



Board Meeting Minutes

January 8, 2025

(Approved)

Directors attending: Mark Gibbs, Joanna Wnorowski, Erica Thompson, Jennifer Gibbs, Bob Kaplan, Ernesto Soto and Kathryn Kavanagh. **Others attending:** Nick Hardee, General Manager, Abby Lazerow, Board Administrator.

Facilitator: Erica Thompson Timekeeper: Ernesto Soto

ITEM #	ITEM DESCRIPTION	DISCUSSION
1.	Land Acknowledgement	<ul style="list-style-type: none"> Joanna Wnorowski led the land acknowledgement.
2.	Positive Affirmation	<ul style="list-style-type: none"> Ernesto Soto led the positive affirmation.
3.	Owners Forum	<ul style="list-style-type: none"> Owners Cate Hartzell, Jon Griffin, Cheryl Bentley, Ed Claassen, Kelda Vath and owner-employee Benjamin Kramer attended the meeting. Cate Hartzell had concerns about ergonomics for cashiers and wondered if sit-stand stations were possible. Ed Claassen inquired about AFC's current financial surplus and the amount being invested in the Co-op's mission. He asked if the RoCo acquisition was a part of a larger strategy.
4.	Announcements and Opportunities:	<ul style="list-style-type: none"> The Employee Holiday Party will be held at ScienceWorks on January 18th. This year CCMA will be in Duluth, May 29-31. Kathryn Kavanagh will be teaching a breadmaking class in the classroom.

5.	Agenda Review	<ul style="list-style-type: none"> • Done. One item (#7) was added to the agenda.
6.	Consent Agenda	<p>The following Consent Agenda documents were approved:</p> <ul style="list-style-type: none"> • Board Meeting Minutes, 11-13-24 • Board Finance Report, 10-24 • Board Attendance and Participation Policy, 1-2025
7.	Appointment of Vice President	<ul style="list-style-type: none"> • The Board of Directors (BoD) unanimously approved the appointment of Jennifer Gibbs as Vice-President until July 2025.
8.	2025 Board Short-Term and Long-Term Goals	<ul style="list-style-type: none"> • Directors discussed potential goals for 2025. They fell into five main categories: <ol style="list-style-type: none"> 1) Community engagement 2) Develop a 5-year strategic plan and vision 3) Board harmony, functionality, continuity, and development 4) Enhance organic product standards 5) local food/producers – set goal • The Board Development Committee will develop a list of the major goals and key points to share with the Executive committee. The Executive Committee will review the goals and make assignments and timelines to propose to the full BoD in February.
9.	Review of Board Retreat Agreements	<ul style="list-style-type: none"> • Ernesto Soto shared the agreements made during the board retreat. • One item was added to the agreements: “When bringing agenda items to the board or committees for decisions, we will present in a clear way and provide supportive materials in advance.” • The agreements will be printed in poster format and added to the BoD Google Drive.
9.	Meeting Break	<ul style="list-style-type: none"> • A 10-minute break was taken.
10,	Review of Upcoming GM Evaluation Process	<ul style="list-style-type: none"> • Evaluating the GM is one of the most important duties of the board. Board Administrator Abby Lazerow reported she is developing survey forms to evaluate the GM for director report managers, the GM and the BoD. Managers and the GM will receive the evaluations by January 10. Directors will receive their forms in early February.

11.	EDI Committee Report	<ul style="list-style-type: none"> • Erica Thompson reported the EDI committee met and discussed 2025 goals and environmental issues impacting historical minority groups. Awareness about those environmental concerns will be brought to Earth Day. • The movie <i>Farming While Black</i> will be shown at the Varsity theater on Feb 20 at 7 pm. • The committee will be seeking a manager to fill the committee seat.
12.	AFC Gives Report	<ul style="list-style-type: none"> • Bob Kaplan reported \$5273.11 was collected for Rogue Action Center in December. • CFG applications will be available online in early February. • The committee discussed options for increasing funding for Community Grants. They will bring a proposal to the board at the February meeting.
13.	Treasurer's Report; Approval of Board, AFC and Store CapEx Budgets; Board Resolution for 401k Switch	<ul style="list-style-type: none"> • Board Treasurer Mark Gibbs reported the Finance Committee had its first meeting of the year. They will review full year financials soon. Sales trends are good. • The Treasurer presented a resolution changing AFC's 401k trustees from Schwab to the Mid-Atlantic Trust company. Bob Kaplan made a motion to approve the resolution and the BoD unanimously approved. • Bob Kaplan moved to approve the AFC CapEx budget, the 2025 Board budget and the 2025 store budget The BoD unanimously approved these budgets. • It was noted a large part of the Patronage Dividend is from investment interest.
14.	GM Report	<ul style="list-style-type: none"> • GM Nick Hardee reviewed the GM report. • The Board appreciated Nick's support for the mental wellness of employees. Nick's goal is to have a program in place that evolves with the staff's needs, reducing stress and promoting emotional well-being. • The GM has been meeting with attorneys to draft contracts and a lease for the rolling Hills program. • RoCo is doing very well. A POS system has been integrated. The GM is meeting with JR to focus on more food offerings. • RoCo bulk coffee will be sold at the store soon. • Several directors thought RoCo's affiliation with the Co-op should be more prominent in marketing materials and on the website.
15.	Action Items	<ul style="list-style-type: none"> • The January Consent Agenda documents were approved

		<ul style="list-style-type: none">● The BoD approved the resolution changing 401k trustees from Charles Schwab to the Mid-Atlantic Trust company.● The Board approved the AFC CapEx budget● The board approved the 2025 AFC store budget● The board approved the AFC board budget● The board unanimously appointed Jen Gibbs as Vice-President through July 2025.● The Board Development Committee will develop a list of the major goals and key points to share with the Executive committee. The Executive Committee will review the goals and make assignments and timelines to propose to the full BoD in February.● Added to BoD agreements. ““When bringing agenda items to the board or committees for decisions, we will present in a clear way and provide supportive materials in advance.””
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The meeting was adjourned at 8:38 PM. Minutes were prepared by Abby Lazerow, Board Administrator.