



### Board Meeting Minutes

June 11, 2025

APPROVED

**Directors attending:** Mark Gibbs, Jennifer Gibbs, Erica Thompson, Bob Kaplan, Ernesto Soto, Kathryn Kavanagh and newly elected directors Elizabeth Walsh and Evan Archerd.

**Others attending:** Nick Hardee, General Manager; Abby Lazerow, Board Administrator. **Attending virtually:** Joanna Wnorowski.

**Facilitator:** Mark Gibbs **Timekeeper:** Ernesto Soto

The meeting was called to order at 6:05 p.m. by Mark Gibbs

ITEM #	ITEM DESCRIPTION	DISCUSSION
1.	Land Acknowledgement	<ul style="list-style-type: none"><li>Mark Gibbs led the land acknowledgement.</li></ul>
2.	Positive Affirmation	<ul style="list-style-type: none"><li>Erica Thompson led the positive affirmation.</li></ul>
3.	Owners Forum	<ul style="list-style-type: none"><li>Owners Benjamin Kramer, Hideko Tamura, Amey Broeker, Coleen Gibbs, and Roxane Beigel-Coryell attended the meeting.</li><li>Owner Nancy Nelson briefly attended the meeting to distribute a letter to the Board.</li></ul>

4.	<b>Announcements and Opportunities:</b>	<ul style="list-style-type: none"> <li>• Kathryn Kavanagh is teaching a handmade pasta class in the Co-op classroom on June 26 at 6 p.m.</li> <li>• The Board potluck will be held at Bob's Kaplan's house at 6 p.m. on July 9.</li> <li>• AFC is a major sponsor of the Monster Dash, held on October 25. Erica Thompson would love to see everyone at the Ashland Schools Foundation booth.</li> <li>• Joanna Whorowski said this was her last meeting as Board President and it has been a privilege and honor to have had this experience and to be elected again by our owners. She congratulated new directors Elizabeth Walsh and Evan Archerd. She thanked all directors for their service and devotion, bringing their special gifts to the Board. She also thanked outgoing directors Bob Kaplan and Erica Thompson, chairs of AFC Gives and EDI Committee respectively. They will be missed, but they are always part of the AFC family. Joanna also thanked all the applicants who ran for the Board and demonstrated their commitment to the Co-op.</li> </ul>
5.	<b>Agenda Review</b>	<ul style="list-style-type: none"> <li>• Mark Gibbs reviewed the agenda.</li> </ul>
6.	<b>Consent Agenda:</b>	<p>The following Consent Agenda items were approved:</p> <ul style="list-style-type: none"> <li>• Board Meeting Minutes, 5-14-25</li> <li>• Executive Session Minutes, 5-14-25</li> <li>• Board Finance Report, 4-25</li> </ul>
7.	<b>Election of Board Officers for 2025-2026</b>	<ul style="list-style-type: none"> <li>• Abby Lazerow announced the new Board officers will be Mark Gibbs, President; Kat Kavanagh, Vice-President; Jen Gibbs, Secretary, and Ernesto Soto, Treasurer. These roles will be effective August 1.</li> </ul>

8.	<b>Interest in Board Committees</b>	<p>Directors discussed their interest in serving on Board committees. Committee chair positions and committee members will be finalized at the August Board meeting. Potential members are:</p> <ul style="list-style-type: none"> <li>• Executive Committee: President, VP, Secy, Treasurer, Nick, Abby</li> <li>• Finance Committee: Treasurer and another director, Nick, Finance Manager, Owner Volunteer, Two MT employees.</li> <li>• Board Development Committee (BDC) – Jen, Joanna, Ernesto, Elizabeth, Abby. Ernesto offered to be Chair.</li> <li>• AFC Gives – Evan, Elizabeth, Abby, Marketing representative, AP representative, two owner volunteers.</li> <li>• Equity, Diversity and Inclusion Committee (EDI): Kathryn offered to be tri-chair.</li> <li>• Strategic Planning Steering Committee: President, Joanna, Kathryn, Nick, Abby, three MT employees.</li> </ul>
9.	<b>Selection of Mentors</b>	<ul style="list-style-type: none"> <li>• New directors will be assigned to a director to help answer questions and navigate their first terms in the role.</li> <li>• Ernesto and Joanna are available to be mentors.</li> </ul>
10.	<b>Meeting Break</b>	<ul style="list-style-type: none"> <li>• A short meeting break was taken.</li> </ul>
11.	<b>Board Handbook</b>	<ul style="list-style-type: none"> <li>• Jen Gibbs created a Board handbook in a pdf form. The handbook will be available as a Google Doc and will also be printed in a 3-ring binder. Jen asked directors to read the handbook and to let her in the next few weeks if there are changes needed.</li> </ul>
12.	<b>Annual Meeting Updates</b>	<ul style="list-style-type: none"> <li>• Joanna Wnorowski announced the AFC Annual Meeting will be held on October 4 at Resistance Winery from 4-7 p.m. There will be presentations for an hour, followed by acoustic music and drink.</li> </ul>

		<ul style="list-style-type: none"> <li>• The BDC will help put together the slide deck and presentation.</li> </ul>
13.	<b>Strategic Planning Updates</b>	<ul style="list-style-type: none"> <li>• Nick Hardee and Jen Gibbs reported the Board's first strategic planning meeting with facilitator Cynthia Scheer will be held on July 3 from 8:30-11:30 a.m.</li> <li>• The second strategic planning meeting will be held on July 9 from 8 a.m. to 12 p.m. Nine members of the MT will also participate. This will be an opportunity to revisit AFC's mission, values and goals.</li> <li>• Dates for September and October are still being determined. The October date will be a full-day retreat.</li> </ul>
14.	<b>EDI Report</b>	<ul style="list-style-type: none"> <li>• Tri-Chair Erica Thompson reported the EDI committee discussed having ways for employees to make choices about where their 401Ks are invested, related to their values.</li> <li>• New harassment training started this week.</li> <li>• The committee is looking for new committee members, including another member from the Board. Potential members must submit an application to the committee.</li> <li>• Sara Hucque will be tabling at the June 21 Juneteenth event in Medford. Volunteers are needed to assist her.</li> </ul>
15.	<b>AFC Gives Report</b>	<ul style="list-style-type: none"> <li>• AFC Gives Chair Bob Kaplan reported \$6,754.16 for Food and Friends was collected at the registers in May. The June Change for Good organization is Bee Girl.</li> <li>• The committee recently discussed the needs of the AFC Gives Fund, which is set up for emergency needs. The fund has been used to assist other co-ops in emergencies, such as co-ops impacted by the hurricane in Hawaii and to support victims of the fires in Hawaii. The uncashed dividend checks greater than four years old have been put into the AFC Gives fund annually. Generally, that amount has been around \$5000. However, this year and next year there is a much larger amount that comes from retained equity from federal funds</li> </ul>

		<p>received by AFC during Covid. Committee members agreed to direct only the portion that is usually received to the fund and not the retained equity.</p> <ul style="list-style-type: none"> <li>• The Community Grants process will start next month. There will be a Q &amp; A session held in July and applications will be due in August.</li> <li>• The October CFG round-up is also a source of AFC Gives Fund. As the fund balance is strong, the committee is discussing whether this would be needed this year or if the month should be temporarily assigned to another group.</li> </ul>
16.	<b>CCMA Report</b>	<ul style="list-style-type: none"> <li>• Ernesto Soto attended the 2025 CCMA meeting in Duluth MN. He had the opportunity to visit Whispering Horses Farm on a Native American reservation and learned about traditional ways of harvesting rice using canoes. The farmers also focus on social justice.</li> <li>• Ernesto attended a finance basic class, a workshop about having hard conversations, and a workshop about board administrators. One take-away was co-ops with policy governance boards have issues with board directors interacting with staff instead of through their GM.</li> <li>• Meeting Board directors and other GMs from around the country was very valuable.</li> </ul>
17.	<b>Board Finance Report</b> Forfeiture of patronage dividend checks >4 years	<ul style="list-style-type: none"> <li>• Mark Gibbs reported the Finance Committee met in early June. Average daily sales reached \$102,000. Some sales increases were due to inflation.</li> <li>• The number of average daily transactions is 2683 and basket size is \$38, up 5%. There are 400 less transactions per day, relative to the pre-covid data.</li> <li>• The active shopper count has gone down 3%. There are currently 8500 active shoppers.</li> <li>• Owner patronage dividends are available electronically at the register.</li> <li>• The CAN program continues to grow, with 380 participants in that program. Usage is up over budget.</li> <li>• AFC's investment portfolio has been put in FDIC insured CDs across 34 banks.</li> </ul>

		<ul style="list-style-type: none"> <li>• Mark requested the Board of Directors approve the transitioning of dividend checks that have not been cashed for more than four years to be moved to the AFC Gives Fund. The Board unanimously agreed.</li> </ul>
18.	<b>GM Report</b>	<ul style="list-style-type: none"> <li>• GM Nick AFC reported sales were up 3% year over year, and up 5% YTD. RoCo sales were up 7% compared to last year. Combined, all sales are up 5%.</li> <li>• AFC has been transporting coffee and event equipment in different vehicles. Nick is searching to purchase a vehicle that is in alignment with our values. Eventually he will also look for a box truck.</li> <li>• UNFI has had a major national shutdown of their system due to hacking. Nick and AFC managers are navigating how to continue ordering products during this time. The situation offers an opportunity to see how local we can be and to focus on becoming a self-sustained eco system in the future.</li> <li>• The developers of the Croman Mill project in the south end of town have approached AFC to see if they would like to be a stakeholder store in that area.</li> <li>• Nick has met with NCG and let them know we will not be moving forward with the store development contract at this time.</li> <li>• HR held its first mental health roundtable to support employee mental health awareness. The old way of thinking is to leave personal issues at the door, but that is now considered an unrealistic expectation.</li> <li>• The first harassment training was also held this month.</li> <li>• The North Mountain Park cleanup is on June 20 from 9 a.m. to 11 a.m. Owners can sign-up on the AFC website.</li> <li>• The Prepared Foods Department will be renamed.</li> <li>• The GM report will be shared with all staff monthly.</li> <li>• Shrink is down 20%.</li> </ul>

		<ul style="list-style-type: none"> <li>Rolling Hills Peaches will not have a bumper crop, but the peaches are expected to be larger and of #1 quality this year.</li> </ul>
19.	<b>Action Items</b>	<ul style="list-style-type: none"> <li>The new Board officers will be Mark Gibbs, President, Kat Kavanagh, VP, Jen Gibbs, Secretary, and Ernesto Soto, Treasurer.</li> <li>Ernesto and Joanna will be mentors for new directors.</li> <li>The Board approved transitioning dividend checks that have not been cashed for more than four years to go to AFC Gives Fund.</li> </ul>
		Minutes were prepared by Abby Lazerow, Board Administrator.