolution request to add Nick Hardee to interact with financial institutions and act as a signer at banks. Directors made several changes to the wording of the document, including allowing Nick to designate agents and removing the words “signers and or.” Kevin Bendaw made a motion to approve the resolution. The Board unanimously approved the Corporate Resolution.</li> </ul>

8.	<b>Annual Meeting Planning Update</b>	<ul style="list-style-type: none"> <li>● On June 12, the regular Board meeting will start at 5 p.m. and end at 6:30 p.m. The 2024 annual meeting will follow. Doors will open at 6:30 for owners wishing to attend the meeting, which will start at 7 p.m.</li> <li>● Directors discussed the agenda for the annual meeting.</li> <li>● Nick and Joanna will plan the menu for the 2024 AFC annual meeting.</li> <li>● Directors may make a video to invite owners to the meeting.</li> </ul>
9.	<b>Board Device Policy</b>	<ul style="list-style-type: none"> <li>● Directors reviewed the Board device policy.</li> <li>● Directors suggested removing the sentence beginning with “so there is no unfair burden on...”</li> <li>● Mark Gibbs motioned to approve the modified language. The Board unanimously approved the Board device policy with the wording change.</li> </ul>
10.	<b>AFC Gives Committee Change For Good Totals</b>	<ul style="list-style-type: none"> <li>● Melissa Scudder reported the April Change for Good totals for the Ashland Climate Collaborative was \$5,587.91. \$1,298.13 has been raised to date for Our Family Farms, the May CFG partner.</li> <li>● Nick Hardee, Melissa Scudder, Tracy Fischer, and Betsy de Gress will form a sub team to discuss the legacy buttons at the register. Kevin Bendaw also offered to join the team.</li> <li>● Community Grants applications will go out in July.</li> <li>● The AFC Gives Grants Awards Ceremony will be held on October 17.</li> </ul>

11.	<b>EDI Committee Update</b>	<ul style="list-style-type: none"> <li>• Melissa Scudder reported the EDI Committee is doing well. Gabby Davis, NCG's Racial Equity and Food Justice Manager, attended the meeting and reported about the work she is doing. She liked that the name of our committee started with the word Equity. She said it was unusual that our committee includes board directors, employees, management and community members.</li> <li>• A new community committee member was recently approved.</li> <li>• Mark Gibbs will attend the EDI meeting next month.</li> </ul>
12.	<b>Meeting Break</b>	<ul style="list-style-type: none"> <li>• A 10-minute break was taken.</li> </ul>
13.	<b>Election Update</b>	<ul style="list-style-type: none"> <li>• Abby Lazerow reported that there are four candidates running for two seats. The Election will begin on May 22 and end on June 10.</li> <li>• The Marketing Department will offer a drawing for a special gift basket to all owners who vote in this years' election.</li> </ul>
14.	<b>GM Report</b>	<ul style="list-style-type: none"> <li>• April sales increased .1% compared to 2023. YTD sales are up almost 4%. March sales were up 5%. Seafood sales were up 15%.</li> <li>• AFC has partnered with Rolling Hills Peaches. AFC will have the opportunity to acquire the entire crop (1sts and 2nds) as well as plums and apricots. This will give AFC the ability to make value-added products such as peach pie and peach chutneys. The owner is retiring and one of his employees will run the operation. The AFC Produce Manager will be learning the operations as well.</li> <li>• AFC has resubmitted the application to have a sign posted on I-5. An application was denied several years ago. There is also an opportunity to advertise at the Welcome Center.</li> </ul>
		<ul style="list-style-type: none"> <li>• AFC is looking into Adopt-A-Road; it is a way to help the community.</li> <li>• There are very good classes scheduled for May.</li> </ul>

		<ul style="list-style-type: none"> <li>● An outside consultant has been hired to work with members of the Management Team to help hone their skills to become effective leaders and to enhance working as a team.</li> <li>● There will be several shopper surveys that are taking place. One is a random survey at the register. The other is a market survey for Q2 using mailers, emails and phone calls. We will also conduct surveys in our competitive market as well. The surveys will take approximately 4 weeks.</li> <li>● NCG reps will be visiting in June to discuss potential resets in the store to improve the shopping experience and to create more space.</li> <li>● The GM presented graphs about shrink that has been recently tracked at the store. Tracking shrink will reduce wasted labor and the cost of goods. Currently shrink is .5% of sales.</li> <li>● The Product Standards Committee is focusing on product standards to ensure AFC is in alignment with its purpose and mission.</li> <li>● 20230 sustainability goals include zero waste, carbon neutrality, elimination of toxic chemicals, and being a model for sustainable relationships with our employees, vendors, community and other co-ops. AFC has hired Planetfwd to establish a clear roadmap that will track our progress on reaching our 2030 goals.</li> <li>● AFC has launched the Bring it Back reusable fork program.</li> <li>● AFC had a successful first store assembly, the first held since 2019.</li> </ul>
15.	<b>Action Items</b>	<ul style="list-style-type: none"> <li>● The Board approved the Consent Agenda documents.</li> <li>● The Board approved the updated language of the patronage dividend.</li> <li>● The Board approved the forfeiture of 2020 uncashed patronage dividends.</li> <li>● The Board approved the Corporate Resolution request with a removal of two words.</li> <li>● The Board approved the Board Device Policy with one sentence in the first paragraph removed.</li> </ul>

*The meeting was adjourned at 7:51 p.m. Minutes were prepared by Abby Lazerow, Board Administrator.*